



# Uniphos Enterprises Limited

CIN: L24219GJ1969PLC001588

26<sup>th</sup> July, 2022

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

**SUB.: NOTICE CONVENING THE 53RD ANNUAL GENERAL MEETING AND ANNUAL REPORT FOR THE FINANCIAL YEAR 2021-22**

This is in continuation of earlier intimation, dated 22<sup>nd</sup> July, 2022, of 53rd Annual General Meeting, we wish to inform you that the **53rd Annual General Meeting** (“AGM”) of **Uniphos Enterprises Limited** has been scheduled to be held on **Friday, 19th August, 2022 at 2.00 p.m. (IST)** through Video Conferencing (“VC”/ Other Audio-Visual Means (“OAVM”), in view of the ongoing threat posed by the unprecedented Covid-19 pandemic and pre-requisite social distancing measures, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 02/2021 dated 13th January, 2021, General Circular No. 21/2021 dated 14th December, 2021 and General Circular No. 2/2022 dated 5th May, 2022 and the Securities and Exchange Board of India (“SEBI”) vide its Circular No. SEBI/HO/CFD/CMDI/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/CFD/CMD2/CIRP/P/2022/62 dated May 13, 2022.

In view of the above and in compliance with the applicable provisions of the Companies Act, 2013 and Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith Notice of the AGM and Annual Report for the financial year 2021-22 for your record. The email containing weblink of the Notice of the AGM along with Annual Report for the financial year 2021-22 is being sent to all the eligible shareholders whose email IDs are registered with the RTA / Company / Depositories. The aforesaid Annual Report for the financial year 2021-22 is also available on the website of the Company [www.uelonline.com](http://www.uelonline.com).

The Company has engaged the services of the National Securities Depository Limited to provide facility for voting through remote e-voting, participation in the AGM through VC / OAVM facility and e-voting during the AGM.

The procedure for voting through remote e-voting, participation in the AGM through VC / OAVM facility and e-voting during the AGM has been set out in the Notes to the Notice of the AGM.

The Company has fixed **Friday, 12th August, 2022** as the **Cut-off Date** for the purpose of determining the eligibility of members to vote on the resolutions set out in the Notice of the AGM. The remote e-voting facility commences on **Tuesday, 16th August, 2022 from 9.00 a.m. (IST)** and ends on **Thursday, 18th August, 2022 at 5.00 p.m. (IST)**.

May we request you to take the above on 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



**Uniphos Enterprises  
Limited**

**ANNUAL  
REPORT**

**2021-22**



<https://www.uelonline.com/investors.html>

## 53<sup>rd</sup> ANNUAL GENERAL MEETING

Friday, August 19, 2022 at 2.00 p.m. (IST)  
through Video Conferencing / Other Audio Visual Means

Cut-off date for entitlement for remote e-voting  
Friday, August 12, 2022

Remote e-voting start date and time  
Tuesday, August 16, 2022, at 9.00 a.m. (IST)

Remote e-voting end date and time  
Thursday, August 18, 2022, at 5.00 p.m. (IST)

## BOOK CLOSURE FOR PAYMENT OF DIVIDEND

Saturday, 6<sup>th</sup> August, 2022 to Friday, 19<sup>th</sup> August, 2022  
(both days inclusive)

## COMPANY SECRETARY

Mr. K. M. THACKER  
(ICSI Membership No. ACS 6843)

## CHIEF FINANCIAL OFFICER

Mr. B. P. CHHEDA  
(ICAI Membership No. ACA 101820)

## AUDITORS

B S R & Co. LLP  
Chartered Accountants

## SECRETARIAL AUDITORS

N. L. BHATIA & ASSOCIATES  
Practising Company Secretaries

## BANKERS

Canara Bank  
Axis Bank Ltd.  
HDFC Bank Ltd.

## ADMINISTRATIVE OFFICE

Uniphos House, C.D. Marg,  
11<sup>th</sup> Road, Madhu Park  
Khar (West), Mumbai- 400 052.  
Tel. : 91-22-6856 8000 Fax : 91-22-2604 1010

## REGISTERED OFFICE

11, G.I.D.C., Vapi, Dist. Valsad, Gujarat. Pin - 396 195.  
Tel. : 0260-2400717 Fax : 0260-2401823

## SECRETARIAL DEPARTMENT

Uniphos House, C.D. Marg,  
11<sup>th</sup> Road, Madhu Park  
Khar (West), Mumbai- 400 052.  
Tel. : 91-22-6856 8009/10 Fax : 91-22-2604 1010  
E-mail: uel.investors@upl-ltd.com

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## COMMUNICATION TO SHAREHOLDERS

In view of the ongoing threat posed by the unprecedented Covid-19 pandemic and pre-requisite social distancing measures, the Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 02/2021 dated 13th January, 2021, General Circular No. 21/2021 dated 14th December, 2021 and General Circular No. 2/2022 dated 5th May, 2022 and the Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (collectively referred to as "applicable Circulars"), have dispensed with the requirement of dispatch of physical copies of the Annual Report. Accordingly, the Notice of the 53<sup>rd</sup> Annual General Meeting (AGM) along with the Annual Report 2021-22 is being sent only by electronic mode to those Members whose email addresses are registered with the Company or the Depositories or Registrar and Transfer Agent. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website [www.uelonline.com](http://www.uelonline.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of NSDL <https://www.evoting.nsdl.com>. For any communication, the shareholders may also send requests to the Company's dedicated investor email-id: [uel.investors@upl-ltd.com](mailto:uel.investors@upl-ltd.com).

For assistance regarding share transposition, transmission, change of address, duplicate/loss of shares and other related matters, please write to the Registrar & Share Transfer Agent:

Link Intime India Pvt. Ltd.

Unit : Uniphos Enterprises Limited

C 101, 247 Park, L B S Marg

Vikhroli West

Mumbai 400 083.

Tel. : 91-22-49186270

Fax No.: 91-22-49186060

E-mail id: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

Website: [www.linkintime.co.in](http://www.linkintime.co.in)

## BOARD OF DIRECTORS



**Mr. ARUN CHANDRASEN ASHAR**  
(DIN: 00192088)  
Chairman & Non-Executive Director

↓  
Member  
Audit Committee  
Nomination and Remuneration Committee  
Stakeholders Relationship Committee  
Risk Management Committee



**Mr. RAJNIKANT DEVIDAS SHROFF**  
(DIN: 00180810)  
Managing Director

↓  
Chairman  
Risk Management Committee



**Mrs. SANDRA RAJNIKANT SHROFF**  
(DIN: 00189012)  
Non-Executive Vice Chairperson

↓  
Member  
Risk Management Committee



**Mr. JAIDEV RAJNIKANT SHROFF**  
(DIN: 00191050)  
Non-Executive Director



**Mr. PRADEEP VEDPRAKASH GOYAL**  
(DIN: 00008370)  
Independent Director

↓  
Chairman  
Audit Committee  
Nomination and Remuneration Committee  
Stakeholders Relationship Committee



**Mrs. SWATI SANDESH MAYEKAR**  
(DIN: 00245261)  
Independent Director

↓  
Member  
Audit Committee  
Nomination and Remuneration Committee  
Stakeholders Relationship Committee  
Risk Management Committee



# NOTICE

## NOTICE OF THE 53RD ANNUAL GENERAL MEETING

NOTICE is hereby given that the **53<sup>rd</sup> ANNUAL GENERAL MEETING ("AGM")** of the Shareholders of **UNIPHOS ENTERPRISES LIMITED** ("Company") will be held on Friday, August 19, 2022 at 2.00 p.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following business: The venue of the 53<sup>rd</sup> AGM shall be deemed to be the Registered Office of the Company at 11, G.I.D.C., Vapi, Dist. Valsad, Gujarat – 396 195.

### ORDINARY BUSINESS:

To consider and if thought fit, to pass, with or without modification(s), the resolution nos. 1 to 4 as **Ordinary Resolutions**:

- To receive, consider and adopt the audited financial statements of the Company comprising of audited Balance Sheet as at 31<sup>st</sup> March, 2022, Statements 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:**

**"RESOLVED THAT** the audited financial statements of the Company comprising of audited Balance Sheet as at 31<sup>st</sup> March, 2022, 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 53<sup>rd</sup> Annual General Meeting and submitted to this meeting be and are hereby considered and adopted."

- To declare dividend on equity shares for the financial year ended 31<sup>st</sup> March, 2022:**

**"RESOLVED THAT** a dividend at the rate of ₹5.65 (Rupees five and paise sixty-five 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 31<sup>st</sup> March, 2022 and the same be paid out of the profits of the Company for the financial year ended 31<sup>st</sup> March, 2022."

- To appoint a Director in place of Mr. Jaidev Rajnikant Shroff (DIN: 00191050), Non-Executive Director, who retires by rotation and being eligible, offers himself for re-appointment:**

**"RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 and 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, Mr. Jaidev Rajnikant Shroff (DIN: 00191050), Non-Executive Director,

who retires by rotation at this meeting be and is hereby re-appointed as Non-Executive Director of the Company, liable to retire by rotation."

- To re-appoint the statutory auditors of the Company for a second term of five years and fix their remuneration.**

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Audit and Auditors) Rules, 2014, ("the Rules"), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendations of the audit committee and the Board of Directors of the Company, Messrs B S R & Co. LLP, Chartered Accountants, Mumbai having ICAI Firm Registration No.101248W/W-100022, who have offered themselves for re-appointment and have confirmed their eligibility to be re-appointed as Statutory Auditors of the Company, in terms of provisions of Section 141 of the Act, and the Rule 4 of the Rules, be and they are hereby re-appointed as the Statutory Auditors of the Company for a second term of 5 (five) years commencing from the Company's financial year 2022-23 to hold office from the conclusion of this i.e., 53<sup>rd</sup> Annual General Meeting of the Company until the conclusion of the 58<sup>th</sup> Annual General Meeting of the Company to be held in the year 2027, on such remuneration, as recommended by the Audit Committee from time to time and as may be mutually agreed between the Board of Directors of the Company (including its committees thereof) and the Statutory Auditors.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, (including its committees thereof), be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto."

Mumbai  
24<sup>th</sup> May, 2022

Registered Office:  
11, G.I.D.C., Vapi  
Dist. Valsad, Gujarat,  
Pin- 396 195.  
Tel. No.: 0260-2400717  
Fax: 0260-2401823  
Website: www.uelonline.com  
E-mail: uel.investors@upl-ltd.com  
CIN: L24219GJ1969PLC001588

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

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

**NOTES:****1. Explanatory Statement:**

An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") sets out all material facts with respect to Ordinary Business under Item No. 4, as set out above is annexed hereto.

**2. Information in respect of Director seeking re-appointment:**

Additional information, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), in respect of Director seeking re-appointment at this AGM as mentioned in Item No. 3 of this AGM Notice is annexed hereto.

**3. Procedure for attending the AGM through Video Conference ("VC") or Other Audio Visual Means ("OAVM"):**

- 3.1 In view of the ongoing threat posed by the unprecedented Covid-19 pandemic and pre-requisite social distancing measures, the Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 02/2021 dated 13<sup>th</sup> January, 2021, General Circular No. 21/2021 dated 14<sup>th</sup> December, 2021 and General Circular No. 2/2022 dated 5<sup>th</sup> May, 2022 and the Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (collectively referred to as "applicable Circulars") have allowed the companies to conduct the AGM through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") without the physical presence of the members at a common venue. Hence, in compliance with these applicable Circulars, applicable provisions of the Act (including any statutory modifications or re-enactments thereof for the time being in force) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and pursuant to Regulation 44 of SEBI Listing Regulations, the AGM of the Company is being held through VC/OAVM facility of National Securities Depository Limited ("NSDL") e-voting platform. Procedure for attending the AGM is provided below:
- 3.2 The Members can join the AGM in the VC/OAVM mode 15 (Fifteen) minutes before and after the scheduled time of commencement of the Meeting by following the procedure as provided below in the Notes to the Notice. The facility of participation at the AGM through VC/OAVM will be made

available for members on first come first served basis and will close after 15 minutes of the conclusion of the AGM. The large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc., who are allowed to attend the AGM without any restriction on account of first come first served basis.

- 3.3 The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 3.4 Detailed procedure for joining the 53<sup>rd</sup> AGM is provided below in the Notes to the Notice.

**4. Appointment of Proxy:**

**PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Since, this AGM is being held pursuant to the applicable Circulars through VC/OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the applicable Circulars, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and route map of the AGM are not annexed to this notice. However, Corporate/Institutional members intending to authorize their representative to attend the AGM through VC/OAVM facility and participate thereat and cast their votes through e-voting are requested to send to the Company a scanned certified true copy of the Board Resolution with attested specimen signature of the duly authorized signatory(ies) who are authorized to attend and vote on their behalf at the AGM. The said Resolution / Authorization shall be sent to the Scrutinizer by e-mail through its registered e-mail address to bhaskar@nlba.in with a copy marked to evoting@nsdl.co.in and uel.investors@upl-ltd.com

**5. Dispatch of physical copies of the Annual Report:**

In view of the ongoing COVID-19 pandemic and resultant difficulties involved in dispatch of physical copies of the Annual Report and pursuant to the applicable Circulars, the requirement of dispatch of physical copies of the Annual Report has been dispensed with. Accordingly, the Notice of the AGM along with the Annual Report 2021-22 is being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company or the Depositories or Link Intime India Pvt. Ltd., Registrar and Share Transfer Agent of the Company ("Link Intime"), Unit: Uniphos Enterprises Limited, C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai, Contact No.: 91-22-49186270, Fax No.: 91-22-49186060, E-mail: rnt.helppdesk@linkintime.co.in.



Members may note that the Notice of the AGM and Annual Report 2021-22 will also be available on the Company's website [www.uelonline.com](http://www.uelonline.com), website of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of NSDL <https://www.evoting.nsdl.com>. For any communication, the shareholders may also send requests to the Company's dedicated investors e-mail ID: [uel.investors@upl-ltd.com](mailto:uel.investors@upl-ltd.com)

**6. Dividend, Book Closure Date, etc.:**

**6.1 The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, August 6, 2022 to Friday, August 19, 2022, both days inclusive** for the purpose of determining entitlement of members to receive dividend, if approved, for the financial year ended 31<sup>st</sup> March, 2022.

6.2 If the dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend, subject to deduction of tax at source, will be made within 30 days of the AGM as under:

6.2.1 To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available for the purpose by the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories", as of the close of business hours on **Friday, August 5, 2022**.

6.2.2 To all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours on **Friday, August 5, 2022**.

6.2.3 As per applicable circulars, payment of dividend will be made through electronic mode to those members who have updated their bank details. However, the payment of dividend will be made through Dividend Warrant / Demand Draft and the same will be dispatched to the registered address of those members who have not updated their bank details.

**6.3 Tax Deduction at Source ("TDS") Instructions on Dividend Distribution:**

Members may note that the Income-tax Act, 1961, ("IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after April 1, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source at the time of making the payment of dividend. In order to enable the Company to determine the appropriate TDS rates as applicable, members are requested to submit the following documents in accordance with the provisions of the IT Act.

For Resident Shareholders:

6.3.1 Taxes shall be deducted at source under Section 194 of the IT Act as follows:

<b>Members having valid PAN</b>	10% or as notified by the Government of India
<b>Members not having PAN/valid PAN</b>	20% or as notified by the Government of India

6.3.2 No tax shall be deducted on the dividend payable to a resident individual

- if the total dividend to be received by a resident shareholder during financial year 2022-23 does not exceed ₹5,000;
- in cases where members provide valid Form 15G (applicable to an individual) / Form 15H (applicable to an individual above the age of 60 years) subject to conditions specified in the IT Act. PAN is mandatory for members providing Form 15G / Form 15H or any other document.

A resident individual shareholder with PAN should upload the declaration in Form 15G / 15H to avail the benefit of non-deduction of income tax at source to Link Intime latest by **Friday, August 5, 2022** at its dedicated link at: <https://web.linkintime.co.in/formsreg/submission-of-form-15g-15h.html>

6.3.3 Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower/Nil withholding tax.

6.3.4 NIL / lower tax shall be deducted from the dividend payable, on submission of self-declaration, to Insurance companies, Mutual Funds, Alternative Investment Fund ("AIF") established in India, New Pension System Trust, etc.

**6.3.5 Higher rate of TDS in case of non-filing of income tax return (special provisions of section 206AB of the IT Act)**

TDS needs to be deducted at higher rate in case of specified persons w.e.f. July 1, 2021:

- a) Higher of below rate shall be applicable:
  - i) at twice the rate specified in the relevant provision of the Act; or
  - ii) at twice the rate or rates in force; or
  - iii) at the rate of 5%.

Where sections 206AA and 206AB are applicable i.e., the specified person has not submitted the PAN as well as not filed the return; the tax shall be deducted at the higher of the two rates prescribed in these two sections.

- b) Specified person means-
- i) a person who has not filed the returns of income for previous year prior to the previous year in which tax is required to be deducted, for which the time limit of filing return of income has expired; and
  - ii) the aggregate of TDS and TCS (Tax collected at source) in his / her case is INR 50,000 or more in that previous year.
- c) This does **not apply** on payments to **Non-residents who do not have a permanent establishment in India.**
- 6.3.6 Reporting of Dividends paid under Statement of Financial Transactions ("SFT")
- a) W.e.f. April 1, 2021, Dividend paid by a company is a reportable transaction under Statement of Financial Transactions ("SFT").
  - b) Accordingly, the Shareholder details such as Name, Permanent Account Number ("PAN"), Registered Email address, dividend amount would be reported under SFT.
- For Non-resident shareholders:**
- 6.3.7 For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195, Section 196D and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement ("DTAA") between India and the country of tax residence of such shareholders if they are more beneficial to them. For this purpose, i.e., to avail the benefits under the DTAA, non-resident shareholders need to provide the following to Link Intime latest by **Friday, August 5, 2022** at its dedicated link at: <https://web.linkintime.co.in/formsreg/submission-of-form-15g-15h.html>:
- Self-attested copy of PAN card, if any, allotted by the Indian income tax authorities;
  - Self-attested copy of Tax Residency Certificate ("TRC") obtained from the tax authorities of the country of which the shareholder is resident;
  - Self-declaration in Form 10F (refer format), if all the details required in this form are not mentioned in the TRC;
- Self-declaration (refer format) by the non-resident shareholder of meeting treaty eligibility requirement and satisfying beneficial ownership requirement (Non-resident having PE in India would need to comply with provisions of Section 206AB of the IT Act);
  - In case of Foreign Institutional Investors and Foreign Portfolio Investors, self-attested copy of SEBI registration certificate;
  - In case of shareholder being tax resident of Singapore, please furnish the letter issued by the competent authority or any other evidence demonstrating the non-applicability of Article 24 - Limitation of Relief under India-Singapore Double Taxation Avoidance Agreement ("DTAA").
- 6.3.8 Kindly note that the Company is not obligated to apply beneficial tax treaty rates at the time of tax deduction / withholding on dividend amounts. Application of beneficial rate of tax treaty for the purpose of withholding taxes shall depend upon completeness and satisfactory review by the Company of the documents submitted by the non-resident shareholder.
- 6.4 An e-mail communication informing the Shareholders regarding this change in the IT Act as well as the relevant procedure to be adopted by them to avail the applicable tax rate was sent by the Company at the registered e-mail ID of the Shareholders on 29<sup>th</sup> June, 2022.
7. Process for updating bank mandate, e-mail ID, change of address, Permanent Account Number ("PAN") etc.:
- Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number ("PAN"), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.:
- a. For shares held in electronic form: to their respective Depository Participants ("DPs")
  - b. For shares held in physical form: to the Company/ Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021. The Company has sent KYC letter on 25<sup>th</sup> February, 2022 to the shareholders for furnishing the required details. The said Form ISR-1 and other forms are available on the website of the Company at [www.uelonline.com](http://www.uelonline.com)





8. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company’s website at [www.uelonline.com](http://www.uelonline.com) It may be noted that any service request can be processed only after the folio is KYC Compliant.
9. Members are requested to note that, dividends if not encashed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (“IEPF”). Further, all the shares in respect of which dividend has remained unclaimed for 7 consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF Authority. In view of this, members who have not encashed their dividend drafts are requested to claim their dividends from the Company, within the stipulated timeline.

Details of dividend declared by the Company and remaining unclaimed are given below:

Date of Declaration	Dividend for the year	Dividend per Equity Share of face value of ₹2	Due date for transfer to the Investor Education and Protection Fund
13.08.2021	2020-21	₹3.40	12.09.2028

**10. Green Initiative:**

To support the ‘Green Initiative’, members holding shares in physical mode and who have not yet registered their e-mail addresses / not updated their e-mail addresses with the Company are requested to register their e-mail addresses / update their e-mail addresses by following the process as mentioned above in Sr. No. 7 of the Notes to the Notice. Members holding shares in dematerialized mode are requested to register / update their e-mail addresses with the relevant Depository Participant(s). In case of any queries / difficulties in registering the e-mail address, members may write to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

**11. Facility of Nomination:**

Shareholders can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Act read with the Rules made thereunder. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-

13 duly filled-in to Link Intime. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.

**12. Submission of Permanent Account Number (“PAN”)**

SEBI has mandated the submission of Permanent Account Number (“PAN”) by every participant in securities market. Members holding shares in dematerialized form are, therefore, requested to submit their PAN to the Depository Participant(s) with whom they are maintaining their dematerialized account(s). Members holding shares in physical form can submit their PAN details to Link Intime.

**13. Dematerialization of securities:**

SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or Link Intime, for assistance in this regard.

**14. Inspection of Documents:**

The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e., August 19, 2022. Members seeking to inspect such documents can send an e-mail to [uel.investors@upl-ltd.com](mailto:uel.investors@upl-ltd.com)

**15. Registration as Speaker and Member’s Queries with respect to Annual Report:**

Members who would like to express their views or ask questions during the AGM may pre-register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DPID and Client ID / folio number, PAN, mobile number at [uel.investors@upl-ltd.com](mailto:uel.investors@upl-ltd.com) from August 9, 2022 (9.00 a.m. IST) to August 15, 2022 (5.00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of questions and the number of speakers depending on the availability of time for the AGM.

Shareholders, who would like to express their views / have questions may send their questions in advance mentioning their name, demat account number/folio number, e-mail id,

mobile number at uel.investors@upl-ltd.com to enable the Company to reply suitably to their queries either at the time of AGM or through email subsequent to the AGM.

## 16. E-Voting:

16.1 Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI Listing Regulations (as amended), the Circulars issued by the MCA and SS-2 on "General Meetings" issued by the Institute of Company Secretaries of India, the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the AGM.

For this purpose, the Company has approached the National Securities Depository Limited ("NSDL") for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a Shareholder using remote e-voting system as well as e-voting during the AGM will be provided by NSDL.

The process and instructions for remote e-voting are provided in the subsequent paragraphs.

16.2 The Board of Directors has appointed Mr. Bhaskar Upadhyay, Practicing Company Secretary (Membership No. FCS 8663 / C.P. No. 9625) or failing him Mr. Bharat Upadhyay, Practicing Company Secretary (Membership No. FCS 5436 / C.P. No. 4457), as the Scrutinizer to scrutinize the remote e-voting as well as the e-voting process to be conducted at the 53<sup>rd</sup> AGM, in a fair and transparent manner.

16.3 The voting rights of Members shall be in proportion to their share in the Paid-up Equity Share Capital of the Company as on the **cut-off date i.e., Friday, August 12, 2022.**

16.4 A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depository Participant(s) as on the '**cut-off date**' only shall be entitled to avail the facility of Remote e-voting or e-voting at the AGM.

16.5 The process and instructions for e-voting on the day of the AGM is same as the remote e-voting instructions provided below in the subsequent paragraphs.

16.6 Any person, who acquires Share(s) of the Company and becomes a Member of the Company after sending of the Notice and holding share(s) as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote. A person who is not a Member as on the 'cut-off date' should treat this Notice for information purpose only.

16.7 Once the vote on a resolution is cast, Members shall not be allowed to change it subsequently or cast the vote again.

16.8 Members can opt for only one mode of voting i.e., either through Remote e-voting or e-voting at the 53<sup>rd</sup> AGM. If a Member cast votes by both modes, then voting done through Remote e-voting shall prevail.

16.9 In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.

## 17. Declaration of Voting Results:

17.1 The Scrutinizer shall immediately after 15 minutes from the conclusion of voting at the Meeting, will unblock and count the votes cast during the meeting and through remote e-voting and shall make and submit a consolidated Scrutinizer's report of the total votes cast in favour or against and invalid, if any, to the Chairman or a Director or Company Secretary authorized by him in writing, who shall countersign the same and declare the result of the voting within two working days of the conclusion of the AGM as required under Regulation 44(3) of the SEBI Listing Regulations.

17.2 The Results declared along with the Scrutinizer's Report will be placed on the website of the Company at www.uelonline.com and on the website of NSDL, <https://www.evoting.nsdl.com/> and will also be displayed on the Notice Board of the Company at its Registered Office immediately after the Result is declared by the Chairman and will simultaneously be forwarded to BSE Limited and National Stock Exchange of India Limited, where Equity Shares of the Company are listed.

17.3 Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e., Friday, August 19, 2022.

## 18. Procedure to claims unclaimed / returned undelivered share certificate(s):

Members are hereby informed that as per Regulation 39(4) read with Schedule VI of the SEBI Regulations, the Company, after following the prescribed procedure, has transferred unclaimed / returned undelivered shares to Unclaimed Suspense Account and dematerialized the same. These shares would be held by the Company on behalf of the holders of such shares in an "Unclaimed Suspense Account" opened with National Securities Depository Limited. At the end of seven years, hereof, these shares shall be transferred by the Company to the Investor Education and Protection Fund.

Members may note that the lawful claimant in respect of these shares will be able to claim such shares from the Company till such time they remain in the unclaimed suspense account as aforesaid. The voting rights on such unclaimed shares shall remain frozen till the rightful owner claims the shares.



**19. INSTRUCTIONS FOR REMOTE E-VOTING AND JOINING THE 53RD AGM**

Members are requested to follow the instructions given below to cast their votes through e-voting:

- I. The remote E-voting facility will be available during the following voting period. During this period, shareholders holding shares either in physical form or in dematerialized form, as on the 'Cut-off date' i. e., Friday, August 12, 2022, may cast their vote through Remote e-voting by logging to NSDL website at <https://www.evoting.nsdl.com/>

Commencement of E-voting	End of E-voting
Tuesday, August 16, 2022 (at 9.00 a.m. IST)	Thursday, August 18, 2022 (at 5.00 p.m. IST)

The e-voting module shall be disabled by NSDL for voting thereafter.





The E-voting Event Number ("EVEN") is as under:

<b>EVEN</b>	<b>120517</b>
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- III. Detailed steps on the process and manner for Remote e-voting/e-voting at the AGM and to join the VC facility at the AGM, is given below:

**STEP 1**

**A. PROCEDURE TO LOGIN FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>1. If you are already registered under NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the Remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>   </div> <div style="display: flex; justify-content: center; gap: 20px;">   </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to 'Easi / Easiest' are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi / Easiest the user will be also able to see the e-Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> </ol> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective e-Voting service provider i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting

**Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.**

**HELPDESK FOR TECHNICAL ISSUES RELATED TO LOGIN THROUGH NSDL/CDSL FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE**

Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 or 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk. <a href="mailto:evoting@cdslindia.com">evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B. PROCEDURE TO LOGIN FOR**

- **SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE (OTHER THAN INDIVIDUAL SHAREHOLDERS)**

- **SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL MODE**

- Visit the e-Voting website of NSDL. Open web browser by typing the URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL e-Services i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL e-Services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.



4. Your User ID details are given below:

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company  For example, if your folio number is 001*** and EVEN is 120517 then user ID is 120517001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your e-mail ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your e-mail ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your e-mail ID is not registered, please follow steps mentioned below in process for those shareholders whose e-mail IDs are not registered

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the One Time Password ("OTP") based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

**STEP 2**

**HOW TO CAST VOTE ELECTRONICALLY AND JOIN THE 53RD AGM THROUGH VC FACILITY ON NSDL E-VOTING SYSTEM**

1. After successful login at Step 1, you will see the homepage of e-Voting. Click on e-Voting and then on Active Voting Cycles.
2. After you click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN 120517" of Uniphos Enterprises Limited to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.

7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
9. For joining virtual meeting, you need to Click on Company's EVEN number and then on "VC/OAVM" link placed under "Join General Meeting".
10. Members Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
11. Members are encouraged to join the Meeting through Laptops for better experience.
12. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.
13. Members who need assistance before or during the AGM, can contact Mr. Abhijeet Gunjal, Assistant Manager, NSDL at the designated e-mail ID: evoting@nsdl.co.in or abhijeetg@nsdl.co.in or at telephone number 022-42165506.

**PROCEDURE FOR PROCURING USER ID AND PASSWORD FOR SHAREHOLDERS WHO HAVE NOT REGISTERED THEIR E-MAIL ID**

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to uel.investors@upl-ltd.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) to uel.investors@upl-ltd.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and e-mail ID correctly in their demat account in order to access e-Voting facility.

**General Guidelines for the Shareholders:**

1. 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., with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to bhaskar@nlba.in with a copy marked to the Company at uel.investors@upl-ltd.com and to NSDL at evoting@nsdl.co.in
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the 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 the "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions ("FAQs") for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to Mr. Abhijeet Gunjal, Assistant Manager, NSDL at the designated e-mail ID: evoting@nsdl.co.in or abhijeetg@nsdl.co.in or at telephone number 022-42165506.

**Process for those Shareholders whose e-mail ID are not registered with the Depositories, for procuring User ID and Password and registration of e-mail ID on e-Voting for the Resolutions set out in the Notice of AGM:**

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the Share Certificate (front and back), Permanent Account Number ("PAN") Card (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card) by e-mail to evoting@nsdl.co.in
2. In case shares are held in demat mode, please provide DPID- CLID (16 digit DPID + CLID or 16 digit Beneficiary ID), Name, client master or copy of Consolidated Account Statement, PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card) evoting@nsdl.co.in.

**INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
2. Only those Shareholders, who will be present at the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system at the AGM.



3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-Voting.

Mumbai  
24<sup>th</sup> May, 2022

**Registered Office:**

11, G.I.D.C., Vapi  
Dist. Valsad, Gujarat,  
Pin- 396 195.  
Tel. No.: 0260-2400717  
Fax: 0260-2401823  
Website: [www.uelonline.com](http://www.uelonline.com)  
E-mail: [uel.investors@upl-ltd.com](mailto:uel.investors@upl-ltd.com)  
CIN: L24219GJ1969PLC001588

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

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

## STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT")

The Explanatory Statement sets out all material facts relating to Ordinary Business under Item No. 4 to be dealt at the 53<sup>rd</sup> Annual General Meeting as mentioned in the Notice:

### Item No. 4: Re-appointment of Statutory Auditors of the Company.

This explanatory statement is in terms of Regulation 36(5) of the SEBI Listing Regulations, however, the same is strictly not required as per Section 102 of the Act.

Messrs B S R & Co. LLP, Chartered Accountants, Mumbai having ICAI Firm Registration No.101248WW-100022 were appointed as the Statutory Auditors of the Company at the 48<sup>th</sup> Annual General Meeting held on July 8, 2017 for a term of 5 years and they hold office up to the conclusion of the ensuing i.e., 53<sup>rd</sup> Annual General Meeting of the Company. Accordingly, the present term of B S R & Co. LLP as Statutory auditors of the Company shall conclude at the 53<sup>rd</sup> AGM.

After taking into account their credentials and also based on the evaluation of the quality of audit work done by the statutory auditors and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company has, based on the recommendation of the Audit Committee, at its meeting held on May 24, 2022, proposed the re-appointment of Messrs B S R & Co. LLP, Chartered Accountants, Mumbai having ICAI Firm Registration No.101248WW-100022 as the Statutory Auditors of the Company, for a second term of 5 (five) consecutive years from the conclusion of the ensuing i.e., 53<sup>rd</sup> Annual General Meeting of the Company till the conclusion of 58<sup>th</sup> Annual General Meeting of the Company to be held in the year 2027, on such remuneration as may be mutually agreed between the Board of Directors and Statutory Auditors. The fees for services in the nature of other professional work will be in addition to the audit fee and will be determined by the Board of Directors or any Director or any officer of the Company authorised by the Board in consultation with the Auditors and as per the recommendations of the Audit Committee.

The re-appointment is subject to approval of the shareholders of the Company.

### Credentials:

B S R & Co. ('the firm ') was constituted on 27 March 1990 as a partnership firm having firm registration no. as 101248W. It and was converted into limited liability partnership i.e., B S R & Co. LLP on 14 October 2013 thereby having a new firm registration no. 101248WIV-1 00022. The registered office of the firm is at 14<sup>th</sup> Floor, Central B Wing and North C Wing, Nesco IT Park 4, Nesco Centre, Western Express Highway, Goregaon (East), Mumbai- 400063.

B S R & Co. LLP is a member entity of B S R & Affiliates, a network registered with the Institute of Chartered Accountants of India.

B S R & Co. LLP is registered in Mumbai, Gurgaon, Bangalore, Kolkata, Hyderabad, Pune, Chennai, Chandigarh, Ahmedabad, Vadodara, Noida, Jaipur and Kochi.

B S R & Co. LLP has over 3000 staff and 100+ Partners.

B S R & Co. LLP audits various companies listed on stock exchanges in India.

The Board, based on the recommendation of the Audit Committee, unanimously, recommends the ordinary resolution as set out in item no. 4 of this notice for approval of the Members of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this Ordinary Resolution.

Mumbai  
24<sup>th</sup> May, 2022

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.  
Tel. No.: 0260-2400717  
Fax: 0260-2401823  
Website: www.uelonline.com  
E-mail: uel.investors@upl-ltd.com  
CIN: L24219GJ1969PLC001588

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





**ANNEXURE**

**BRIEF RESUME OF DIRECTOR SEEKING RE-APPOINTMENT AT THE 53RD ANNUAL GENERAL MEETING OF UNIPHOS ENTERPRISES LIMITED**



[Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”)]

**Profile of Mr. Jaidev Rajnikant Shroff**

Mr. Jaidev Rajnikant Shroff has been associated with the Company since 1994.

Mr. Jaidev Rajnikant Shroff is a science graduate. He is a well-recognized global leader in the Chemical & Agri-Inputs industry with over 30 years of experience in India and internationally.

He is regularly invited to speak on conference platforms, covering sustainability, food security, climate resilience and technological innovation.

Mr. Jaidev Rajnikant Shroff’s contributions are of immense benefit to the Group.

Name of Director	Mr. Jaidev Rajnikant Shroff (Non - Executive & Non - Independent Director)
Director Identification Number (DIN)	00191050
Date of Birth (DD/MM/YYYY)	04/10/1965
Age (in years)	57
Nationality	United Kingdom
Date of Appointment (DD/MM/YYYY)	03/02/1994
Qualification	Science Graduate
Nature of expertise in specific functional areas	Global business and Strategic Planning, Management and Leadership, Chemical Engineering, Finance, Risk, Compliance and Governance.
No. of shares held in the Company including shareholding as a beneficial owner	Self: Nil As Significant Beneficial Owners: 50977472 Equity Shares
Number of Board Meetings attended during the Financial Year 2021-22	2
Directorship and the Membership of Committees of the board in other Public Limited Companies and name of the listed entities from which the Director has resigned in the past three years.	UPL Limited Nivi Trading Limited Ventura Guaranty Limited  Mr. Jaidev Rajnikant Shroff does not hold any Committee membership in other public limited companies.  Mr. Jaidev Rajnikant Shroff has not resigned from any listed entity in the past three years.
Chairmanships of Committees in other companies	None
Memberships of Committees in other companies	None
Relationships between Directors of the Company inter-se	Mr. Jaidev Rajnikant is a son of Mr. Rajnikant Devidas Shroff (Managing Director) and Mrs. Sandra Rajnikant Shroff (Non-Executive Vice Chairperson)
Terms and conditions of appointment / re-appointment along with details of remuneration sought to be paid and remuneration last drawn by such person.	Non-Executive Director liable to retire by rotation.

## DIRECTORS' REPORT

To,  
The Members of  
**UNIPHOS ENTERPRISES LIMITED**

Your Directors have pleasure in presenting their report and audited accounts for the year ended 31<sup>st</sup> March, 2022.

### SUMMARY OF FINANCIAL RESULTS

(₹ in lakhs)

	Year ended 31st March, 2022	Year ended 31st March, 2021
Profit before taxation	5393.85	2339.76
Less: Provision for taxation	(66.52)	(105.35)
Profit after taxation	5460.37	2445.11
Add: Balance brought forward	12212.41	9767.30
Less: Dividend for the year 2020-21 paid during the year	2364.56	-
Balance carried forward	15308.22	12212.41

### DIVIDEND

Your Directors have recommended dividend of 282.5% i.e., ₹5.65 per equity share of face value of ₹2/- each for the financial year ended 31<sup>st</sup> March, 2022, which if approved at the forthcoming 53<sup>rd</sup> Annual General Meeting ("AGM"), will be paid, subject to deduction of tax at source, to all those equity shareholders of the Company whose name appear in the Register of Members as on close of Friday, August 5, 2022 and whose name appear as beneficial owners as per the beneficiary list furnished for the purpose by National Securities Depository Limited and Central Depository Services (India) Limited as of the close of business hours on Friday, August 5, 2022. The dividend on Equity Shares if approved by the Members, would involve a cash outflow of ₹3929.34 lakhs.

The dividend recommended is in line with the dividend distribution policy of the Company. The policy is available on the website of the Company under Investors section at <https://www.uelonline.com/>

### OPERATIONAL PERFORMANCE

During the year, the Company traded in chemical of Ethylenediamine (EDA) totaling to ₹122.18 lakhs. Other income was ₹5709.73 lakhs as compared to ₹2649.65 lakhs in the previous year.

The Company has earned profit of ₹5460.37 lakhs after tax as compared to profit of ₹2445.11 lakhs in the previous year.

The Company is engaged only in trading in chemicals. Though Company had some sales even during COVID-19 pandemic, the Company's revenue was mainly from other income consisting of dividend on equity shares and interest on loans, the revenue of the Company during the year under review was not impacted by COVID-19 pandemic.

### FUTURE OUTLOOK

The Company continues to look at new opportunities of trading in chemicals in India. The Company's revenue is mainly from other income consisting of dividend on equity shares and interest on loans. The financial asset of the Company is mainly investment in listed security and accordingly, any material volatility in the capital market may impact the market value of the investment.

### MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis Report forms an integral part of this Report.

### TRANSFER TO RESERVES

No amount is transferred from Profit and Loss Account to the Reserve as provision for proposed dividend.

### SHARE CAPITAL

The paid up Equity Share Capital as on 31<sup>st</sup> March, 2022 was ₹1390.92 lakhs.

### i) Issue of Equity Shares with differential rights, Issue of Sweat Equity shares and Issue of Employee Stock Options

During the year under review, the Company has not issued any shares with differential voting rights, Issue of Sweat Equity shares and Issue of Employee Stock Options- (ESOS).

### ii) Provision of money by company for purchase of its own shares by employees or by trustees for the benefit of employees

The Company has no scheme of provision of money for purchase of its own shares by employees or by trustees for the benefit of employees.

### PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of Investments covered under the provisions of Section 186 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 are given in the notes to the Financial Statements. The details of loan given are provided in the notes to the Financial Statements. There are no guarantees issued by the Company.

### AUDITORS AND AUDITORS' REPORT

#### a) Statutory Auditor

At the 48<sup>th</sup> Annual General Meeting of the Company held on 8<sup>th</sup> July, 2017, the members of the Company have approved the appointment of M/s. B S R & Co. LLP, Chartered Accountants (ICAI Firm Registration Number 101248W/W-100022) as the Statutory Auditors of the Company pursuant to Section 139 of the Act for a term of 5 (five) years from the Company's financial year 2017-18. The Statutory Auditor will hold office till the conclusion of 53<sup>rd</sup> Annual General Meeting of the Company.



The Audit Committee and the Board of Directors of the Company ("Board") at its respective meeting held on May 24, 2022 recommended, subject to approval of the members of the Company at the forthcoming 53<sup>rd</sup> Annual General Meeting, the re-appointment of M/s. B S R & Co. LLP, Chartered Accountants (ICAI Firm Registration Number 101248W/W-100022) as the Statutory Auditors of the Company for a second term of five (5) years i.e., from conclusion of the 53<sup>rd</sup> Annual General Meeting till the conclusion of 58<sup>th</sup> Annual General Meeting to be held in the year 2027. The necessary resolution seeking your approval for their re-appointment as statutory auditors is included in the notice of the ensuing annual general meeting along with brief credentials and other necessary disclosures required under the Act and the Regulations.

The report of the Statutory Auditors on financial statements along with the notes forms part of the Annual Report and contains an Unmodified Opinion without any qualification, reservation or adverse remark.

b) Secretarial Auditor

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board had appointed M/s. N. L. Bhatia & Associates, a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company for the financial year 2021-22. The report of the Secretarial Auditor for the financial year 2021-22 is unmodified and do not contain any qualification, reservation or adverse remark. The Report of the Secretarial Auditor is annexed herewith as Annexure to Board's Report.

The Board has re-appointed M/s. N. L. Bhatia & Associates, a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company for the financial year 2022-23. They have confirmed their eligibility for the re-appointment.

**DIRECTORS**

In accordance with the provisions of Section 152 of the Act and the Articles of Association of the Company, Mr. Jaidev Rajnikant Shroff (DIN: 00191050), Non-Executive Director of the Company, retires by rotation at the ensuing 53<sup>rd</sup> AGM of the Company, and being eligible, offers himself for re-appointment.

In the opinion of the Nomination and Remuneration Committee and the Board, considering his long association with the Company, seniority, role played by Mr. Jaidev Rajnikant Shroff towards the growth of the Company and to reap the benefits of his rich and varied experience in the various fields, approval of shareholders is sought for re-appointment of Mr. Jaidev Rajnikant Shroff as a Non-Executive Director, liable to retire by rotation.

Due to effect arising out of regulatory change in the provisions of SEBI Listing Regulations w.e.f. 1<sup>st</sup> January, 2022, the Board at

its meeting held on 30<sup>th</sup> December, 2021 unanimously approved the change in the designation of Mr. Arun Chandrasen Ashar from Non-executive Independent Director to Non-executive Non-Independent Director of the Company and also appointed him as Chairperson of the Board with effect from 30<sup>th</sup> December, 2021.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and Regulation 16(b) of the SEBI Listing Regulations.

In terms of Section 150 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, all Independent Directors of the Company have successfully registered their name for inclusion in the 'Independent Directors Data Bank' maintained by the Indian Institute of Corporate Affairs, the declaration in this regard was received from each of them. In the opinion of the Board, all the independent directors are persons of integrity and possesses the relevant expertise and experience (including the proficiency) as required under the Act and the Rules made thereunder.

None of the Directors of the Company has incurred any disqualification.

Pursuant to the provisions of the Act, Regulations 17(10) and 25(4) (a) of the SEBI Listing Regulations, annual performance evaluation was carried out of the performance of the Board, various Board Committees and the directors individually. Various parameters were considered for evaluation and after receiving the inputs from the Directors, the performance evaluation exercise was carried out. The parameters included Business and Economics, Management and Leadership, Strategic Planning, Chemical Engineering, Finance, Risk, Compliance and Governance of directors, Board's monitoring of various compliances, laying down and effective implementation of various policies, level of engagement and contribution of the directors, safeguarding the interest of all stakeholders, etc.

During the year under review, all the Independent Directors met on 7<sup>th</sup> February, 2022 to discuss evaluation of the performance of Non Independent Directors and the Board of Directors as a whole, evaluation of the performance of the Chairman of the Company, taking into account the views of the Directors and evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties. The performance of evaluation of each Independent Director was carried out by the Board. The Directors expressed their satisfaction with the evaluation process.

The information of Director seeking re-appointment as required pursuant to Regulation 36(3) of the SEBI Listing Regulations and the Clause 1.2.5 of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, is provide in the annexure to the notice convening the 53<sup>rd</sup> AGM of the Company.

## REMUNERATION POLICY

The Board has, on the recommendation of the Nomination and Remuneration Committee, framed and adopted the policy for selection and appointment of Directors, Senior management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report which forms part of this Report. The policy lays down criteria for selection of directors and senior management such as expertise, experience and integrity of the directors, independent nature of the directors, personal and professional standing, diversity of the Board, etc. At present no Director of the Company receives any remuneration from the Company except payment of sitting fees to the Independent Directors for attending the Board and Committee meetings. The Senior management employees are working for the Company on deputation basis.

## FAMILIARIZATION PROGRAMME FOR THE INDEPENDENT DIRECTORS

Pursuant to the Regulation 25(7) of the SEBI Listing Regulations, the Company has worked out a Familiarization programme for the Independent Directors, with a view to familiarize them with their role, rights and responsibilities in the Company, nature of Industry in which the Company operates, business model of the Company, etc.

Through the Familiarization programme, the Company apprises the independent directors about the financial performance, internal control system, statutory compliances, corporate governance practices and regulatory updates.

At the time of appointment of independent director, a formal letter of appointment is given which explains role, responsibility and rights in the Company.

Details of Familiarization programme of Independent Directors with the Company are available on the website of the Company <https://www.uelonline.com>

## DIRECTORS AND OFFICERS INSURANCE ('D&O')

During the year, as required pursuant to the Regulation 25(10) of the SEBI Listing Regulations, the Company has undertaken Directors and Officers insurance ('D & O insurance') for its Directors, Officers, and Employees of the Company, which covers them from alleged breach of fiduciary duty while performing their duties.

## NUMBER OF MEETINGS OF THE BOARD AND BOARD COMMITTEES

The details of the number of Board and Board Committees meetings of the Company are set out in the Corporate Governance Report which forms part of this Report.

## COMPOSITION OF BOARD COMMITTEES

- Audit Committee**

Pursuant to the provisions of Section 177(1) of the Act, Rule 6 of the Companies (Meetings of Board and its Powers) Rules,

2014 and Regulation 18 read with Part C of Schedule II to the SEBI Listing Regulations, the Company has constituted an Audit Committee of the Board of Directors consisting of two Independent Directors and one Non-Executive Director. The details of the composition of the Audit Committee is provided in the Corporate Governance Report which forms part of this Report. During the Financial Year 2021- 22, all recommendations made by the Audit Committee to the Board were accepted by the Board and there were no instances where the recommendations were not accepted.

- Nomination and Remuneration Committee**

Pursuant to the provisions of Section 178 of the Act, Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 19 read with Part D of Schedule II to the SEBI Listing Regulations, the Company has constituted a Nomination and Remuneration Committee of the Board of Directors consisting of two Independent Directors and one Non-Executive Director. The details of the composition of the Nomination and Remuneration Committee is provided in the Corporate Governance Report which forms part of this Report.

- Stakeholders Relationship Committee**

Pursuant to the provisions of Section 178 of the Act and Regulation 20 read with Part D of Schedule II to the SEBI Listing Regulations, the Company has constituted a Stakeholders Relationship Committee of the Board of Directors, consisting of two Independent Directors and one Non-Executive Director. The details of the composition of the Stakeholders Relationship Committee is provided in the Corporate Governance Report which forms part of this Report.

- Risk Management Committee**

Pursuant to the Regulation 21 read with Part D of Schedule II to the amended SEBI Listing Regulations, the Company has constituted a Risk Management Committee of the Board of Directors consisting of four members of the Board of Directors including one Independent Director. The details of the composition of the Risk Management Committee is provided in the Corporate Governance Report which forms part of this Report.

## KEY MANAGERIAL PERSONNEL

Mr. Rajnikant Devidas Shroff (DIN 00180810), Managing Director, Mr. K. M. Thacker (ICSI No. ACS 6843), Company Secretary and Mr. Bipin P. Chheda (ICAI Membership No. ACA 101820), Chief Financial Officer are the Key Managerial Personnel of your Company in accordance with the provisions of Sections 2(51), 203 of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

During the year under review, there were no changes to the Key Managerial Personnel of the Company.



## **DISCLOSURE RELATING TO REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND PARTICULARS OF EMPLOYEES**

As none of the Directors of your Company receives remuneration from the Company and the Senior management employees are working for the Company on deputation basis, the information required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, in respect of Directors / employees of your Company is not given.

The Company has no employee who- (i) if employed throughout the financial year, was in receipt of remuneration, in aggregate, more than Rupees one crore and two lakh, or (ii) if employed for a part of the financial year, was in receipt of remuneration, in aggregate, more than Rupees eight lakh and fifty thousand per month. Hence, the information required to be given pursuant to the provisions of Section 197(12) of the Act, read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, is not applicable and hence not attached.

## **RELATED PARTY TRANSACTIONS**

All Related Party Transactions entered into during the year were on arm's length basis and were in the ordinary course of business. There were no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

All Related Party Transactions are approved by the Audit Committee. Prior omnibus approval is obtained from the Audit Committee in respect of the transactions which are repetitive in nature. The transactions entered into pursuant to the omnibus approval so granted are reviewed on a quarterly basis by the audit committee.

The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website. The same can be accessed on the website of the Company <https://www.uelonline.com>

Since there were no materially significant related party transactions entered into during the year, the Form AOC- 2 pursuant to Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 is not attached to this Report.

## **VIGIL MECHANISM / WHISTLE BLOWER POLICY**

The Company has formed Vigil Mechanism / Whistle Blower Policy to deal with any fraud, irregularity or mismanagement in the Company. The policy enables any employee or director to directly communicate to the Chairman of the Audit Committee to report any fraud, irregularity or mismanagement in the Company. The policy ensures strict confidentiality while dealing with concerns and also that no discrimination or victimization is meted out to any whistle blower. The policy is also posted on the website of the Company <https://www.uelonline.com>

## **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has an internal control system, commensurate with the size, scale and complexity of its operation. The Group has an inhouse internal audit team headed by a qualified professional, which undertakes internal audit and ensures that all transactions are authorized and recorded in the books of the Company.

The Group internal audit department monitors the efficacy and adequacy of internal control. Significant audit observations, if any, are presented to the Audit Committee and action taken to correct any deficiency is informed to them. The report prepared by internal audit team forms the basis of utilization by the Managing Director and Chief Financial Officer for financial reporting as required under Regulation 17 of the SEBI Listing Regulations.

### **Internal Controls over Financial Reporting:**

The Company has adequate internal financial controls in place, commensurate with the size, scale and complexity of its operations.

The Company is complying with all the applicable Accounting Standards. The accounting records are maintained in accordance with generally accepted accounting principles in India. This ensures that the financial statements reflect true and fair financial position of the Company.

## **RISK MANAGEMENT FRAMEWORK**

Pursuant to the SEBI Listing Regulations, the Company has prepared Risk Management Framework for identifying and evaluating various major business risks faced by the Company. Risk Management Framework aims to lay down the procedure for risk assessment and risk minimization. Risk Management Framework is prepared to ensure internal controls and effectively respond to any changes in the business environment so as to achieve high degree of business performance, limit any negative impact on its working and avail of benefits arising out of any business opportunities. There are standard practices in place to ensure that strong financial controls are in place.

During the year the Company has constituted, pursuant to Regulation 21 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015, a Risk Management Committee consisting of four Directors of the Company including one Independent Director. The role of the Committee is to formulate a detailed risk management policy including framework for identification of various internal and external risks faced by the Company. The role of the Committee is also to oversee implementation of risk management, to monitor and evaluate significant risk exposures of the Company, evaluate the adequacy of risk management systems and assess management's appropriate methodology to mitigate the exposures in a timely manner. The Committee gets regular inputs from management and thereafter various risks are identified and mitigating plans are developed to resolve the same. There is continuous monitoring by the Committee to ensure that the mitigation plans are effectively met in case risks arises.

The audit committee has additional oversight in the area of financial risks and controls.

Key business risks perceived by the Company and mitigating initiatives are as under:

- Funding risk:- As there are not much activities in the Company, the Company may not be able to mobilize adequate funds, if any, in time. The mitigating factors are that the Company has good investment in the quoted shares, so raising additional funds, if any, will not be difficult for the Company.
- Regulatory risk:- Any change in Government / Regulators Policy / Rules / Regulations will require fresh compliances. The mitigating factors are that the group has very strong and dedicated team consisting of professionals to study regulatory changes and fresh compliance requirement.
- Foreign currency fluctuation risk:- The Company is engaged in the trading activities, which may subject to risk of less profit / loss on account of volatility in foreign currency exchange. The mitigating factors are that the management ensures to enters in trading transactions in such a way that there are minimal risks of volatility in foreign currency exchange or the Company may take adequate forward cover for foreign exchange fluctuations.
- Risks due to disruption and uncertainty due to Covid-19 pandemic and Impact on Business:- Products may not be available as per demand. Also, supplier/ customer may not be available and there may be delay in receipt of money from customer. Further, the Company's revenue is mainly from other income consisting of dividend on equity shares and interest on loans. The financial asset of the Company is mainly investment in listed security and accordingly, any material volatility in the capital market may impact the market value of the investment. The mitigating factors are that the Company's trading operations are at very miniscule level compared to overall income. The Company seals a deal only when customer and supplier are available at negotiated price and there is reasonable assurance of availability of products. The customers are also chosen based on their financial strengths. Till now, the Company has not experienced any issue in any of the deals. Hence, the revenue of the Company is not likely to be impacted by COVID-19 pandemic.

#### REPORTING OF FRAUD

The Auditors of the Company have not reported any fraud as specified under section 143 (12) of the Act.

#### DEPOSITORY SYSTEM

99.37 % of the total paid up equity shares of the Company are dematerialized as on 31<sup>st</sup> March, 2022.

#### INFORMATION REGARDING CONSERVATION OF ENERGY ETC.

The particulars relating to energy conservation, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under section 134(3)(m) of the Act read with the Rule 8(3) of the Companies (Accounts) Rules, 2014, for the year 31<sup>st</sup> March, 2022 is furnished here below.

I. CONSERVATION OF ENERGY – Not Applicable

II. TECHNOLOGY ABSORPTION – Not Applicable

III. FOREIGN EXCHANGE EARNING AND OUTGO

₹ in Lakhs.

(a)	Foreign Exchange earned	Nil
(b)	Foreign Exchange outgo	0.1748

#### DIRECTORS RESPONSIBILITY

To the best of their knowledge and belief and according to the information and explanations obtained by them, the directors make the following statements in terms of Section 134(3)(c) of the Act:

- a) That in the preparation of the annual financial statements for the year ended 31<sup>st</sup> March, 2022, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any.
- b) That such accounting policies as mentioned in Note 2.1 of the Notes to the Financial Statements have been selected and applied consistently and judgement and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2022 and of the profit of the Company for the year ended on that date.
- c) That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) That the annual financial statements have been prepared on a going concern basis.
- e) That proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
- f) That systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.



## CORPORATE GOVERNANCE

Your Company and its Board has been complying with Corporate Governance to the extent set out in this respect as a separate report, in pursuance of requirement of para C of Schedule V of the SEBI Listing Regulations, as applicable.

A Certificate from Auditors regarding compliance of the conditions of Corporate Governance as stipulated under para E of Schedule V of the SEBI Listing Regulations is attached and forms integral part of this Report.

## BUSINESS RESPONSIBILITY REPORTING

A separate section of Business Responsibility is attached and forms part of this Annual Report as required under Regulation 34(2)(f) of the SEBI Listing Regulations.

## COMPLIANCE WITH SECRETARIAL STANDARDS

The Board of Directors state that applicable Secretarial Standards, i.e., SS-1 and SS-2, issued by the Institute of Company Secretaries of India, relating to "Meetings of the Board of Directors" and "General Meetings" respectively, have been duly followed by the Company.

## EXTRACT OF ANNUAL RETURN

Pursuant to the Section 92(3) of the Act a copy of Annual Return has been placed on the website of the Company and the web link of such Annual Return is [www.uelonline.com](http://www.uelonline.com)

## LISTING OF THE COMPANY'S EQUITY SHARES

The Equity Shares of your Company continue to be listed at the BSE Ltd. and National Stock Exchange of India Ltd. There is no default in paying annual listing fees.

## SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

## EVENTS AFTER BALANCE SHEET DATE

There have been no material changes and commitments, affecting the financial position of the Company, which have occurred between the end of the financial year of the Company to which the balance sheet relates and the date of this Report.

## GENERAL

No disclosure or reporting is required in respect of the following points as there were no transactions on these items or were not applicable to your Company during the year under review.

- a) The Company has no subsidiary as on 31<sup>st</sup> March, 2022.
- b) The Company has not accepted any deposits from public.
- c) Details about the policy developed and implemented by the Company on corporate social responsibility initiatives taken during the year.
- d) Disclosure as per Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
- e) No application has been filed for corporate insolvency resolution process, by or against the Company, under the Insolvency and Bankruptcy Code, 2016 during the year under review.

## ACKNOWLEDGEMENT

Your Directors are thankful to all the stakeholders and various government agencies and ministries for their continued support.

## CAUTIONARY STATEMENT

Statements in the Director's Report and the Management Discussion and Analysis describing the Company's objectives, expectations or predictions, may be forward looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include: changes in government policies and tax laws, economic development of the country, and other factors which are material to the business operations of the Company.

Mumbai  
24<sup>th</sup> May, 2022  
Registered Office:  
11, G.I.D.C., Vapi  
Dist. Valsad, Gujarat,  
Pin- 396 195.  
Tel. No.: 0260-2400717  
Fax: 0260-2401823  
Website: [www.uelonline.com](http://www.uelonline.com)  
E-mail: [uel.investors@upl-ltd.com](mailto:uel.investors@upl-ltd.com)  
CIN: L24219GJ1969PLC001588

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

**Arun Chandrasen Ashar**  
Chairman  
(DIN: 00192088)

Annexure to the Board's Report

# SECRETARIAL AUDIT REPORT

## FORM NO. MR-3

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
Uniphos Enterprises Limited

We have conducted the Secretarial Audit of the Compliance of applicable statutory provisions and the adherence to good corporate practices by Uniphos Enterprises Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit. We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2022 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2022 according to the provisions of:

- 1) The Companies Act, 2013 ('the Act') and the Rules made there under as amended by time to time;
- 2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
- 3) The Depositories Act, 1996 and the Regulations and bye-laws framed there under;
- 4) The following applicable Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') :-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c) The Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015;
  - d) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, to the extent applicable to the Company;
  - e) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements Regulations 2009- Not Applicable
  - f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008- Not Applicable
- 5) Other Laws applicable to the Company:
  - Payment of Bonus Act 1965, & Rules, 1965.
  - Employees PF & Miscellaneous Provisions Act 1952.
  - Indian Contract Act, 1872.
  - Payment of Gratuity Act, 1972.
  - Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

We have also examined compliance with the applicable clauses of the following:

- a) Secretarial Standards issued by The Institute of Company Secretaries of India.
- b) MCA Notification holding Meetings through VC / OVAM.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.





We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There was change in the designation of Mr. Arun Chandrasen Ashar from Non-Executive Independent Director to Non-Executive Non-Independent Director and was appointed as the Chairperson of the Board of Directors of the Company, during the period under review which was duly complied with.

Adequate notice is given to all the Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through unanimously at the Board Meeting and there are no dissenting members' views which are required to be captured and recorded as part of the minutes. All the decisions have been taken with requisite majority in the General Meetings and the views expressed by the dissenting members are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable Laws, Rules, Regulations and Guidelines.

We further report that during the audit period, Company has adopted new set of Memorandum of Association and made consequent alteration in the object clause of the Memorandum of Association of the Company.

We further report that during the audit period, the members through special resolution authorised Board of Directors, to invest, give loans; provide guarantees on their behalf to the Sister concerns in the group, Associates, Related Parties, whether Indian or overseas, in excess of the limits prescribed under Section 186 of Companies Act, 2013 up to an aggregate sum of Rupees 1,000 Crore.

We further report that apart from the aforesaid, no specific event has taken place which has major bearing on the Company's affairs during the audit period.

For **M/s. N. L. Bhatia & Associates**  
Practicing Company Secretaries  
UIN: P1996MH055800  
UDIN: F008663D000307775

Date: May 12, 2022.  
Place: Mumbai.

**Bhaskar Upadhyay**  
Partner  
FCS: 8663  
CP. No. : 9625  
PR No.:700/2020

To,  
The Members,  
Uniphos Enterprises Limited

**Our report of even date is to be read along with this letter.**

1. Maintenance of Secretarial record is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these Secretarial Records based on our Audit.
2. We have followed the Audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial Records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of Financial Records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management Representation about the compliance of Laws, Rules and Regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, Standard is the responsibility of Management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

For **M/s. N. L. Bhatia & Associates**  
Practicing Company Secretaries  
UIN: P1996MH055800  
UDIN: F008663D000307775

**Bhaskar Upadhyay**  
Partner  
FCS: 8663  
CP No.: 9625  
PR No.:700/2020

Date: May 12, 2022.  
Place: Mumbai.



# CORPORATE GOVERNANCE

## 1. Company's Philosophy on Code of Corporate Governance

The Company's philosophy on Corporate Governance relates to providing maximum service to all its stakeholders. It intends to enhance shareholder value by undertaking the best possible Corporate Governance practices. A high standard of Corporate Governance is maintained by being transparent, accountable and being in continuous interaction with shareholders, employees, lending institutions, banks, governmental agencies and all the dealers.

The Company is conscious of the fact that the management and the employees need to work ethically to achieve success.

## 2. Board of Directors

**The Board of Directors consists of 6 Directors.**

During the year, six Board Meetings were held on 26<sup>th</sup> May, 2021, 10<sup>th</sup> August, 2021, 12<sup>th</sup> November, 2021, 30<sup>th</sup> December, 2021, 20<sup>th</sup> January, 2022 and 7<sup>th</sup> February, 2022.

**Composition and other details of Directors are as follows:**

Name of the Director	Category	Attendance Particulars		Names of the listed entities where the person is a director and the category of directorship and Committee memberships/ chairmanships			No. of Shares and Convertible Instruments held by non-executive directors
		Board Meeting	Last AGM	Directorships	Committee Memberships <sup>®</sup>	Committee Chairmanships <sup>®</sup>	
Mr. Arun Chandrasen Ashar DIN: 00192088	* Chairman and Non-Independent and Non-Executive Director	6	Present	1. Uniphos Enterprises Limited 2. UPL Limited	2 1	- -	Nil
Mr. Rajnikan Devidas Shroff \$ DIN: 00180810	** Promoter and Managing Director	5	Present	1. Uniphos Enterprises Limited 2. UPL Limited 3. Nivi Trading Limited.	- - 1	- - -	N.A.
Mrs. Sandra Rajnikant Shroff \$ DIN: 00189012	Promoter and Non-Executive Vice Chairman	5	Present	1. Uniphos Enterprises Limited 2. Nivi Trading Limited 3. Ventura Guaranty Limited.	- - -	- - -	Nil
Mr. Jaidev Rajnikant Shroff \$ DIN: 00191050	Promoter and Non-Executive Director	2	Absent	1. Uniphos Enterprises Limited 2. UPL Limited 3. Nivi Trading Limited 4. Ventura Guaranty Limited	- - - -	- - - -	Nil
Mr. Pradeep Vedprakash Goyal DIN: 00008370	Independent Director	6	Present	1. Uniphos Enterprises Limited 2. UPL Limited 3. Pradeep Metals Limited 4. Hind Rectifiers Limited	2 2 - 2	2 1 - -	Nil
Mrs. Swati Sandesh Mayekar DIN: 00245261	Independent Director	6	Present	1. Uniphos Enterprises Limited 2. FDC Limited	2 1	- 1	3,014 Equity Shares

Notes: \* Change in category from Independent Director to Chairman and Non-Independent and Non-Executive Director w.e.f. 30<sup>th</sup> December, 2021

\*\*Change in category from Promoter and Chairman and Managing Director to Promoter and Managing Director w.e.f. 30<sup>th</sup> December, 2021

® Only Membership and Chairmanship of the Audit Committee and Stakeholders Relationship Committee are considered.

\$ Mr. Rajnikant Devidas Shroff and Mrs. Sandra Rajnikant Shroff are spouse of each other and father and mother respectively of Mr. Jaidev Rajnikant Shroff. Mr. Jaidev Rajnikant Shroff is son of Mr. Rajnikant Devidas Shroff and Mrs. Sandra Rajnikant Shroff.

The details of familiarization programmes imparted to Independent Directors have been disclosed on the Company's website [www.uelonline.com](http://www.uelonline.com)

The table below summarizes the list of core skills/expertise/competencies identified by the Board of Directors of the Company as required in the context of its business(es) and sector(s) for it to function effectively and those actually available with the Board.

Skills/expertise/competencies required	Skills/expertise/competencies available
Business and Economics	Experience and driving business success in market around the globe with an understanding of diverse business environment, economic and political conditions, cultures and regulatory framework, and a broad perspective on open market opportunities.
Management and Leadership	General know-how of supply chain, talent management & development including succession planning.
Strategic Planning	Examining and critically evaluating deals for growth in line with the Company's growth strategy and seizing business opportunities in the domain.
Chemical Engineering	Experience and knowledge with respect to trading in chemicals in which the Company operates and expert knowledge of Chemical Engineering.
Finance	Proficiency in financial management, financial reporting process, capital allocation, budgeting & treasury operations, capital raising and evaluation of project viability.
Risk, Compliance and Governance	Understanding and identifying key risks to the business / Company including operational risks, legal & compliance risks, cyber risks, developing / discussing mitigation plans for them and following best governance practices.

The name of Directors who have such skills / expertise / competence

Skills/expertise/ competencies /⇒ Directors ↓	Business and Economics	Management and Leadership	Strategic Planning	Chemical Engineering	Finance	Risk, Compliance and Governance
Mr. Rajnikant Devidas Shroff DIN: 00180810 Managing Director	✓	✓	✓	✓	✓	✓
Mrs. Sandra Rajnikant Shroff DIN: 00189012 Non-Executive Vice Chairman	✓	✓	✓	✓	✓	✓
Mr. Jaidev Rajnikant Shroff DIN: 00191050 Non-Executive Director	✓	✓	✓	✓	✓	✓
Mr. Arun Chandrasen Ashar DIN: 00192088 Chairman and Non-Independent and Non-Executive Director	✓	✓	✓	✓	✓	✓
Mr. Pradeep Vedprakash Goyal DIN: 00008370 Independent Director	✓	✓	✓	-	✓	✓
Mrs. Swati Sandesh Mayekar DIN: 00245261 Independent Director	✓	✓	✓	-	✓	✓

### Confirmation of Independence

All the Independent Directors have provided a declaration of their independence for the year 2021-22 to the Board. The Board after undertaking due assessment of the veracity of the declaration is of the opinion that each Independent Director fulfills the conditions of independence as specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is independent of the management.

No Independent Director has resigned during the year 2021-22 before the expiry of his/her tenure.



**3. Audit Committee**

The Board of the Company has constituted an Audit Committee, comprising of two Independent Directors and one Non-Independent and Non-Executive Director.

Four meetings of the Audit Committee were held on 26<sup>th</sup> May, 2021, 10<sup>th</sup> August, 2021, 12<sup>th</sup> November, 2021 and 7<sup>th</sup> February, 2022.

**Composition of members of Audit Committee is as follows:**

Composition	Mr. Pradeep Vedprakash Goyal Chairman	Mrs. Swati Sandesh Mayekar	Mr. Arun Chandrasen Ashar
Meetings attended during the year	4	4	4

**Terms of reference of Audit Committee:**

The terms of reference of Audit Committee are as specified in Part C of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013. The broad terms of reference of Audit Committee as adopted by the Board are as under:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
  - b. Changes, if any, in accounting policies and practices and reasons for the same;
  - c. Major accounting entries involving estimates based on the exercise of judgment by the management;
  - d. Significant adjustments made in the financial statements arising out of audit findings;
  - e. Compliance with listing and other legal requirements relating to financial statements;
  - f. Disclosure of any related party transactions;
  - g. Modified opinion(s) in the draft audit report;
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of the audit process;
8. Approval or any subsequent modification of transactions of the Company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the Company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors and adequacy of the internal control systems;

13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
16. Discussion with statutory auditors, before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. Reviewing the functioning of the Whistle Blower mechanism;
19. Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

The Audit Committee shall also mandatorily review the following information:

- i. Management discussion and analysis of financial condition and results of operations;
- ii. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
- iii. Management letters/letters of internal control weaknesses issued by the statutory auditors;
- iv. Internal audit reports relating to internal control weaknesses; and
- v. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.
- vi. Statement of deviations:
  - (a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to Stock Exchange(s) in terms of Regulation 32(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
  - (b) Annual Statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice in terms of Regulation 32(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

All the members of Audit Committee are financially literate and Mr. Pradeep Vedprakash Goyal who has accounting and financial management expertise has been nominated as the Chairman of the Audit Committee.

The role and terms of reference stipulated by the Board to the Audit Committee covers areas specified in Part C of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013 besides other terms as may be referred by the Board of Directors.

Mr. K. M. Thacker, Company Secretary acts as the Secretary to the Audit Committee.

#### 4. Nomination and Remuneration Committee

The Board of the Company has constituted a Nomination and Remuneration Committee, comprising of two Independent Directors and one Non-Independent and Non-Executive Director.

One meeting of the Nomination and Remuneration Committee was held on 26<sup>th</sup> May, 2021.

Composition of members of Nomination and Remuneration Committee is as follows:

Composition	Mr. Pradeep Vedprakash Goyal Chairman	Mrs. Swati Sandesh Mayekar	Mr. Arun Chandrasen Ashar
Meetings attended during the year	1	1	1



**Terms of reference of Nomination and Remuneration Committee:**

The role and terms of reference stipulated by the Board of Directors of the Company to the Nomination and Remuneration Committee covers areas specified in Para A of Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 178 of the Companies Act, 2013 besides other terms as may be referred by the Board of Directors. The broad terms of reference of Nomination and Remuneration Committee as adopted by the Board are as under:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration of the Directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of Independent Directors and the Board;
3. Devising a policy on diversity of Board of Directors;
4. Identifying qualified candidates for Directorship, who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal.
5. Whether to extend or continue the terms of appointment of Independent directors, on the basis of report of performance evaluation of Independent Directors.
6. Recommend to the board, all remuneration, in whatever form, payable to senior management.

Mr. K. M. Thacker, Company Secretary acts as the Secretary to the Nomination and Remuneration Committee.

**Performance evaluation criteria for independent director:**

Qualifications, meeting the independence criteria, observing ethical standards, integrity, exercise of responsibilities, safeguarding interest of all stakeholders, skills and knowledge updation, adhering to Company's Code of conduct, regular attendance and active participation at the meetings of the Company, maintaining confidentiality, transparency, assistance in implementing best corporate governance practices and absence of conflict of interest with business of the Company.

**5. Remuneration of Directors:**

The Board has, on the recommendation of the Nomination and Remuneration Committee, framed and adopted the policy for selection and appointment of Directors, senior management and their remuneration. The policy lays down criteria for selection of Directors and senior management such as expertise, experience and integrity of the Directors, independent nature of the Directors, personal and professional standing, diversity of the Board, etc. The remuneration policy lays down the entitlements of remuneration to Non-Executive Directors such as sitting fees, commission, if any, and other reimbursement. Remuneration, if any, to the Managing Director and other Executive Directors will consist of monthly salary, allowances, perquisites, bonus, commission and other retiral benefits. In respect of senior management, the remuneration will be based on the performance, working of the Company, targets achieved, KPI, industry benchmark and current compensation trends in the industry.

**Details of the remuneration to all the Directors for the year:**

No Director was paid salary and/or perquisites for the year ended 31<sup>st</sup> March, 2022.

The Company has paid the sitting fees for the year ended 31<sup>st</sup> March, 2022 to two Independent Directors for attending meetings of the Board and Board Committees as follows:

Mr. Pradeep Vedprakash Goyal ₹95,000/- and Mrs. Swati Sandesh Mayekar ₹1,00,000/-.

Performance evaluation criteria for Independent Director:

The Company has laid down evaluation criteria for Independent Directors. The criteria for evaluation of Directors includes parameters such as attendance, maintaining effective relationship with fellow Board members, providing quality and valuable contribution during meetings, successfully bringing their knowledge and experience for formulating strategy of the company etc. Based on such criteria, the evaluation is done in a structured manner through consultation and discussion.

The appointment of executive director is for a period of five years. The service agreement provides for a notice period of three months on either side. The Managing Director is appointed without remuneration.

There are no stock options or performance linked incentive to the Directors.

## 6. Stakeholders Relationship Committee

The Board of the Company has constituted a Stakeholders Relationship Committee, comprising of two Independent Directors and one Non-Independent and Non-Executive Director.

One meeting of the Stakeholders Relationship Committee was held on 7<sup>th</sup> February, 2022.

**Composition of members of Stakeholders Relationship Committee is as follows:**

Composition	Mr. Pradeep Vedprakash Goyal Chairman	Mrs. Swati Sandesh Mayekar	Mr. Arun Chandrasen Ashar
Meetings attended during the year	1	1	1

### Terms of reference of Stakeholders Relationship Committee:

The role and terms of reference stipulated by the Board to the Stakeholders Relationship Committee covers areas specified in Para B of Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 178 of the Companies Act, 2013 besides other terms as may be referred by the Board of Directors. The broad terms of reference of Stakeholders Relationship Committee as adopted by the Board are as under:

1. Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
2. Review of measures taken for effective exercise of voting rights by shareholders.
3. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
4. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

### Compliance Officer:

Mr. K. M. Thacker – Company Secretary

The Company also has its separate shares transfer committee consisting of Mrs. Sandra Rajnikant Shroff and Mr. Arun Chandrasen Ashar, Directors and two other senior executives. This committee normally meets weekly to approve transmission / transposition / name deletion / change of name of shares, issue of duplicate certificates, redressal of Stakeholders Grievances, among others. Share certificates submitted for dematerialization and request for rematerialization were also approved by the committee.

The total number of complaints received during the year under review were four and the same were addressed to the satisfaction of shareholder on or before 31<sup>st</sup> March, 2022.

No requests for share transmission / transposition / name deletion / change of name were pending for approval as on 31<sup>st</sup> March, 2022.

## 7. Risk Management Committee

During the year, the Board of the Company has constituted a Risk Management Committee, comprising of Managing Director, two Non-Executive Directors and one Independent Director.

Two meetings of the Risk Management Committee were held on 13<sup>th</sup> August, 2021 and 7<sup>th</sup> February, 2022.

Composition of members of Risk Management Committee is as follows:

Composition	Mr. Rajnikant Devidas Shroff Chairman	Mrs. Sandra Rajnikant Shroff	Mr. Arun Chandrasen Ashar	Mrs. Swati Sandesh Mayekar (Inducted w.e.f. 30 <sup>th</sup> December, 2021)
Meetings attended during the year	2	2	2	1





**Terms of reference of Risk Management Committee:**

The role and terms of reference stipulated by the Board to the Risk Management Committee covers areas specified in Para C of Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 besides other terms as may be referred by the Board of Directors. The broad terms of reference of Risk management Committee as adopted by the Board are as under:

1. To formulate a detailed risk management policy which shall include:
  - (a) A framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
  - (b) Measures for risk mitigation including systems and processes for internal control of identified risks.
  - (c) Business continuity plan.
2. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
3. To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
4. To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
5. To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
6. The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee. The Risk Management Committee shall coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the board of directors.

Mr. K. M. Thacker, Company Secretary acts as the Secretary to the Risk Management Committee.

**8. General Body Meetings**

**(A) Annual General Meetings:**

Location and time for last three Annual General Meetings were:

Year	AGM	Location	Date	Time
2018-19	50 <sup>th</sup> AGM	Registered Office at 11, G. I. D. C., Vapi, Dist. Valsad, Gujarat-396 195.	20/09/2019	10.00 a.m.
2019-20	51 <sup>st</sup> AGM	Through Video Conferencing (“VC”)/Other AudioVisual Means (“OAVM”) Deemed venue: Regd. Office at 11, G. I. D. C., Vapi, Dist. Valsad, Gujarat-396 195.	28/09/2020	3.00 p.m.
2020-21	52 <sup>nd</sup> AGM	Through Video Conferencing (“VC”)/Other AudioVisual Means (“OAVM”) Deemed venue: Regd. Office at 11, G. I. D. C., Vapi, Dist. Valsad, Gujarat-396 195.	13/08/2021	2.00 p.m.

The following special resolutions were passed by the members during the last three Annual General Meetings:

**2018-19 - 50<sup>th</sup> Annual General Meeting.**

- **Four special resolutions were passed as under:**
  - (a) one special resolution was passed pursuant to Sections 196, 197, 198 and 203 of the Companies Act, 2013, according consent of the Company 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 1<sup>st</sup> April, 2020 and
  - (b) three special resolutions were passed pursuant to Sections 149 and 152 of the Companies Act, 2013 to re-appoint 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 second term of 5 (five) years commencing from 20<sup>th</sup> September, 2019.

**2019-20 - 51<sup>st</sup> Annual General Meeting.**

- No special resolution was passed.

**2020-21 - 52<sup>nd</sup> Annual General Meeting.**

- Two special resolutions were passed as under:
  - (a) One special resolution was passed pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of re-appointment of Mrs. Sandra Rajnikant Shroff (DIN: 00189012), Non-Executive Vice Chairperson, who retires by rotation and who has attained the age of 75 years.
  - (b) One special resolution was passed pursuant to Section 186 of the Companies Act, 2013, according consent of the Company to the Board of Directors of the Company to (i) give loans, inter corporate deposits from time to time on such terms and conditions as it may deem expedient to any person or other bodies corporate; (ii) give on behalf of any person, body corporate, any guarantee in connection with a loan made by any other person to, or to any other person by any body corporate; and (iii) acquire by way of subscription, purchase or otherwise the securities of any other person by any body corporate in excess of the limits prescribed under Section 186 of the Act up to an aggregate sum of ₹300 crore, (₹Three Hundred Crore).

**(B) One Extra-Ordinary General Meeting of the members was held on 7<sup>th</sup> March, 2022.**

- Two special resolutions were passed as under:
  - (a) First special resolution was passed pursuant to Section 4 and 13 according consent of the Company to adopt new set of Memorandum of Association of the Company as per the provisions of the Companies Act, 2013 and consequent alteration in Object Clause of the Memorandum of Association of the Company by inserting the new clauses under clause No III A.
  - (b) Second special resolution was passed pursuant to Section 186 of the Companies Act, 2013, according consent of the Company to the Board of Directors of the Company to (i) give loans, inter corporate deposits from time to time on such terms and conditions as it may deem expedient to any person or other bodies corporate; (ii) give on behalf of any person, body corporate, any guarantee in connection with a loan made by any other person to, or to any other person by any body corporate; and (iii) acquire by way of subscription, purchase or otherwise the securities of any other person by any body corporate in excess of the limits prescribed under Section 186 of the Act up to an aggregate sum of ₹1000 crore, (₹One Thousand Crore)

**Details of resolution passed through postal ballot, the persons who conducted the postal ballot exercise and details of voting pattern:**

**2021-22**

- No resolution, pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, was passed through Postal Ballot during the year.
- None of the resolutions, pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, are proposed to be passed in the ensuing Annual General Meeting which require passing a special resolution through Postal Ballot.

**9. Means of communication**

The quarterly and annual results are published by the Company in the English and Gujarati editions of the Financial Express and Western Times and are also displayed on the corporate website, [www.uelonline.com](http://www.uelonline.com). The Company's website also contains a separate dedicated section called 'Investors' wherein shareholder related information like the Annual Report of the Company, shareholding pattern among others, are available. Official news releases are sent to the Stock Exchanges at BSE Ltd. and National Stock Exchange of India Ltd., where the equity shares of the Company are listed. During the year, no presentations were made to analysts or Institutional Investors.

The Management Discussion and Analysis (MD&A) forms a part of the annual report.



**10. General Shareholder Information**

**10.1. Annual General Meeting**

- Date : 19<sup>th</sup> August, 2022 at 2.00 p.m.
- Venue : Through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”)
  - Deemed venue: Regd. Office at 11, G. I. D. C., Vapi, Dist. Valsad, Gujarat-396 195.

**10.2. Financial calendar**

- : **Annual General Meeting –**
  - 19<sup>th</sup> August, 2022
  - Results for quarter ending June 30,** 2022- On or before 14<sup>th</sup> August, 2022
  - Results for quarter ending September 30,** 2022- On or before 14<sup>th</sup> November, 2022
  - Results for quarter ending December 31,** 2022- On or before 14<sup>th</sup> February, 2023
  - Results for quarter/ year ending March 31, 2023 - Last week of April, 2023/May 2023.

**10.3. Dividend payment date**

- : Within 30 days of the Annual General Meeting

**10.4. Listing of Equity Shares on Stock Exchanges at**

- : BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, MUMBAI - 400 001 and
  - National Stock Exchange of India Ltd. Exchange Plaza, C/1, Block G, Bandra Kurla Complex, Bandra (East), MUMBAI 400 051

The Company has paid the Annual Listing Fee to each of the Stock Exchanges.

**10.5. a) Security Code/Symbol**

- : BSE Ltd. : 500429
- National Stock Exchange of India Ltd. : UNIENTER

**b) ISIN Number in NSDL & CDSL for Equity Shares**

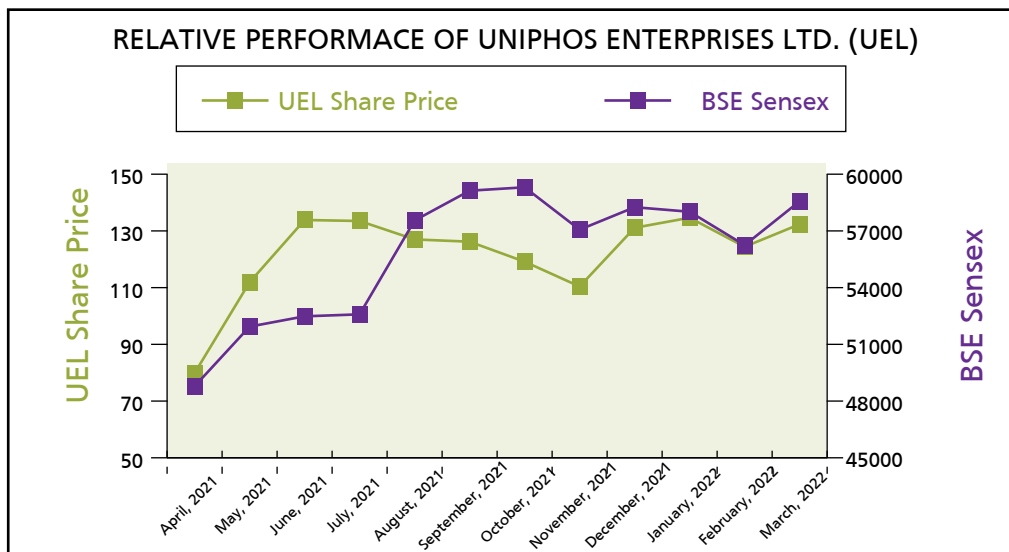
- : **INE037A01022**

**10.6. Stock Market Data**

MONTH	BSE Ltd. (BSE)		National Stock Exchange of India Ltd. (NSE)	
	Month's High Price (In ₹)	Month's Low Price (In ₹)	Month's High Price (In ₹)	Month's Low Price (In ₹)
April, 2021	87.00	73.00	86.80	72.25
May, 2021	123.95	78.00	123.80	77.15
June, 2021	149.95	108.40	148.00	106.85
July, 2021	147.85	128.40	147.60	125.80
August, 2021	138.00	112.40	137.95	112.15
September, 2021	144.85	120.20	144.80	124.05
October, 2021	140.85	112.55	139.00	110.60
November, 2021	132.05	105.40	132.80	106.35
December, 2021	157.00	107.95	157.90	106.60
January, 2022	154.55	115.20	155.05	120.20
February, 2022	145.00	116.65	142.95	115.70
March, 2022	146.55	112.55	148.80	120.00

**10.7. Share price performance in comparison to broad-based indices – BSE Sensex.**

UEL closing share price performance relative to BSE Sensex based on share price during the year.



**10.8. Registrar and Transfer Agent :**

(Share transfer and communication regarding share certificate, dividends and change of address).

Also, for the benefit of the Shareholders, the documents will continue to be accepted at the Secretarial Department of the Company:

Link Intime India Pvt. Ltd.  
Unit: Uniphos Enterprises Limited  
C-101, 247, Park, LBS Marg, Vikhroli (West),  
Mumbai 400083.  
Uniphos Enterprises Limited  
Secretarial Department  
Uniphos House,  
C. D. Marg, 11<sup>th</sup> Road, Madhu Park, Khar (West),  
Mumbai 400 052

**10.9. Share Transfer System**

: In terms of amended Regulation 40 of Listing Regulations w.e.f. April 1, 2019, transfer of securities in physical form shall not be processed unless the securities are held in demat mode with a Depository Participant.

Further, members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_ RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company’s website at [www.uelonline.com](http://www.uelonline.com) It may be noted that any service request can be processed only after the folio is KYC Compliant.

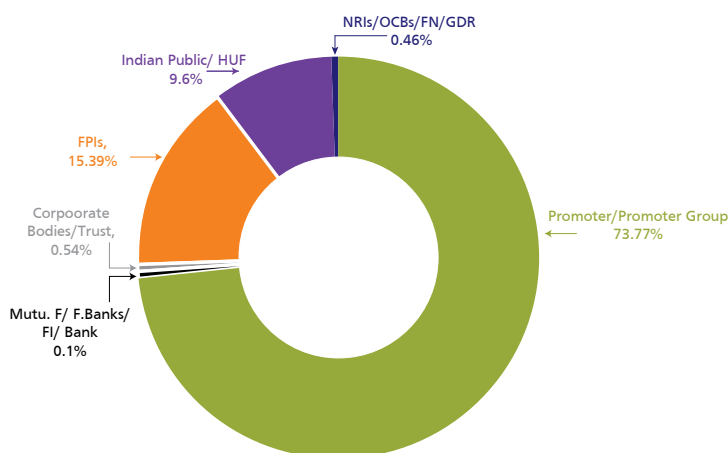
Further, SEBI vide its Circular dated January 25, 2022, has clarified that listed entities / RTAs shall now issue a Letter of Confirmation in lieu of the share certificate while processing any of the aforesaid investor service request.



**10.10. Distribution of shareholdings as on 31<sup>st</sup> March, 2022:**

Shareholding of Nominal Value of (₹)	Shareholders		Share Amount	
	Numbers	% of Total Nos.	In (₹)	% of Total Amt.
1 – 1,000	10395	85.12	2867776	2.06
1,001 – 2,000	1025	8.39	1517688	1.09
2,001 – 4,000	384	3.15	1162106	0.84
4,001 – 6,000	122	1.00	614332	0.44
6,001 – 8,000	61	0.50	440306	0.32
8,001 – 10,000	47	0.39	443890	0.32
10,001 – 20,000	86	0.70	1275482	0.91
20,001 and above	92	0.75	130770118	94.02
<b>Total</b>	<b>12212</b>	<b>100</b>	<b>139091698</b>	<b>100</b>

**10.11. Shareholding pattern as on 31<sup>st</sup> March, 2022:**



**10.12. Dematerialization of shares**

: 99.37% of the outstanding equity shares have been dematerialized up to 31<sup>st</sup> March, 2022. Trading in Equity Shares of the Company is permitted only in dematerialized form w.e.f. 17<sup>th</sup> January, 2000 as per notification issued by the Securities and Exchange Board of India (SEBI).

**Liquidity:**

Relevant data for the average daily turnover for the financial year 2021 – 2022 is given below:

	BSE Ltd.	National Stock Exchange of India Ltd.	BSE+NSE
	(BSE)	(NSE)	
In number of shares	12,054	37,077	49,131

(Source: This information is compiled from the data available from the websites of BSE and NSE)

**10.13 Outstanding GDR/Warrants and their conversion dates and their likely impact on the equity**

Outstanding GDRs as on 31<sup>st</sup> March, 2022 represent 2500 shares (0.0036%). There are no further outstanding instruments, which are convertible into equity in the future.

**10.14. Commodity price risk or Foreign Exchange Risk and Hedging activities**

Not Applicable

### 10.15 EQUITY SHARES IN THE UNCLAIMED SUSPENSE ACCOUNT

As per Regulation 39(4) read with Schedule VI of the SEBI Regulations, the Company, after following the prescribed procedure, has transferred during the year unclaimed / returned undelivered shares to Unclaimed Suspense Account and dematerialized the same. These shares would be held by the Company on behalf of the holders of such shares in an "Unclaimed Suspense Account" opened with National Securities Depository Limited. At the end of seven years, hereof, these shares shall be transferred by the Company to the Investor Education and Protection Fund.

In terms of Regulation 39 of the Listing Regulations, details of the equity shares lying in the Unclaimed Suspense Account are as follows:

Particulars	No. of shareholders	No. of equity shares
Equity shares transferred during the year in the Unclaimed Suspense Account	330	70786
Less: Number of shareholders who approached the Company for transfer of shares from Unclaimed Suspense Account during the year)	2	780
Number of shareholders and the outstanding shares in the Unclaimed Suspense Account lying as on March 31, 2022	328	70006

Members may note that the lawful claimant in respect of these shares will be able to claim such shares from the Company till such time they remain in the Unclaimed Suspense Account as aforesaid.

The voting rights on such unclaimed shares outstanding in the Unclaimed Suspense Account shall remain frozen till such shares are claimed by their rightful owners.

**10.16** During the year under review, the Company was not required to transfer any amount to the Investor Education and Protection Fund (IEPF) pursuant to Rule 5(4) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as no such amount of dividend was lying in the unpaid / unclaimed dividend account for a period of 7 (seven) years.

The following table gives information relating to outstanding dividend and the due date for transfer to the Investor Education and Protection Fund.

Date of Declaration	Dividend for the year	Dividend per Equity Share of face value of ₹2	Due date for transfer to the Investor Education and Protection Fund
13.08.2021	2020-21	₹3.40	12.09.2028

### 10.17. Plant locations

The Company has no manufacturing unit.



**10.18. Address for Correspondence**

- |       |   |  |
|-------|---|--|
| (i)   | Investor correspondence                                 | : For Shares held in Physical Form<br>Link Intime India Pvt. Ltd.<br>Unit: Uniphos Enterprises Limited<br>C-101, 247, Park, LBS Marg,<br>Vikhroli (West), Mumbai 400 083.<br>Telephone No(s): 91-22-49186270<br>Fax No.: 91-22-49186060<br>E-mail id: <a href="mailto:rnt.helpdesk@linkintime.co.in">rnt.helpdesk@linkintime.co.in</a><br>Website: <a href="http://www.linkintime.co.in">www.linkintime.co.in</a><br><br>Also, for the benefit of the Shareholders, the documents will continue to be accepted at the following office of the Company:<br><br>Uniphos Enterprises Limited<br>Secretarial Department<br>Uniphos House,<br>C. D. Marg, 11 <sup>th</sup> Road,<br>Madhu Park, Khar (West), Mumbai 400 052.<br>Telephone No.: 91-22-68568009/10<br>For Shares held in Demat form<br>To the Depository Participant(s) |
| (ii)  | Any query on Annual Report                              | Mr. K. M. Thacker, Company Secretary<br>Uniphos Enterprises Limited<br>Secretarial Department<br>Uniphos House, C. D. Marg,<br>Madhu Park, Khar (West), Mumbai 400 052.<br>E-mail : <a href="mailto:thackerkm@upl-ltd.com">thackerkm@upl-ltd.com</a>   |
| (iii) | Exclusive e-mail ID of the grievance redressal division | <a href="mailto:uel.investors@upl-ltd.com">uel.investors@upl-ltd.com</a>   |
| (iv)  | Corporate website                                       | <a href="http://www.uelonline.com">www.uelonline.com</a>   |

**10.19.** List of all credit rating obtained by the Company: Since the Company has no borrowings, credit rating is Not Applicable

**11. Other Disclosures:**

**(a) Disclosures on materially significant related party transactions that may have potential conflict with the interests of the Company at large.**

During the year, the Company had no materially significant related party transactions, which were considered to have potential conflict with the interests of the Company at large.

**(b) Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchanges or SEBI, or any statutory authority, on any matter related to capital markets, during the last three years.**

None.

**(c) Details of establishment of vigil mechanism, whistle Blower Policy and affirmation that no personnel has been denied access to the audit committee.**

The Company has devised an effective whistle blower mechanism enabling stakeholders, including individual employees and their representative bodies, to communicate their concerns about illegal or unethical practices freely. The Company has also established a vigil mechanism for directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy and placed on the website of the Company [www.uelonline.com](http://www.uelonline.com) and no personnel has been denied access to the audit committee.

**(d) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements.**

**Mandatory Requirements**

The Company has complied with the mandatory requirements of para C(10)(d) of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

- (e) Policy on dealing with related party transaction has been disclosed on the Company's website www.uelonline.com
- (f) Disclosure of commodity price risks and commodity hedging activities: Not Applicable.
- (g) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015: Not Applicable.
- (h) M/s. N. L. Bhatia & Associates, Practising Company Secretaries (UIN: P1996MH055800) have issued a certificate certifying that none of the directors on the board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the SEBI/Ministry of Corporate Affairs or any such statutory authority. A copy of the said certificate is attached and forms integral part of this Report.
- (i) Total fees for all services paid by the Company to the statutory auditor is provided in Note no.20 of the Notes to Financial Statements forming part of this Annual Report. The Company has no subsidiary company.
- (j) **Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:**
  - a. number of complaints filed during the financial year: Nil
  - b. number of complaints disposed of during the financial year: Nil
  - c. number of complaints pending as on end of the financial year: Nil

**12. There are no non-compliance of any requirements of Corporate Governance Report of sub-paras (2) to (11) above.**

**13. Annual Secretarial Compliance Report**

Pursuant to the SEBI circular no. CIR/CFD/CMD1/27/2019 dated February 8, 2019, the Company has obtained an Annual Secretarial Compliance Report from M/s. N. L. Bhatia & Associates, Practising Company Secretaries, confirming compliance of SEBI Regulations/Circulars/ Guidelines issued thereunder and applicable to the Company. There are no observations or adverse remarks in the said report.

**14. The Company has complied with Corporate Governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

**15. Discretionary Requirements as specified in Part E of Schedule II**

i) **Chairman of the Board**

The Chairman of the Board is Non-Executive.

ii) **Shareholder Rights – Half yearly results**

As the Company's half yearly results are published in English newspaper and in a Gujarati newspaper (circulated in Gujarat) and also posted on the website of the stock exchanges where the equity shares are listed and also posted on Company's website www.uelonline.com, the same are not sent to the households of the shareholders of the Company.

iii) **Modified opinion in audit report**

There is no modified opinion contained in the Audit Report.

iv) **Reporting of Internal Auditors**

The Internal Auditors of the Company report directly to the Audit Committee.

On behalf of the Board of Directors

Mumbai,  
May 24, 2022

**Rajnikant Devidas Shroff**  
(Managing Director)  
(DIN: 00180810)





## DECLARATION

As provided under Clause D of Schedule V pursuant to Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Members of Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct of Board of Directors and Senior Management laid down by the Company for the year ended 31<sup>st</sup> March, 2022.

On behalf of the Board of Directors of  
**Uniphos Enterprises Limited**

Mumbai,  
May 24, 2022

**Rajnikant Devidas Shroff**  
(Managing Director)  
(DIN: 00180810)

## COMPLIANCE CERTIFICATE

### **Pursuant to Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

We, Rajnikant Devidas Shroff, Chairman and Managing Director and B. P. Chheda, Chief Financial Officer do hereby certify that in respect of annual accounts and cash flow statement for the year 2021-2022.

- A. We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (2) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit Committee
- (1) significant changes in internal control over financial reporting during the year;
  - (2) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (3) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**RAJNIKANT DEVIDAS SHROFF**

Managing Director

Mumbai  
May 24, 2022

**B. P. CHHEDA**

Chief Financial Officer  
(DIN: 00180810)

## INDEPENDENT AUDITORS' CERTIFICATE ON COMPLIANCE WITH THE CORPORATE GOVERNANCE REQUIREMENTS UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To The Members of

### Uniphos Enterprises Limited

1. This certificate is issued in accordance with the terms of our engagement letter dated 17 January 2022 and addendum to the engagement letter dated 17 May 2022.
2. We have examined the compliance of conditions of Corporate Governance by Uniphos Enterprises Limited ("the Company"), for the year ended 31 March 2022, as stipulated in regulations 17 to 27, clauses (b) to (i) of regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("Listing Regulations") pursuant to the Listing Agreement of the Company with Stock Exchanges.

### Management's Responsibility

3. The compliance of conditions of Corporate Governance as stipulated under the listing regulations is the responsibility of the Company's Management including the preparation and maintenance of all the relevant records and documents. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of Corporate Governance stipulated in the Listing Regulations.

### Auditors' Responsibility

4. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulations for the year ended 31 March 2022.
6. We conducted our examination of the above corporate governance compliance by the Company in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) and Guidance Note on Certification of Corporate Governance both issued by the Institute of the Chartered Accountants of India (the "ICAI"), in so far as applicable for the purpose of this certificate. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

### Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.
9. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

### Restriction on use

10. The certificate is addressed and provided to the Members of the Company solely for the purpose of enabling the Company to comply with the requirement of the Listing Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **B S R & Co. LLP**  
Chartered Accountants  
Firm's Registration No: 101248W/W-100022

Signature  
**Bhavesh Dhupelia**

Partner

Membership No: 042070  
UDIN: 22042070AJMMIR3992

Place: Mumbai  
Date: 24 May 2022



## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

**[Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

To,  
The Members of  
UNIPHOS ENTERPRISES LIMITED  
11, G.I.D.C., VAPI, DIST. VALSAD, GUJARAT-396195

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of UNIPHOS ENTERPRISES LIMITED having CIN: L24219GJ1969PLC001588 and having its registered office at 11, G.I.D.C., Vapi, Dist. Valsad, Gujarat-396195 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ended on March 31, 2022 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Directors	DIN	Date of Appointment in Company
1.	MR. RAJNIKANT DEVIDAS SHROFF	00180810	01/04/2015*
2.	MRS. SANDRA RAJNIKANT SHROFF	00189012	29/05/1969
3.	MR. PRADEEP VEDPRAKASH GOYAL	00008370	29/03/2001
4.	MR. JAIDEV RAJNIKANT SHROFF	00191050	03/02/1994
5.	MR. ARUN CHANDRASEN ASHAR	00192088	28/02/1992
6.	MRS. SWATI SANDESH MAYEKAR	00245261	28/01/2010

\*Rajnikant Devidas Shroff (DIN: 00180810) is a Director with effect from 29/05/1969. However, as per MCA records the date of appointment is 01/04/2015.

Ensuring the eligibility of the directors for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **N. L. Bhatia & Associates**  
Practicing Company Secretaries  
UIN: P1996MH055800  
UDIN: F008663D000308600

**Bhaskar Upadhyay**  
Partner  
FCS: 8663  
CP. No. 9625  
PR No.:700/2020

Date: May 12, 2022  
Place: Mumbai

# MANAGEMENT DISCUSSION AND ANALYSIS

## INDUSTRY STRUCTURE AND DEVELOPMENT:

The Company is engaged only in trading in chemicals.

## SEGMENT WISE PERFORMANCE:

The Company operates in a single segment, viz. trading in chemicals. During the year, the Company traded in chemical of Ethylenediamine totaling to ₹122.18 lakhs.

## BUSINESS OUTLOOK:

The Company continues to look at new opportunities of trading in chemicals in India.

The Company's revenue is mainly from other income consisting of dividend on equity shares and interest on loans. The financial asset of the Company is mainly investment in listed security and accordingly, any material volatility in the capital market may impact the market value of the investment.

## RISKS AND CONCERNS:

Key business risks perceived by the Company and mitigating initiatives are as under:

**Funding risk:-** As there are no much activities in the Company, the Company may not be able to mobilize adequate funds, if any, in time. The mitigating factors are that the Company has good investment in the quoted shares, so raising additional funds, if any, will not be difficult for the Company.

**Regulatory risk:-** Any change in Government / Regulators Policy / Rules / Regulations will require fresh compliances. The mitigating factors are that the group has very strong and dedicated team consisting of professionals to study regulatory changes and fresh requirement.

**Foreign currency fluctuation risk: –** The Company is engaged in the trading activities, which may subject to risk of less profit / loss on account of volatility in foreign currency exchange. The mitigating factors are that the management ensures to enter in trading transactions in such a way that there are minimal risks of volatility in foreign currency exchange or the Company may take adequate forward cover for foreign exchange fluctuations.

**Risks due to disruption and unprecedented uncertainty due to Covid-19 pandemic and Impact on Business: -** Products may not be available as per demand. Also, supplier/ customer may not be available and there may be delay in receipt of money from customer. Further, the Company's revenue is mainly from other income consisting of dividend on equity shares and interest on loans. The financial asset of the Company is mainly investment in listed security and accordingly, any material volatility in the capital market may impact the market value of the investment. The mitigating factors are that the Company's trading operations are at very miniscule level compared to overall income. The Company seals a deal only when customer and supplier are available at negotiated price and there is reasonable assurance of availability of products. The customers are also chosen based on their financial strengths. Till now, the Company has not experienced any issue in any of the deals.

## INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

The Company has an internal control system, commensurate with the size, scale and complexity of its operation. The Group has an inhouse internal audit team headed by a qualified professional, which undertakes internal audit and ensures that all transactions are authorized and recorded in the books of the Company. The internal audit department monitors the efficacy and adequacy of internal control. Significant audit observations, if any, are presented to the Audit Committee and action taken to correct any deficiency is informed to them. The report prepared by internal audit team forms the basis of utilization by the Managing Director and Chief Financial Officer for financial reporting as required under Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has adequate internal financial controls in place, commensurate with the size, scale and complexity of its operations.

The Company is complying with all the applicable Accounting Standards. The accounting records are maintained in accordance with generally accepted accounting principles in India. This ensures that the financial statements reflect true and fair financial position of the Company.

## FINANCIAL AND OPERATIONAL PERFORMANCE:

During the year, the Company traded in chemical of Ethylenediamine totaling to ₹122.18 lakhs. Other income was ₹5709.73 lakhs as compared to ₹2649.65 lakhs in the previous year.



The Company has earned profit of ₹5460.37 lakhs after tax as compared to profit of ₹2445.11 lakhs in the previous year.

**HUMAN RESOURCES DEVELOPMENT:**

The relationship with the employees continued to be cordial throughout the year.

**DISCLOSURE OF ACCOUNTING TREATMENT:**

This has been dealt with in the Directors' Report.

**CAUTIONARY STATEMENT:**

Certain statements in this section relating to estimates, projections and expectations may be forward looking within the meaning of applicable laws and regulations. The actual results could differ materially from what the directors envisage in terms of the future performance and outlook. The factors that may affect the performance of the Company will be drought or shortfall in rains, change in government policies, tariff barriers, delay in registrations, changes in local and overseas markets and the related factors.

# BUSINESS RESPONSIBILITY REPORT

[Pursuant to Regulation 34(2)(f) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

## SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

1.	Corporate Identity Number (CIN) of the Company:	:	L24219GJ1969PLC001588
2.	Name of the Company	:	Uniphos Enterprises Limited
3.	Registered address	:	11, G.I.D.C., Vapi, Dist Valsad, Gujarat, Pin-396 195.
4.	Website	:	www.uelonline.com
5.	E-mail id	:	uel.investors@upl-ltd.com
6.	Financial Year reported	:	2021-22
7.	Sector(s) that the Company is engaged in (industrial activity code-wise)	:	The Company is engaged in trading in chemicals (Code-46691).
8.	List three products / services that the Company manufactures / provides (as in Balance Sheet)	:	The Company operates in trading of chemicals. The Company also operates with investments in quoted and unquoted securities. The Company's sources of income are from trading activities, Dividend and Interest on loan.
9.	Total number of locations where business activity is undertaken by the Company:		
	(a) Number of International Locations (Provide details of major 5)	:	NIL
	(b) Number of National Locations	:	The Company operates from two locations:  Registered Office situated at 11, G.I.D.C., Vapi, Dist Valsaad, Gujarat, Pin 396 195.  Readymoney Terrace, 4 <sup>th</sup> Floor, 167, Dr. Annie Beasant Road, Worli, Mumbai-400 018.
10.	Markets served by the Company – Local / State / National / International	:	Refer Point Numbers 8 and 9 above

## SECTION B: FINANCIAL DETAILS OF THE COMPANY

1.	Paid up Capital (INR)	:	₹ 1,390.92 lakhs
2.	Total Turnover (INR)	:	₹ 122.18 lakhs
3.	Total profit after taxes (INR)	:	₹ 5,460.37 lakhs
4.	Total Spending on Corporate Social	:	CSR Not Applicable
5.	List of activities in which expenditure in 4 above	:	CSR Not Applicable

## SECTION C: OTHER DETAILS

1.	Does the Company have any Subsidiary Company/ Companies?	:	The Company has no subsidiary.
2.	Do the Subsidiary Company / Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s)	:	The Company has no subsidiary.
3.	Do any other entity/entities (e.g., suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]	:	No, given the limited nature of Company's operations and its size, the Company has minimal interactions with its vendors, suppliers, distributors etc.



**SECTION D: BR INFORMATION**

**1. Details of Director/Directors responsible for BR**

**(a) Details of the Director/Directors responsible for implementation of the BR policy/policies.**

Sr. No.	Particulars	Details
1.	DIN Number (if applicable)	: 00180810
2.	Name	: Mr. Rajnikant Devidas Shroff
3.	Designation	: Managing Director
4.	Telephone	: 022 71528000
5.	E-mail id	: shroffrd@upl-ltd.com

**(b) Details of the BR head**

Sr. No.	Particulars	Details
1.	DIN Number (if applicable)	: 00180810
2.	Name	: Mr. Rajnikant Devidas Shroff
3.	Designation	: Managing Director
4.	Telephone	: 022 71528000
5.	E-mail id	: shroffrd@upl-ltd.com

**2. Principle-wise (as per NVGs) BR Policy / policies:**

The National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business released by the Ministry of Corporate Affairs has adopted nine areas of Business Responsibility. These are as follows:

P1	Businesses should conduct and govern themselves with Ethics, Transparency and Accountability.
P2	Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.
P3	Businesses should promote the well-being of all employees.
P4	Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.
P5	Businesses should respect and promote human rights.
P6	Businesses should respect, protect, and make efforts to restore the environment.
P7	Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner.
P8	Businesses should support inclusive growth and equitable development.
P9	Businesses should engage with and provide value to their customers and consumers in a responsible manner.

**Details of compliance (Reply in Y/N)**

S. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	Do you have policy/policies for...?	Y	Y	Y	Y	Y	Y	Y	Y	Y
2	Has the policy being formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
		Yes, all the policies have been developed in consultation with the Management of the Company.								
3	Does the policy conform to any national / international standards? If yes, specify? (50 words)	Y	Y	Y	Y	Y	Y	Y	Y	Y
4	Has the policy being approved by the Board? if yes, has it been signed by MD / owner / CEO / appropriate Board Director?	Y	Y	Y	Y	Y	Y	Y	Y	Y
5	Does the company have a specified committee of the Board/ Director/ Official to oversee the implementation of the policy?	Y	Y	Y	Y	Y	Y	Y	Y	Y
6	Indicate the link for the policy to be viewed online?	Y	Y	Y	Y	Y	Y	Y	Y	Y
		The policies are available on our internet portal which can be viewed at <a href="http://www.uelonline.com">www.uelonline.com</a>								
7	Has the policy been formally communicated to all relevant internal and external stakeholders?	The policies have been communicated to all the stakeholders.								
8	Does the company have in-house structure to implement the policy/ policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
9	Does the Company have a grievance redressal mechanism related to the policy/policies to address stakeholders' grievances related to the policy/policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
10	Has the company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	Y	Y	Y	Y	Y	Y	Y	Y	Y

**GOVERNANCE RELATED TO BR**

Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year - Annually

Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?  
- The BR initiatives of the Company forms part of the Annual Report which is available at [www.uelonline.com](http://www.uelonline.com)

**SECTION E: PRINCIPLE-WISE PERFORMANCE**

- **Principle 1: Businesses should conduct and govern themselves with Ethics, Transparency and Accountability. (P1)**
  - Does the policy relating to ethics, bribery and corruption cover only the company? Yes/ No. Does it extend to the Group/Joint Ventures/ Suppliers/Contractors/ NGOs/Others?**  
Yes. The Company has adopted Code of Conduct and Whistle Blower Policy which pertain to ethics, bribery and corruption and the above policies are applicable to all our major vendors, etc.
  - How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.**  
There was no case of violation of Code of Conduct and no case was reported under the Company's whistle blower policy during the year.





- **Principle 2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle (P2)**

The Company operates in trading of chemicals. The Company understands impacts of its business on environment and society and takes responsibility to supply its products, favoring betterment of environment and society.

- **Principle 3: Businesses should promote the well-being of all employees (P3)**

The senior management employees are working for the Company on deputation basis. The Company promotes a healthy work life balance for its employees. During the year, no complaint was received relating to the well-being of employees.

- **Principle 4: Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized (P4)**

There are no stakeholders who are disadvantaged, marginalized and vulnerable to the extent information available with the Company.

- **Principle 5: Businesses should respect and promote human rights (P5)**

The Company respects the human rights of all its stakeholders and ensures compliance with all applicable laws pertaining to human rights. No complaints of this nature have been received during the financial year.

- **Principle 6: Businesses should respect, protect, and make efforts to restore the environment (P6)**

The Company gives equal importance to protect the environment while conducting its business operations.

- **Principle 7: Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner (P7)**

The Company is not directly engaged in influencing public and regulatory policies. However, the Company is a part of Industry and trade associations which act in a responsible manner in providing feedback and suggestions to the regulatory bodies and the Government.

- **Principle 8: Businesses should support inclusive growth and equitable development (P8)**

The Company always believes in holistic and sustainable growth and equitable development of the society.

- **Principle 9: Businesses should engage with and provide value to their customers and consumers in a responsible manner (P9)**

The Company strives to meet customers' needs and provide valuable solutions to help them tide of their problems.

# INDEPENDENT AUDITOR'S REPORT

## To the Members of Uniphos Enterprises Limited Report on the Audit of the Financial Statements

### Opinion

We have audited the financial statements of Uniphos Enterprises Limited (the "Company"), which comprise the balance sheet as at 31 March 2022, and the statement of profit and loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2022, and its profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

### Description of Key Audit Matter

#### Impairment of investments

#### Refer to accounting policies 2.1 (e) to the financial statements

The key audit matter	How the matter was addressed in our audit
<p>As disclosed in Note 4 to the financial statements, the Company has investments in equity shares.</p> <p>For investments in quoted equity shares, the fair values are based on the valuation of the underlying assets, which consist of quoted equity securities.</p> <p>For investments in unquoted equity shares, the Company compares the carrying value of these shares with their respective recoverable amount.</p> <p>The inputs to the independent valuer for impairment testing include:</p> <ul style="list-style-type: none"> <li>Future cash flows and growth rate; and</li> <li>Discount rate applied to the projected cash flows</li> </ul> <p>The significance of value of investments in equity shares and impairment if any resulted in this being a key audit matter.</p>	<p>Our procedures included the following:</p> <p>We assessed the fair value measurement accounting policy and evaluated compliance with the requirements of Ind AS.</p> <p>We assessed the design and implementation and tested the operating effectiveness of the Company's relevant key financial controls around the fair valuation of investment through Profit and Loss and Other Comprehensive Income.</p> <p>Our audit procedures performed on the valuation of the quoted equity shares included verifying the latest available quoted price of the equity shares on the stock exchange as on the reporting date to ascertain the accuracy of their fair value.</p> <p>Our audit procedure performed on the valuation of the unquoted equity shares includes verification of valuation reports which is based on the projections / cash flow forecasts, discount rates, expected growth rates and terminal growth rates.</p> <p>We evaluated the accounting and disclosure of investment in the financial statements of the Company</p>

### Other Information

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and our auditor's report thereon.

### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.



Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Management's and Board of Directors' Responsibilities for the Financial Statements**

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, profit/loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud

or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements

regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143 (11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

**2. (A) As required by Section 143(3) of the Act, we report that:**

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
- c) The balance sheet, the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows dealt with by this Report are in agreement with the books of account
- d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.
- e) On the basis of the written representations received from the directors as on 31 March 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2022 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the

operating effectiveness of such controls, refer to our separate Report in "Annexure B".

**(B) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:**

- a) The Company has disclosed the impact of pending litigations as at 31 March 2022 on its financial position in its financial statements - Refer Note 25 to the financial statements
- b) The Company did not have long-term contracts including derivative contracts- for which there were any material foreseeable losses
- c) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company and
- d)
  - (i) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 29(4) to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
    - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or
    - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
  - (ii) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:



- directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or
  - provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries.
- (iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) contain any material mis-statement.
- e) The final dividend paid by the Company during the year in respect of the same declared for the previous year is in accordance with section 123 of the Act to the extent it applies to payment of dividend.

As stated in Note 12(A) to the financial statements, the Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at ensuing Annual General

Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.

- (C) With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration is not paid/ provided by the Company to its directors during the current year and consequently the provisions of Section 197 of the Act is not applicable. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No: 101248WW-100022

**Bhavesh Dhupelia**

Partner

Membership No.042070

UDIN: 22042070AJMMSO5119

Place: Mumbai

Date: 24 May 2022

**Annexure A to the Independent Auditors' Report on financial statements**

**(Referred to in our report of even date)**

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (B) The Company does not have intangibles as at 31 March 2022.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified every year. In accordance with this programme, all property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the Company, except for the following which are not held in the name of the Company:

Description of property	Gross carrying value (Rs. In Lakhs)	Held in the name of	Whether promoter, director or their relative or employee	Period held- indicate range, where appropriate	Reason for not being held in the name of the Company. Also indicate if in dispute
Land at Vavilala, Telangana	369.74	Advanta India Limited (Which is merged into UPL Limited)	No	Date of acquisition: 31 October 2006	The Company is in the process of registering the title deed in its name.

- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- (e) According to information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) The Company did not have any inventories during the year and accordingly para 3 (ii) (a) of the order is not applicable to the Company.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned any working capital limits in excess of five crore rupees in aggregate from banks and financial institutions on the basis of security of current assets at any point of time of the year. Accordingly, clause 3(ii)(b) of the Order is not applicable to the Company.
- (iii) The Company has made investments in Companies, in respect of which the requisite information is as below. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investment in or granted any loans to firms, limited liability partnership or any other parties during the year. The Company has not provided any guarantee or security or granted any advances in the nature of loans, secured or unsecured to companies, firms, limited liability partnership or any other parties during the year.
- (a) Based on the audit procedures carried on by us and as per the information and explanations given to us the Company has provided loans or provided advances in the nature of loans, or stood guarantee, or provided security to any other entity as below:

₹ In Lakhs

Particulars	Loans
Aggregate amount during the year	
- Subsidiaries*	-
- Others	-
Balance outstanding as at balance sheet date	
- Subsidiaries*	-
- Others	1,470.00

\*As per the Companies Act, 2013

- (b) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion the investments made and the terms and conditions of the grant of loans are, prima facie, not prejudicial to the interest of the Company.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans given, the loan of Rs. 1,470 Lakhs given to Tatva Global Environment Private Limited which is repayable on demand. As informed to us, the company has not



- demanding repayment of the loan or interest during the year. Thus, there has been no default on the part of the party to whom the money has been lent. Further, the Company has not given any advance in the nature of loan to any party during the year.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans given. Further, the Company has not given any advances in the nature of loans to any party during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan or advance in the nature of loan granted falling due during the year, which has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to same parties.
- (f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment except for the following loans or advances in the nature of loans to its Promoters and related parties as defined in Clause (76) of Section 2 of the Companies Act, 2013 ("the Act"):

Rs. In Lakhs

	Related Parties
Aggregate of loans/advances in nature of loan	1,470
- Repayable on demand (A)	-
- Agreement does not specify any terms or period of Repayment (B)	-
<b>Total (A+B)</b>	<b>1,470</b>
Percentage of loans/advances in nature of loan to the total loans	100%

- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, statutory dues relating to Income-Tax which have not been deposited on account of any dispute are as follows:

Name of the Statute	Nature of the Dues	Amount (Rs. in Lakhs)	Period to which amount relates (Assessment Year) *	Forum where dispute is pending
Income tax Act, 1961	Income tax demands	209	AY 1994-95, AY1997-98, AY 2001-02 and AY 2002-03	Income-tax Appellate Tribunal/ Commissioner of Income Tax (Appeal)

\* AY – Assessment year

- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Services Tax ('GST'), Income-Tax and other statutory dues were in arrears as at 31 March 2022 for a period of more than six months from the date they became payable.

- (iv) According to the information and explanations given to us and on the basis of our examination of the records, the Company has not provided any guarantee or security as specified under section 185 and 186 of the Companies Act, 2013. In respect of the investments made and loan granted by the Company the provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.
- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.
- (vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act, 2013 for the products sold by it. Accordingly, clause 3(vi) of the Order is not applicable.
- (vii) The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.

- (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Goods and Services Tax ('GST'), Income-Tax, other statutory dues have been regularly deposited by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of Provident fund, Employees' State Insurance Corporation, Duty of customs and Cess.

Annexure A to the Independent Auditors' Report on financial statements (Contd.)

- |  |  |
|--|--|
| <p>(ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company did not have any loans or borrowings from any lender during the year. Accordingly, clause 3(ix)(a) of the Order is not applicable to the Company.</p> <p>(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.</p> <p>(c) According to the information and explanations given to us by the management, the Company has not obtained any term loans during the year. Accordingly, clause 3(ix)(c) of the Order is not applicable.</p> <p>(d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.</p> <p>(e) The Company does not hold any investment in any subsidiary, associate or joint venture (as defined under the Act) during the year ended 31 March 2022. Accordingly, clause 3(ix)(e) is not applicable.</p> <p>(f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies (as defined under the Act).</p> <p>(x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) Accordingly, clause 3(x)(a) of the Order is not applicable.</p> <p>(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.</p> <p>(xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the course of the audit.</p> <p>(b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the</p> | <p>Companies (Audit and Auditors) Rules, 2014 with the Central Government.</p> <p>(c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.</p> <p>(xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.</p> <p>(xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.</p> <p>(xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.</p> <p>(b) We have considered the internal audit reports of the Company issued till date for the period under audit.</p> <p>(xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.</p> <p>(xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.</p> <p>(b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.</p> <p>(c) The Company is a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. However, the Company is exempted from registration as CIC and continues to meet the criteria for such exemption.</p> <p>(d) The Company is not part of any group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016 as amended). Accordingly, the requirements of clause 3(xvi)(d) are not applicable.</p> <p>(xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.</p> <p>(xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.</p> |
|--|--|





(xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date,

will get discharged by the Company as and when they fall due.

(xx) The requirements as stipulated by the provisions of Section 135 are not applicable to the Company. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No: 101248WW-100022

**Bhavesh Dhupelia**

Partner

Place: Mumbai

Date: 24 May 2022

Membership No.042070

UDIN: 22042070AJMMSO5119

**Annexure B to the Independent Auditors' report on the financial statements of Uniphos Enterprises Limited for the year ended 31 March 2022.**

Report on the internal financial controls with reference to the aforesaid financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

**(Referred to in paragraph (2(A)(f)) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)**

**Opinion**

We have audited the internal financial controls with reference to financial statements of Uniphos Enterprises Limited ("the Company") as of 31 March 2022 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2022, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

**Management's Responsibility for Internal Financial Controls**

The Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as "the Act").

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and whether such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls

with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

**Meaning of Internal Financial controls with Reference to Financial Statements**

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial controls with Reference to Financial Statements**

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For B S R & Co. LLP  
Chartered Accountants  
Firm's Registration No: 101248W/W-100022

**Bhavesh Dhupelia**  
Partner

Mumbai  
24 May 2022

Membership No: 042070  
UDIN: 22042070AJMMSO5119



## BALANCE SHEET AS AT MARCH 31, 2022

	Notes	As at 31 March 2022	INR Lakhs As at 31 March 2021
<b>Assets</b>			
<b>Non-current assets</b>			
Property, plant and equipment	3a	-	-
Investment property	3b	17,550.28	17,553.56
<b>Financial assets</b>			
i) Investments	4	304,281.99	250,919.72
ii) Loans	5	0.16	0.16
Income tax assets (Net)		2,356.44	2,626.86
		<b>324,188.87</b>	<b>271,100.30</b>
<b>Current assets</b>			
<b>Financial assets</b>			
i) Investments	6	3,751.98	4,083.48
ii) Cash and cash equivalents	7	162.64	431.77
iii) Other bank balances	8	511.23	-
iv) Loans	9	1,470.00	1,470.00
v) Other financial assets	10	69.65	67.80
Other current assets	11	2.21	7.92
		<b>5,967.71</b>	<b>6,060.97</b>
		<b>330,156.58</b>	<b>277,161.27</b>
<b>Total assets</b>			
<b>Equity and Liabilities</b>			
<b>Equity</b>			
Equity share capital	12	1,390.92	1,390.92
Other equity	13	316,662.15	270,079.95
		<b>318,053.07</b>	<b>271,470.87</b>
<b>Liabilities</b>			
<b>Non-Current Liabilities</b>			
Deferred tax liabilities	22	12,043.89	5,664.00
		<b>12,043.89</b>	<b>5,664.00</b>
<b>Current Liabilities</b>			
<b>Financial liabilities</b>			
Trade payables			
- Total outstanding dues of micro and small enterprises	14	-	-
- Total outstanding dues of other than micro and small enterprises	14	43.89	16.08
Other financial liabilities	15	11.23	-
Other current liabilities	16	4.50	10.32
		<b>59.62</b>	<b>26.40</b>
		<b>330,156.58</b>	<b>277,161.27</b>
<b>Total equity and liabilities</b>			
Summary of significant accounting policies	2		
See accompanying notes to the financial statements	3-37		

In terms of our report of even date attached  
For **B S R & Co. LLP**  
Chartered Accountants  
Firm Registration Number 101248W/W-100022

**Bhavesh Dhupelia**  
Partner  
Membership No. 042070  
Place : Mumbai  
Date : 24 May 2022

For and on behalf of Board of Directors of **Uniphos Enterprises Limited**  
CIN No.: L24219GJ1969PLC001588

**R.D.Shroff**  
Managing Director  
DIN : 00180810  
Place : Mumbai

**K.M.Thacker**  
Company Secretary  
Membership no.: ACS 6843  
Place : Mumbai  
Date : 24 May 2022

**S.R.Shroff**  
Non-Executive Vice -Chairman  
DIN : 00189012  
Place : Mumbai

**B.P.Chheda**  
Chief Financial Officer  
Membership no.: ACA 101820  
Place : Mumbai

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2022

	NOTES	Year ended 31 March 2022	Year ended 31 March 2021
INR Lakhs			
<b>Income</b>			
Revenue from operations	17	122.18	83.27
Other income	18	5,709.73	2,649.65
<b>Total income</b>		<b>5,831.91</b>	<b>2,732.92</b>
<b>Expenses</b>			
Purchase of stock in trade		120.95	82.52
Employee benefit expenses	19	112.86	176.56
Legal and professional fees	20	86.32	37.58
Depreciation	21	3.28	3.45
Other expenses	22	114.65	93.05
<b>Total expenses</b>		<b>438.06</b>	<b>393.16</b>
<b>Profit before tax</b>		5,393.85	2,339.76
<b>Tax expense:</b>			
Current tax	23	400.00	-
Deferred tax		-	-
Prior period tax (Income)		(466.52)	(105.35)
<b>Profit for the year</b>		<b>5,460.37</b>	<b>2,445.11</b>
<b>Other Comprehensive Income (OCI)</b>			
Item that will not be reclassified to Statement of profit or loss	30	49,866.28	122,908.67
Income tax related to items that will not be reclassified to Statement of profit or loss	23	(6,379.89)	(5,664.00)
<b>Total Other Comprehensive Income</b>		<b>43,486.39</b>	<b>117,244.67</b>
<b>Total Comprehensive Income for the year</b>		<b>48,946.76</b>	<b>119,689.78</b>
<b>Earnings per equity share (In INR)</b>	24		
Basic (Face value of INR 2 each)		7.85	3.52
Diluted (Face value of INR 2 each)		7.85	3.52
Summary of significant accounting policies	2		
See accompanying notes to the financial statements	3-37		

In terms of our report of even date attached  
For **B S R & Co. LLP**  
Chartered Accountants  
Firm Registration Number 101248W/W-100022

**Bhavesh Dhupelia**  
Partner  
Membership No. 042070  
Place : Mumbai  
Date : 24 May 2022

For and on behalf of Board of Directors of **Uniphos Enterprises Limited**  
CIN No.: L24219GJ1969PLC001588

**R.D.Shroff**  
Managing Director  
DIN : 00180810  
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**S.R.Shroff**  
Non-Executive Vice -Chairman  
DIN : 00189012  
Place : Mumbai

**B.P.Chheda**  
Chief Financial Officer  
Membership no.: ACA 101820  
Place : Mumbai

## STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 MARCH 2022

	31 March 2022	INR Lakhs 31 March 2021
<b>Cash Flow From Operating activities</b>		
<b>Profit before tax</b>	5,393.85	2,339.76
<b>Adjustments for :</b>		
Depreciation (Refer note 21)	3.28	3.45
Interest Income (Refer note 18)	(1,635.61)	(200.74)
(Gain) on redemption / sale of Investments (Refer note 18 )	(75.58)	(57.72)
Fair value gain on financial instruments at fair value through profit or loss (Refer note 18)	(92.92)	(75.77)
Dividend Income on investments (Refer note 18)	(3,905.62)	(2,315.42)
<b>Working capital adjustments</b>		
Decrease/(Increase) in other current assets	5.71	(6.41)
Increase/(Decrease) in trade payables	27.82	(53.39)
(Decrease)/Increase in other current liabilities	(5.83)	8.95
<b>Cash flow from operations</b>	(284.90)	(357.29)
Income tax received/(paid) (including TDS) (net)	336.93	(101.41)
<b>Net cash flows (used in) operating activities</b>	<b>52.03</b>	<b>(458.70)</b>
<b>Cash Flow From Investing activities</b>		
Sale of current investments	3,900.00	3,000.00
Purchase of current investments	(3,400.00)	(6,949.99)
Purchase of non current investments	(3,495.98)	(1,951.07)
Investment in fixed deposits with bank	(500.00)	-
Dividend received on investments	3,905.62	2,315.42
Addition to investment property	-	(94.38)
Interest received	1,633.76	293.87
<b>Net cash flows (used in) / from investing activities</b>	<b>2,043.40</b>	<b>(3,386.15)</b>
<b>Cash Flow From Financing activities</b>		
Payment of dividend	(2,364.56)	-
<b>Net cash flows from / (used in) financing activities</b>	<b>(2,364.56)</b>	<b>-</b>
<b>Net increase / (decrease) in cash and cash equivalents</b>	<b>(269.13)</b>	<b>(3,844.85)</b>
Cash and cash equivalents at the beginning of the year (Refer note 7)	431.77	4,276.62
<b>Cash and cash equivalents at the end (Refer note 7)</b>	<b>162.64</b>	<b>431.77</b>

### Notes:

The cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (IND AS 7) Statement of Cash Flows.

The accompanying notes are an integral part of these financial statements

As terms of our report of even date attached  
For **B S R & Co. LLP**  
Chartered Accountants  
Firm Registration Number 101248W/W-100022

**Bhavesh Dhupelia**  
Partner  
Membership No. 042070  
Place : Mumbai  
Date : 24 May 2022

For and on behalf of Board of Directors of **Uniphos Enterprises Limited**  
CIN No.: L24219GJ1969PLC001588

**R.D.Shroff**  
Managing Director  
DIN : 00180810  
Place : Mumbai

**K.M.Thacker**  
Company Secretary  
Membership no.: ACS 6843  
Place : Mumbai  
Date : 24 May 2022

**S.R.Shroff**  
Non-Executive Vice -Chairman  
DIN : 00189012  
Place : Mumbai

**B.P.Chheda**  
Chief Financial Officer  
Membership no.: ACA 101820  
Place : Mumbai

# STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2022

## A) Equity share capital

	Equity shares of INR 2 each Nos.	INR Lakhs
<b>Issued, subscribed and fully paid</b>		
As at 01 April 2020	69,545,849	1,390.92
Changes in equity share capital due to prior period errors	-	-
<b>Restated balance as at April 1, 2020</b>	69,545,849	1,390.92
Changes in equity share capital during the year	-	-
At March 31, 2021	69,545,849	1,390.92
Changes in equity share capital due to prior period errors	-	-
<b>Restated balance as at April 1, 2021</b>	69,545,849	1,390.92
Changes in equity share capital during the year	-	-
At March 31, 2022	69,545,849	1,390.92

## B) Other equity

As on 31 March 2022	Reserves and surplus				Equity instruments through other comprehensive Income	Total Other Equity
	Capital Reserve	Securities Premium	General Reserve	Revaluation reserve		
<b>Balance as at 31 March 2021</b>	64.39	6,499.56	3,100.65	14,500.00	233,702.94	270,079.95
Profit for the year	-	-	-	-	5,460.37	5,460.37
Dividend distributed for FY 2020-21	-	-	-	-	(2,364.56)	(2,364.56)
Other comprehensive income (Refer note 30)	-	-	-	-	43,486.39	43,486.39
<b>Balance as at 31 March 2022</b>	64.39	6,499.56	3,100.65	14,500.00	277,189.33	316,662.15

INR Lakhs

## As on 31 March 2021

Particulars	Reserves and surplus				Equity instruments through other comprehensive Income	Total Other Equity
	Capital Reserve	Securities Premium	General Reserve	Revaluation reserve		
<b>Balance as at 01 April 2020</b>	64.39	6,499.56	3,100.65	14,500.00	116,458.27	150,390.17
Profit for the year	-	-	-	-	2,445.11	2,445.11
Other comprehensive income (Refer note 30)	-	-	-	-	117,244.67	117,244.67
<b>Balance as at 31 March 2021</b>	64.39	6,499.56	3,100.65	14,500.00	233,702.94	270,079.95

INR Lakhs

The accompanying notes are an integral part of these financial statements.

As terms of our report of even date attached

For **B S R & Co. LLP**

Chartered Accountants

Firm Registration Number 101248WW-100022

**Bhavesh Dhupelia**

Partner

Membership No. 042070

Place : Mumbai

Date : 24 May 2022

For and on behalf of Board of Directors of **Uniphos Enterprises Limited**

CIN No.: L24219G11969PLC001588

**R.D.Shroff**

Managing Director

DIN : 00180810

Place : Mumbai

**K.M.Thacker**

Company Secretary

Membership no.: ACS 6843

Place : Mumbai

Date : 24 May 2022

**S.R.Shroff**

Non-Executive Vice -Chairman

DIN : 00189012

Place : Mumbai

**B.P.Chheda**

Chief Financial Officer

Membership no.: ACA 101820

Place : Mumbai



# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

(All amounts are stated in INR Lakhs, unless otherwise mentioned)

## 1. Corporate information

Uniphos Enterprises Limited ('the Company') is a public company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. Its shares are listed on two stock exchanges in India. The Company is engaged in the business of trading of chemicals and other products. The registered office of the Company is located at 11, G.I.D.C., Vapi, District- Valsad, Gujarat. The financial statements were authorised for issue in accordance with a resolution of the directors on 24 May 2022.

## 2. Basis of preparation

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended thereafter.

The financial statements have been prepared under the historical cost convention on an accrual basis except for certain financial assets and liabilities that are measured at fair value at the end of each reporting period as stated in the accounting policies set out below. The accounting policies applied by the Company are consistent with those used in the previous year. The financial statements are presented in Indian Rupee ('INR') or ('Rs') which is also the Company's functional currency and all values are rounded to the nearest lakhs, except when otherwise indicated.

### Significant accounting estimates, assumptions and judgements

The preparation of the Company's financial statements requires management to make estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities in future periods.

### Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the separate financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

### Taxes

There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. Where the final tax outcome of these matters is different from the amounts initially recorded, such differences will impact the current and deferred tax provisions in the period in which the tax determination is made. The assessment of probability involves estimation of a number of factors including future taxable income.

### Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow (DCF) model where appropriate. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. See Note 32 and 33 for further disclosures

### Impairment of financial assets

The Company recognizes loss allowances for expected credit losses on:

- financial asset measured at amortized cost
- financial asset measured at FVTOCI- Equity instruments
- financial asset measured at FVTPL- Equity instruments

At each reporting date, the Company assesses whether financial assets carried at amortized cost and equity instrument at FVTOCI and FVTPL are credit impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

(All amounts are stated in INR Lakhs, unless otherwise mentioned)

## Impairment of non- financial assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre- tax discount rate that reflects current market assessment of the time value of money and the risk specific to the asset. In determining fair value less cost of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share price for publicly traded subsidiaries or other available fair value indicators.

## 2.1 Summary of significant accounting policies

### (a) Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in the normal operating cycle
- It is held primarily for the purpose of trading
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current.

### Deferred tax assets and liabilities are classified as non-current.

Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has identified twelve months as its operating cycle for the purpose of current / non current classification of assets and liabilities.

### b) Revenue recognition

The Company derives revenue primarily from sale of chemicals and other income

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those products or services. To recognize revenues, the Company applies the following five step approach:

- identify the contract with a customer,
- identify the performance obligations in the contract,
- determine the transaction price,
- allocate the transaction price to the performance obligations in the contract, and
- recognize revenues when a performance obligation is satisfied.





## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

(All amounts are stated in INR Lakhs, unless otherwise mentioned)

### Sale of goods

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, rebates, scheme allowances, price concessions, incentives, and returns, if any, as specified in the contracts with the customers. Revenue excludes taxes collected from customers on behalf of the government. Accruals for discounts/incentives and returns are estimated (using the most likely method based on accumulated experience and underlying schemes and agreements with customers). Due to the short nature of credit period given to customers, there is no financing component in the contract.

### Interest income

The Company presently has no debt instruments measured at fair value through other comprehensive income. Interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortized cost of a financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in other income in the statement of profit and loss.

### Dividends

Revenue is recognised when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

### c) Property, Plant and Equipment

Items of property, plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. Subsequent expenditure related to an item of fixed asset is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognised in statement of profit and loss as incurred. In respect of additions to /deletions from the property, plant and equipment, depreciation is provided on pro-rata basis with reference to the month of addition/deletion of the Assets. Depreciation for the year has been provided as per the rates determined in Part C of Schedule II of the Companies Act, 2013.

### d) Investment property

Investment property is property held either to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business, use in production or supply of goods or services or for administrative purpose. Upon initial recognition, an investment property is measured at cost less accumulated depreciation and accumulated impairment loss, if any.

Depreciation on investments in property has been provided on written down value basis in accordance with Schedule II of the Companies Act, 2013 by estimating the useful life as 60 years.

### e) Fair value measurement

The Company measures certain financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

(All amounts are stated in INR Lakhs, unless otherwise mentioned)

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

Quantitative disclosures of fair value measurement hierarchy (Note 33)

Financial instruments (including those carried at amortized cost) (note 4,5,6,7,8,9,10,13,32 and 33)

## f) Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost. Provisions are reviewed at each balance sheet and adjusted to reflect the current best estimates.

## g) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

### Financial assets

#### Initial recognition and measurement

The Company recognizes financial assets in its balance sheet when it becomes party to the contractual provisions of the instruments.

All financial assets are recognised initially at fair value, plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.



## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

(All amounts are stated in INR Lakhs, unless otherwise mentioned)

### Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in following categories:

- Debt instruments measured at fair value through other comprehensive income (FVTOCI)
- Debt instruments measured at fair value through profit or loss (FVTPL)
- Debt instruments measured at amortized cost
- Financial assets measured at amortized cost
- Financial assets measured at fair value through other comprehensive income (FVTOCI)

Presently the Company has no debt instruments measured at amortized cost or FVTPL or FVTOCI

### Financial assets measured at amortized cost

A financial asset is measured at the amortized cost if both the following conditions are met :

- a) The Company's business model objective for managing the financial assets is to hold financial assets in order to collect contractual cash flows and,
- b) The contractual terms of the financial asset give rise on specified dates to cashflow that are solely payments of principal and interest on the principal amount outstanding.

### Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income or statement of profit and loss, subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in OCI. There is no recycling of the amounts from OCI to the statement of profit and loss, even on derecognition of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

### De-recognition

A financial asset (or, where applicable, a part of a financial asset or part of a company of similar financial assets) is primarily de-recognised (i.e. removed from the Company's balance sheet) when:

- The contractual rights to receive cash flows from the asset have expired, or
- The company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the company has transferred substantially all the risks and rewards of the asset, or (b) the company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the company also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the company could be required to repay.

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

(All amounts are stated in INR Lakhs, unless otherwise mentioned)

## Impairment of financial assets

In accordance with Ind AS 109, the company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- a) Financial assets that are debt instruments, and are measured at amortized cost e.g., loans, debt securities, deposits, trade receivables and bank balance
- b) Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 18 (referred to as 'contractual revenue receivables' in these financial statements)
- c) Financial guarantee contracts which are not measured as at FVTPL

The company follows 'simplified approach' for recognition of impairment loss allowance on:

- Trade receivables and
- Other receivables

The application of simplified approach does not require the company to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

- All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.
- Financial assets measured as at amortized cost, contractual revenue receivables and lease receivables: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the company does not reduce impairment allowance from the gross carrying amount.

## h) Financial liabilities

### Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, or payables, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include only trade and other payables.



# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

(All amounts are stated in INR Lakhs, unless otherwise mentioned)

## Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

## De-recognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

## Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the standalone balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

### i) Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

### j) Taxes

#### Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities in accordance with the Income-tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

#### Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

(All amounts are stated in INR Lakhs, unless otherwise mentioned)

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

## k) Earning per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

## l) Segment Reporting:

Based on "Management Approach" as defined in Ind AS 108 -Operating Segments, the Chief Operating Decision Maker evaluates the Company's performance and allocates the resources based on an analysis of various performance indicators by business segments. Inter segment sales and transfers are reflected at market prices.

Unallocable items includes general corporate income and expense items which are not allocated to any business segment.

### Segment Policies:

The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company as a whole. Common allocable costs are allocated to each segment on an appropriate basis.

## m) Contingent Liability and Contingent assets

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non—occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

A contingent asset is not recognised unless it becomes virtually certain that an inflow of economic benefits will arise. When an inflow of economic benefits is probable, contingent asset are disclosed in the financial statements.

Contingent liabilities and contingent assets are reviewed at each balance sheet date.

## n) Government grants and subsidies

Government grants of the nature of promoters' contribution are credited to capital reserve and treated as a part of the shareholders' funds.

Government grants / subsidies in the nature of promoters' contribution, given with reference to the total investment in an undertaking or by way of contribution towards its total capital outlay, are treated as capital reserve. Grants and subsidies from the government are recognized when there is reasonable assurance that the grant/subsidy will be received and all attaching conditions will be complied with



# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

(All amounts are stated in INR Lakhs, unless otherwise mentioned)

**o) Leases**

Effective 1st April 2019, Ind AS 116 "Leases", is applicable to the Company. Based on the assessment done by the management, there is no impact on the adoption of this standard on the financial statements for the year ended 31 March 2022

**p) Recent pronouncements :**

Ministry of Corporate Affairs ("MCA") notified new standard or amendments to the existing standards under Companies (Indian Accounting Standards Rules as issued from time to time. On 23 March 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, applicable from April 1, 2022, as below:

**Ind AS 103 – Reference to Conceptual Framework**

The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103. The Company does not expect the amendment to have any significant impact in its standalone financial statements.

**Ind AS 16 – Proceeds before intended use**

The amendments mainly prohibit an entity from deducting from the cost of property, plant and equipment amounts received from selling items produced while the Company is preparing the asset for its intended use. Instead, an entity will recognise such sales proceeds and related cost in statement of profit or loss. The Company does not expect the amendments to have any impact in its recognition of its property, plant and equipment in its standalone financial statements.

**Ind AS 37– Provisions, Contingent Liabilities and contingent assets**

The amendment specifies that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts (an example would be the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract). The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2022, although early adoption is permitted. The Company has evaluated the amendment and the impact is not expected to be material.

On June 18, 2021, MCA through a notification has notified Companies (Indian Accounting Standards) Amendment Rules, 2021. The notification has made amendments to various Ind AS. The Company does not expect the amendments to have any significant impact in its standalone financial statements.

**Recent Indian Accounting Standards (Ind AS)**

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from 1 April 2021.

## 2.2 Changes in accounting policies

During the year, there are no changes in the accounting policies

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

(All amounts are stated in INR lakhs, unless otherwise mentioned)

## 3a. Property, plant and equipment

	Building- Others	Total
<b>Cost or valuation</b>		
<b>At 01 April 2020</b>	0.71	0.71
Additions	-	-
Disposals	-	-
Transfer/capitalised	-	-
<b>At 31 March 2021</b>	<b>0.71</b>	<b>0.71</b>
Additions	-	-
Disposals	-	-
Transfer/capitalised	-	-
<b>At 31 March 2022</b>	<b>0.71</b>	<b>0.71</b>
<b>Accumulated Depreciation</b>		
<b>At 01 April 2020</b>	0.71	0.71
Depreciation	-	-
Disposals	-	-
<b>At 31 March 2021</b>	<b>0.71</b>	<b>0.71</b>
Depreciation	-	-
Disposals	-	-
<b>At 31 March 2022</b>	<b>0.71</b>	<b>0.71</b>
<b>Net book value</b>		
<b>At 31 March 2021</b>	-	-
<b>At 31 March 2022</b>	-	-

## 3b. Investment property

### A. Reconciliation of carrying amount:

Particulars	Land (Refer note below)	Buildings	Total
<b>Gross Carrying Amount</b>			
<b>At 01 April 2020</b>	17,393.63	134.41	17,528.04
Additions	94.38	-	94.38
Disposals	-	-	-
<b>At 31 March 2021</b>	<b>17,488.01</b>	<b>134.41</b>	<b>17,622.42</b>
Additions	-	-	-
Disposals	-	-	-
<b>At 31 March 2022</b>	<b>17,488.01</b>	<b>134.41</b>	<b>17,622.42</b>
<b>Accumulated Depreciation</b>			
<b>At 01 April 2020</b>	-	65.41	65.41
Depreciation (Refer note 21)	-	3.45	3.45
<b>At 31 March 2021</b>	-	<b>68.86</b>	<b>68.86</b>
Depreciation (Refer note 21)	-	3.28	3.28
<b>At 31 March 2022</b>	-	<b>72.14</b>	<b>72.14</b>
<b>Net Block</b>			
<b>At 31 March 2021</b>	<b>17,488.01</b>	<b>65.55</b>	<b>17,553.56</b>
<b>At 31 March 2022</b>	<b>17,488.01</b>	<b>62.27</b>	<b>17,550.28</b>
<b>Notes</b>			
<b>a) Fair value</b>			
As on 31 March 2021			18,162.35
As on 31 March 2022			<b>24,333.92</b>





# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

(All amounts are stated in INR lakhs, unless otherwise mentioned)

## Title deeds of immovable properties not held in name of the company

Relevant line item in the Balance sheet	Description of item of property	Gross Carrying value (INR in Lakhs)	Title deeds held in the name of	Whether title deed holder is a promoter/ director, OR relative of a promoter/director, OR employee of a promoter / director	Property held since which date	Reason for not being held in the name of the company
Note 3(b) Investment property	Land at Vailala, Telangana	369.74	Advanta India Limited (Which is merged into UPL Limited)	No	31/10/2006	The Company is in the process of registering the title deed in its name.

## B. Measurement of fair value:

### i) Fair value hierarchy

The fair value of investment property has been determined by an external, independent valuer, having appropriate recognised professional qualifications and recent exposure in the location and category of the property being valued. The fair value measurement for investment property has been categorized as a level 2 fair value based on the inputs to the valuation technique used

### ii) Valuation technique

The fair value of investment property has been determined by an external, independent valuer based on the market rate existing at the reporting date. Factors that are considered are mentioned below:

- Effect of rights and interest in properties including beneficial ownership and physical possession.
- Effect of size, location and development of the property.
- Effect of usage of the property for commercial purpose with clear title.
- Effect of overall demand in the area and nature and type of construction in the immediate vicinity and consequential effect thereof on demand of premise in the area/locality.
- Effect of current trends in the property market where the property is located.

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

(All amounts are stated in INR lakhs, unless otherwise mentioned)

## 4. Non-current investments

	31 March 2022	31 March 2021
<b>A. At fair value through profit and loss</b>		
<b>Investment in equity instruments (unquoted)</b>		
100,000 (31 March 2021: 100,000) equity shares of Rs. 10 each fully paid-up in Harsora Hotels Private Limited	100.56	100.56
100 (31 March 2021: 100) equity shares of Rs. 10 each fully paid-up in Industrial Grahak Sahakari Bhandar Limited	0.01	0.01
156 (31 March 2021: 156) equity shares of Rs. 100 each fully paid-up in Sardar Bhiladwala Pardi People's Co-operative Bank Limited	0.15	0.15
40 (31 March 2021: 40) equity shares of Rs. 500 each fully paid-up in Shree Ganesh Khand Udyog Sahakari Mandi Limited	0.20	0.20
<b>B. At fair value through OCI</b>		
<b>Investment in equity instruments (quoted)</b>		
39,519,431 (31 March 2021: 39,056,181) equity shares of Rs. 2 each fully paid-up in UPL Limited	304,181.07	250,818.80
	<b>304,281.99</b>	250,919.72
<b>Notes :</b>		
a) Aggregate amount and market value of quoted investments	<b>304,181.07</b>	<b>250,818.80</b>
b) Aggregate amount of unquoted investments	100.92	100.92
c) Impairment of investments	-	-
d) Refer note 32 for determination of their fair values		

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

(All amounts are stated in INR lakhs, unless otherwise mentioned)

<b>5</b>	<b>Other financial assets</b>		
		<b>31 March 2022</b>	<b>31 March 2021</b>
	<b>Security deposits</b>		
	Unsecured, considered good	0.16	0.16
		<b>0.16</b>	<b>0.16</b>
<b>6</b>	<b>Current investments</b>		
		<b>31 March 2022</b>	<b>31 March 2021</b>
	<b>At fair value through profit and loss</b>		
	<b>Investment in Mutual Funds (unquoted)</b>		
	IDFC Liquid growth Fund (31 March 2022 : 78,366.6710, 31 March 2021 : 44,107.5150)	2,003.49	1,090.99
	SBI Liquid Fund (31 March 2022 : 52,812.5920, 31 March 2021 : 93,425.0380 )	1,748.49	2,992.49
		<b>3,751.98</b>	<b>4,083.48</b>
	<b>Notes :</b>		
	a) Aggregate amount and market value of quoted investments	-	-
	b) Aggregate amount of unquoted investments	3,751.98	4,083.48
	c) Aggregate amount of impairment in value of investments.	-	-
	d) Refer note 32 for determination of fair value of investment		
<b>7</b>	<b>Cash and cash equivalents</b>		
		<b>31 March 2022</b>	<b>31 March 2021</b>
	Balances with banks		
	- Current accounts	162.59	431.76
	Cash in hand	0.05	0.01
		<b>162.64</b>	<b>431.77</b>
<b>8</b>	<b>Other bank balances</b>		
		<b>31 March 2022</b>	<b>31 March 2021</b>
	Unclaimed dividend account	11.23	-
	Margin money deposit (Margin money deposit given as security against bank guarantee)	500.00	-
		<b>511.23</b>	<b>-</b>
<b>9</b>	<b>Loans</b>		
		<b>31 March 2022</b>	<b>31 March 2021</b>
	Unsecured, considered good		
	Loan to related party - Tatva Global Environment Private limited	1,470.00	1,470.00
	% of loans 100% (31 March 2021 : 100 %) (Refer note 29 & 31)		
		<b>1,470.00</b>	<b>1,470.00</b>
<b>10</b>	<b>Other financial assets</b>		
		<b>31 March 2022</b>	<b>31 March 2021</b>
	Interest receivable		
	From related party - Tatva Global Environment Private limited (Refer note 31)	65.97	67.80
	Fixed deposit with bank	3.68	-
		<b>69.65</b>	<b>67.80</b>

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

(All amounts are stated in INR lakhs, unless otherwise mentioned)

## 11 Other current assets

	31 March 2022	31 March 2021
Prepaid expenses	2.21	-
Advance to supplier / receivable	-	7.91
Other advances	-	0.01
	<b>2.21</b>	<b>7.92</b>

## 12 Share Capital

	31 March 2022	31 March 2021
<b>Authorised Share Capital</b>		
15,00,00,000 (31 March 2021 : 15,00,00,000) equity shares of Rs 2/- each	3,000.00	3,000.00
70,00,00,000 (31 March 2021 : 70,00,00,000) preference shares of Rs 100/- each	7,000.00	7,000.00
<b>Issued, subscribed and fully paid up</b>		
6,95,45,849 (31 March 2021 : 6,95,45,849) equity shares of Rs 2/- each fully paid up	1,390.92	1,390.92
	<b>1,390.92</b>	<b>1,390.92</b>

### (a) Terms/ rights attached to equity shares

The Company has only one class of equity shares having par value of Rs 2 per share. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

### (b) Reconciliation of shares at the beginning and at the end of the reporting period

	31 March 2022		31 March 2021	
	No. of shares in Lakhs	INR Lakhs	No. of shares in Lakhs	INR Lakhs
At the beginning of the year	695.46	1,390.92	695.46	1,390.92
Add: Issued during the year	-	-	-	-
At the end of the year	695.46	1,390.92	695.46	1,390.92

### (c) Shares held by holding/ ultimate holding company and/ or their subsidiaries/ associates

Out of equity shares issued by the Company, shares held by its holding company, ultimate holding company are as below:

	31 March 2022	31 March 2021
Nerka Chemicals Private Limited, the holding company		
5,09,66,612 (31 March 2021 : 5,09,66,612) equity shares of Rs. 2 each fully paid	1,019.33	1,019.33

### (d) Details of shareholders holding more than 5% shares in the Company

(Equity shares of Rs 2 each fully paid)	31 March 2022		31 March 2021	
	No. of shares	% of total shares in class	No. of shares	% of total shares in class
Name of shareholder				
Nerka Chemicals Private Limited	50,966,612	73.29	50,966,612	73.29

As per records of the Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

(All amounts are stated in INR lakhs, unless otherwise mentioned)

## 12. Share Capital (Contd.)

- (e) There are 2,500 (31 March 2021 : 2,500) underlying equity shares of the Company in respect of GDR's which were listed on Luxembourg Stock Exchange. Every GDR is issued against 2 equity shares. During the previous year, GDR got unlisted from the Luxembourg stock exchange.
- (f) There are no shares issued for consideration other than cash during the period of five years immediately preceding the reporting date.
- (g) **Details of promoters' shareholding:**

As at 31 March 2022					
Promoter name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of Total Shares	% change during the year
1) Nerka Chemicals Pvt Ltd	50,966,612	-	50,966,612	73.29%	-
2) R Shroff Consultants Private Limited	9,060	-	9,060	0.01%	-
3) Shilpa P Sagar	329,123	-	329,123	0.47%	-
4) Varun Jaidev Shroff	1,300	-	1,300	0.00%	-
5) Tania Jaidev Shroff	500	-	500	0.00%	-

As at 31 March 2021					
Promoter name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of Total Shares	% change during the year
1) Nerka Chemicals Pvt Ltd	50,966,612	-	50,966,612	73.29%	-
2) R Shroff Consultants Private Limited	9,060	-	9,060	0.01%	-
3) Shilpa P Sagar	329,123	-	329,123	0.47%	-
4) Varun Jaidev Shroff	1,300	-	1,300	0.00%	-
5) Tania Jaidev Shroff	500	-	500	0.00%	-

## 12A Distribution made and proposed

	31 March 2022	31 March 2021
<b>Cash dividends on equity shares declared and paid:</b>		
Final dividend for the year ended 31 March 2022: Rs.3.40 per share (31 March 2021: Rs. Nil per share)	2,364.56	-
<b>Proposed dividend on equity shares</b>		
Proposed cash dividend for the year ended 31 March 2022 : Rs.5.65 Per share (31 March 2021 : Rs. 3.40 per share)	3,929.34	2,364.56
	<b>3,929.34</b>	<b>2,364.56</b>

Proposed dividend on equity shares is subject to approval at the annual general meeting and is not recognised as a liability as at the year end.

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

(All amounts are stated in INR lakhs, unless otherwise mentioned)

## 13 Other equity

<b>i)</b>	<b>Securities Premium</b>	
	<b>At 01 April 2020</b>	6,499.56
	Increase/(decrease) during the year	-
	<b>At 31 March 2021</b>	<b>6,499.56</b>
	Increase/(decrease) during the year	-
	<b>At 31 March 2022</b>	<b>6,499.56</b>
<b>ii)</b>	<b>Retained Earnings</b>	
	<b>At 01 April 2020</b>	9,767.30
	Add: Profit for the year	2,445.11
	<b>At 31 March 2021</b>	<b>12,212.41</b>
	Add: Profit for the year	5,460.37
	Less : Dividend distributed	2,364.56
	<b>At 31 March 2022</b>	<b>15,308.22</b>
<b>iii)</b>	<b>Other Reserves</b>	
	<b>Capital reserve</b>	
	<b>At 01 April 2020</b>	64.39
	Increase/(decrease) during the year	-
	<b>At 31 March 2021</b>	<b>64.39</b>
	Increase/(decrease) during the year	-
	<b>At 31 March 2022</b>	<b>64.39</b>
	<b>General reserve</b>	
	<b>At 01 April 2020</b>	3,100.65
	Increase/(decrease) during the year	-
	<b>At 31 March 2021</b>	<b>3,100.65</b>
	Increase/(decrease) during the year	-
	<b>At 31 March 2022</b>	<b>3,100.65</b>
	<b>Revaluation reserve</b>	
	<b>At 01 April 2020</b>	14,500.00
	Increase/(decrease) during the year	-
	<b>At 31 March 2021</b>	<b>14,500.00</b>
	Increase/(decrease) during the year	-
	<b>At 31 March 2022</b>	<b>14,500.00</b>
	<b>Equity Instruments through Other Comprehensive Income</b>	
	<b>At 01 April 2020</b>	116,458.27
	Increase/(decrease) during the year	117,244.67
	<b>At 31 March 2021</b>	<b>233,702.94</b>
	Increase/(decrease) during the year	43,486.39
	<b>At 31 March 2022</b>	<b>277,189.33</b>

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

(All amounts are stated in INR lakhs, unless otherwise mentioned)

**Securities Premium** - Where the Company issues shares at a premium, whether for cash or otherwise, a sum equal to the aggregate amount of the premium received on those shares shall be transferred to "Securities Premium". The Company may issue fully paid-up bonus shares to its members out of the securities premium reserve and the Company can use this reserve for buy-back of shares.

**Capital reserve** - The Company recognizes profit or loss on purchase, sale, issue or cancellation of the Company's own equity instruments to capital reserve and central and state subsidies for a project in backward area.

**General reserve** - General Reserve is created out of the profits earned by the Company by way of transfer from surplus in the statement of profit and loss. The Company can use this reserve for payment of dividend and issue of fully paid-up and not paid-up bonus shares.

**Revaluation reserve** - The Company had revalued its investment properties to recognise its fair value as on 31 March, 2011, under Previous GAAP. The revaluation was carried out based on valuation report of independent valuers and the appreciation in the value of the assets is credited to revaluation reserve.

**Retained earnings** - The amounts represent profits that can be distributed to the shareholders.

**Equity Instruments through Other Comprehensive Income (OCI)** - Equity Instruments through OCI includes changes due to remeasurements of equity instruments at fair valuation at each balance sheet date.

## Other Equity

	31 March 2022	31 March 2021
Capital reserve	64.39	64.39
Securities premium	6,499.56	6,499.56
Retained earnings	15,308.22	12,212.41
General reserve	3,100.65	3,100.65
Revaluation reserve	14,500.00	14,500.00
Equity Instruments through Other Comprehensive Income	277,189.33	233,702.94
<b>Total other equity</b>	<b>316,662.15</b>	<b>270,079.96</b>

## 14 Trade payables

	31 March 2022	31 March 2021
Outstanding dues of micro and small enterprises (Refer note 26)	-	-
Outstanding dues of other than micro and small enterprises	43.89	16.08
	<b>43.89</b>	<b>16.08</b>

Terms and conditions of the above financial liabilities:

Trade payables are non-interest bearing and are normally settled on 30-360 days terms

For payables to related parties, refer note 31

For explanations on the Company's credit risk management processes, refer note 34

### Trade payable ageing schedule outstanding for following periods from due date of payment

At 31 March 2022	Less than 1 year	1-2 years	More than 3 years	Total
(i) MSME	-	-	-	-
(ii) Others	43.89	-	-	43.89
(iii) Disputed dues - MSME	-	-	-	-
(iii) Disputed dues - Others	-	-	-	-
<b>Total</b>	<b>43.89</b>	<b>-</b>	<b>-</b>	<b>43.89</b>
At 31 March 2021	Less than 1 year	1-2 years	More than 3 years	Total
(i) MSME	-	-	-	-
(ii) Others	16.08	-	-	16.08
(iii) Disputed dues - MSME	-	-	-	-
(iii) Disputed dues - Others	-	-	-	-
<b>Total</b>	<b>16.08</b>	<b>-</b>	<b>-</b>	<b>16.08</b>

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

(All amounts are stated in INR lakhs, unless otherwise mentioned)

## 15 Other financial liabilities

	31 March 2022	31 March 2021
Unpaid dividend	11.23	-
	<b>11.23</b>	<b>-</b>

## 16 Other current liabilities

	31 March 2022	31 March 2021
Statutory liabilities - (Tax deducted at source and Goods and service tax)	4.50	10.32
	<b>4.50</b>	<b>10.32</b>

## 17 Revenue from operations

	31 March 2022	31 March 2021
Sale of products (Refer note 31 on related party transactions)	122.18	83.27
	<b>122.18</b>	<b>83.27</b>

### Disclosure under Ind AS 115 - Revenue from contracts with customers:

- The Company is engaged in trading business in India, which in the context of Ind AS - 108 "Operating Segments" is considered to be its only business segment and thus no geographic segment is applicable.
- The Company's performance obligations are satisfied upon delivery and payments are generally due by 60 to 120 days.
- There are no contract balances.
- Reconciliation of revenue from contract with customers with contracted prices:

	31 March 2022	31 March 2021
<b>Revenue from contract with customer as per the contract price</b>	122.18	90.03
Adjustments made to contract price on account of:		
Discounts / Rebates (refer note below)	-	(6.76)
<b>Revenue from operations</b>	<b>122.18</b>	<b>83.27</b>

### Discounts / Rebates:

The Company gives discount/rebates to its customers in order to get more sales and it is decided on case to case basis.

## 18 Other income

	31 March 2022	31 March 2021
Interest income on:		
-financial assets carried at amortized cost	151.09	161.74
-income tax refund	1,484.51	39.00
Dividend income on:		
-quoted equity instruments measured at FVTOCI	3,905.62	2,315.42
Capital gain on redemption of current investments	75.58	57.72
Fair value gain on financial instruments at fair value through profit or loss	92.92	75.77
Miscellaneous income	0.01	-
	<b>5,709.73</b>	<b>2,649.65</b>



# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

(All amounts are stated in INR lakhs, unless otherwise mentioned)

<b>19</b>	<b>Employee benefits expense</b>		
		<b>31 March 2022</b>	<b>31 March 2021</b>
	Salary, wages, bonus and other benefits	112.86	176.56
		<b>112.86</b>	<b>176.56</b>
<b>20</b>	<b>Legal and professional fees</b>		
		<b>31 March 2022</b>	<b>31 March 2021</b>
	Legal and professional fees	74.39	26.11
	Payment to auditors (Refer details below)	11.93	11.47
		<b>86.32</b>	<b>37.58</b>
	<b>Payment to auditors</b>		
		<b>31 March 2022</b>	<b>31 March 2021</b>
	Audit fees	8.00	8.00
	Limited review	2.25	3.00
	Out of Pocket expenses	1.68	0.47
		<b>11.93</b>	<b>11.47</b>
<b>21</b>	<b>Depreciation and amortization expense</b>		
		<b>31 March 2022</b>	<b>31 March 2021</b>
	Depreciation on investment property	3.28	3.45
		<b>3.28</b>	<b>3.45</b>
<b>22</b>	<b>Other expenses</b>		
		<b>31 March 2022</b>	<b>31 March 2021</b>
	Electricity charges	8.02	1.51
	Rates and taxes	56.40	56.33
	Repairs and maintenance (others)	1.34	4.25
	Insurance	0.09	-
	Security charges	40.50	26.96
	Printing and stationery	2.49	1.37
	Postage and stamps	0.74	0.06
	Director sitting fees	1.95	1.90
	Travelling conveyance expenses	0.43	-
	Miscellaneous expenses	2.69	0.67
		<b>114.65</b>	<b>93.05</b>
<b>23</b>	<b>Income taxes</b>		
	<b>a) The major components of income tax expense for the year are as under:</b>		
	<b>i) Income tax expenses recognised in the statement of profit and loss:</b>		
		<b>31 March 2022</b>	<b>31 March 2021</b>
	Current tax:		
	In respect of current year	400.00	-
		<b>400.00</b>	<b>-</b>

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

(All amounts are stated in INR lakhs, unless otherwise mentioned)

## ii) Income tax expenses recognised in OCI:

	31 March 2022	31 March 2021
<b>Deferred tax:</b>		
In respect of current year	6,379.89	5,664.00
	<b>6,379.89</b>	<b>5,664.00</b>

## b) Reconciliation of tax expense and accounting profit for the year is as under

	31 March 2022	31 March 2021
<b>Current tax:</b>		
Accounting profit before income tax (Excluding Short term capital gain / (Loss)	5,318.27	2,282.04
Short term Capital gain / (Loss)	75.58	57.72
<b>Total accounting profit before income tax</b>	<b>5,393.85</b>	<b>2,339.76</b>
Statutory income tax rate of 25.17 % (previous year 25.17 % ) on normal income	1,357.63	574.39
Statutory income tax rate of 25.17 % (previous year 25.17 % ) on short term capital gain	19.02	14.53
Effect of fair value gain on financial instruments at fair value through profit or loss	(23.39)	(19.07)
Tax effect of deduction u/s 80 M	(983.04)	(582.79)
Disallowance u/s 28 to 44DA of income Tax Act, 1961	35.16	12.19
Other adjustments	(5.38)	0.76
Income tax expense reported in the statement of profit and loss	<b>400.00</b>	-

The Company elected to exercise the option permitted under Section 115BAA of the Income-tax Act, 1961 as introduced by the Taxation Law (Amendment) Ordinance, 2019, w.e.f. 01 April 2020. Accordingly, the Company has recognised Provision for Income Tax for the ended 31 March 2022 on the basis the reduced tax rate prescribed in the said section.

## c) Deferred tax

	Balance sheet		Statement of profit and loss	
	31 March 2022	31 March 2021	31 March 2022	31 March 2021
Long term Capital gain on equity instruments which are recognised at FVTOCI	(12,043.89)	(5,664.00)	6,379.89	5,664.00
Net deferred tax Assets / (liabilities)	<b>(12,043.89)</b>	<b>(5,664.00)</b>	-	-
Deferred tax expense / (income)	-	-	<b>6,379.89</b>	<b>5,664.00</b>

## d) Reconciliation of deferred tax assets/ (liabilities)

	31 March 2022	31 March 2021
<b>Opening balance as of 1 April</b>	(5,664.00)	-
Tax income / (expense) during the year recognised in OCI	(6,379.89)	(5,664.00)
<b>Closing balance as at 31 March</b>	<b>(12,043.89)</b>	<b>(5,664.00)</b>

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

(All amounts are stated in INR lakhs, unless otherwise mentioned)

## 24. Earning per share (EPS)

		31 March 2022	31 March 2021
Profit attributable to equity holder	(A)	5,460.37	2,445.11
Weighted average number of Equity Shares Outstanding	(B) (Nos.)	69,545,849	69,545,849
Basic and Diluted Earning Per Share (INR)	[(A)/(B)]	<b>7.85</b>	<b>3.52</b>
Face Value Per Share (INR)		2.00	2.00

## 25. Contingent liabilities

	31 March 2022	31 March 2021
Disputed Income tax liabilities (Note below)	2,873.97	3,558.21

Note

The contingent liability for income tax is mainly on account of major disallowances /additions made in the assessment proceedings since AY 1994 – 95 to AY 2009-10 on account of taxability of amount of advance license benefit receivable, pass book benefit receivable, data access fees paid, deduction in respect of premium paid for lease hold land, benefit claimed u/s 80HHC, benefit claimed u/s 80IA / IB and other miscellaneous addition / disallowances. The Company has contested all the above issues before the Commissioner of Income Tax (A) /Income Tax Appellate Tribunal and same are pending before the said authorities for disposal.

## 26. Micro, small and medium enterprises disclosure

The identification of Micro, Small and Medium enterprises is based on the management's knowledge of their status. The Company has not received any intimation from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006.

## 27. Segment reporting

The Company is engaged in trading business in India, which in the context of Ind AS - 108 "Operating Segments" is considered to be its only business segment and thus no geographic segment is applicable.

## 28. Leases

Effective 1st April 2019, Ind AS 116 "Leases", is applicable to the Company. Based on the assessment done by the management, there is no impact on the adoption of this standard on the financial statements for the year ended 31 March 2022.

## 29. Details of Loans and Investments as required u/s 186 of Companies Act, 2013

### Loan given to Tatva Global Environment Private Limited

	31 March 2022	31 March 2021
Opening Balance	1,470.00	1,470.00
Loans given during the year	-	-
Loans repayments during the year	-	-
Closing balance	1,470.00	1,470.00
Maximum amount of loan outstanding during the year	1,470.00	1,470.00

Notes :

- 1) Rate of interest charged on loan given is 10% p.a. (Previous year : 10 % to 12 %)
- 2) Loan is repayable on demand
- 3) Loan given and proposed to be utilised for business operations by recipient
- 4) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

### Investments:

Details required u/s 186 have been disclosed in note 4 of the financial statements.

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

(All amounts are stated in INR lakhs, unless otherwise mentioned)

## 30. Components of Other Comprehensive Income (OCI), net of taxes

Particulars	31 March 2022	31 March 2021
	FVTOCI Reserve	FVTOCI Reserve
Fair value of financial assets through OCI	43,486.39	117,244.67

## 31 Related Party disclosure:

### A. Name of the related parties where control exists irrespective of whether transaction have occurred or not:

#### (i) Holding company

Nerka Chemicals Private Limited ('Nerka')

#### (ii) Ultimate Holding Company

Demuric Holdings Private Limited ('Demuric')

### B. Name of other related parties with whom transactions have taken place during the year:

#### (i) Enterprises over which Key Management personnel and their relatives have significant influence :

UPL Limited ('UPL')

Uniphos International Limited ('UIL')

Tatva Global Environment Private Limited ('TGEPL')

#### (ii) Key Management Personnel and their relatives :

Mr Pradeep Goyal

Mrs Swati Mayekar

K. M. Thacker- Company Secretary

B. P. Chheda- Chief Financial Officer

#### (b) The following transactions were carried out with the related parties in the ordinary course of business:

Nature of Transactions	Holding Company		Enterprises over which Key Management personnel and their relatives have significant influence		Total	
	31-Mar-22	31-Mar-21	31-Mar-22	31-Mar-21	31-Mar-22	31-Mar-21
<b>1. Income</b>						
Sale of products to UPL (refer note 17)	-	-	122.18	83.27	122.18	83.27
Interest on Loan from TGEPL (Refer note 18)	-	-	147.00	161.74	147.00	161.74
Dividend from UPL	-	-	3,905.62	2,315.42	3,905.62	2,315.42
<b>2 Salary and other reimbursements</b>						
UPL (Salary/Others)	-	-	68.97	158.25	68.97	158.25
UIL (Salary/Others)	-	-	60.41	24.94	60.41	24.94
Nerka (Others)	-	0.04	-	-	-	0.04
<b>4 Outstanding receivable/Payable</b>						
Loan to TGEPL	-	-	1,470.00	1,470.00	1,470.00	1,470.00
Interest on Loan to TGEPL	-	-	65.97	67.80	65.97	67.80
Payable to UPL	-	-	10.85	-	10.85	-
Payable to UIL	-	-	16.16	-	16.16	-

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

(All amounts are stated in INR lakhs, unless otherwise mentioned)

## (c) Transactions with Key Management Personnel and their relatives

Particulars	31-Mar-22	31-Mar-21
Director Sitting fees - Mr Pradeep Goyal	0.95	0.95
Director Sitting fees - Mrs Swati Mayekar	1.00	0.95
Remuneration - K M Thacker	60.41	128.03
Remuneration - B.P.Chheda	52.52	48.53
<b>Total</b>	<b>114.88</b>	<b>178.46</b>

**Note** The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

## 32. Category-wise classification of financial instruments

Note	Non current		Current	
	31 March 2022	31 March 2021	31 March 2022	31 March 2021
<b>(A) Accounting, classification and fair values</b>				
<b>Financial assets measured at fair value through profit or loss (FVTPL)</b>				
Investment in equity instruments	4	100.92	100.92	-
Investment in mutual funds	6	-	-	3,751.98
		<b>100.92</b>	<b>100.92</b>	<b>4,083.48</b>
<b>Financial assets measured at fair value through other comprehensive income (FVTOCI)</b>				
Investments in quoted equity shares	4	304,181.07	250,818.80	-
		<b>304,181.07</b>	<b>250,818.80</b>	-
<b>Financial assets measured at amortised cost</b>				
Loans	5	0.16	0.16	-
Cash and cash equivalents	7	-	-	162.64
Other bank balances	8	-	-	511.23
Loans to related party	9	-	-	1,470.00
Other financial assets	10	-	-	69.65
		<b>0.16</b>	<b>0.16</b>	<b>2,213.52</b>
<b>Financial liabilities measured at amortised cost</b>				
Trade payables	14	-	-	43.89
Other financial liabilities	15	-	-	11.23
		-	-	<b>55.12</b>
		-	-	<b>16.08</b>

## (B) Measurement of fair value:

Valuation techniques and significant unobservable inputs:

### (i) Financial instruments measured at fair value

The fair value of the financial assets and liabilities is included at the amount at which the instrument can be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

The management assessed that cash and cash equivalents, trade receivables, trade payables, other financial assets and other financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The fair values of the remaining FVTOCI financial assets are derived from quoted market prices in active markets.

The fair value of mutual funds are based on NAV at the reporting date

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

(All amounts are stated in INR lakhs, unless otherwise mentioned)

## (ii) Financial instrument measured at amortized cost:

The carrying amount of financial assets and financial liabilities measured at amortized cost in the financial statements are reasonable approximation of their fair value since the Company does not anticipate that the carrying amounts would be significantly different from the value that would eventually be received or settled.

### 33. Fair Value hierarchy

The following table provides the fair value measurement hierarchy of the Company's assets and liabilities.

Quantitative disclosures fair value measurement hierarchy for assets as at 31 March 2022

Particulars	Fair value measurement using				
	Date of valuation	Total	Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs
			(Level 1)	(Level 2)	(Level 3)
<b>Assets measured at fair value:</b>					
<b>FVTOCI financial investments (Note 4):</b>					
Quoted equity shares	31-Mar-22	304,181.07	304,181.07	-	-
<b>FVTPL financial investments (Note 6):</b>					
Mutual funds	31-Mar-22	3,751.98	-	3,751.98	-
Unquoted equity instruments	31-Mar-22	100.92	-	100.92	-

There have been no transfers between Level 1 and Level 2 during the year.

Quantitative disclosures fair value measurement hierarchy for assets as at 30 March 2021

Particulars	Fair value measurement using				
	Date of valuation	Total	Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs
			(Level 1)	(Level 2)	(Level 3)
<b>Assets measured at fair value:</b>					
<b>FVTOCI financial investments (Note 4):</b>					
Quoted equity shares	31-Mar-21	250,818.80	250,818.80	-	-
<b>FVTPL financial investments (Note 6):</b>					
Mutual funds	31-Mar-21	4,083.48	-	4,083.48	-
Unquoted equity instruments	31-Mar-21	100.92	-	100.92	-

There have been no transfers between Level 1 and Level 2 during the year.

The management assessed that cash and cash equivalents, trade receivables, trade payables, other financial assets and other financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

(All amounts are stated in INR lakhs, unless otherwise mentioned)

## 34. Financial risk management objectives and policies

The Company's principal financial liabilities comprise trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations. The Company also holds FVTOCI investments.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

### Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk. Financial instruments affected by market risk include FVTOCI investments, FVTPL investments and Loans.

### Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

### Equity price risk

The Company's listed and non-listed equity securities are susceptible to market price risk arising from uncertainties about future values of the investment securities. Company's investment in its group company - UPL limited, which is listed, is significant. But being the strategic investment, the Company is not influenced by equity price risk.

### Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities from its financing activities, including deposits with banks and financial institutions and other financial instruments.

### Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Company's board of directors. Investments of surplus funds are made only with approval of Board of directors.

### Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company manages liquidity risk by maintaining adequate reserves, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of the financial assets and liabilities.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

	Note no.	Less than 1 year	1 to 5 years	> 5 years	Total
<b>As at 31 March 2022</b>					
Trade payables	14	43.89	-	-	43.89
		43.89	-	-	43.89
<b>As at 31 March 2021</b>					
Trade payables	14	16.08	-	-	16.08
		16.08	-	-	16.08

### Trade receivables

Customer credit risk is managed by CFO under guidance of Board of directors. Detailed credit analysis is done before dealing with any customer.

## 35. Capital management

Capital includes equity attributable to the equity holders to ensure that it maintains an efficient capital structure and healthy capital ratios in order to support its business and maximise shareholder value. The Company manages its capital structure and makes adjustments to it, in light of changes in economic conditions or its business requirements. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes during the year ended 31 March 2022.

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

(All amounts are stated in INR lakhs, unless otherwise mentioned)

## 36. Key ratios:

Sr No.	Ratios	Numerator	Denominator	2021-22	2020-21	Variance %	Remarks
1	Current ratio (times)	Current assets	Current Liabilities	100.10	229.57	-56%	Current ratio decreased due to increase in trade payables as at 31 March 2022
2	Debt-equity ratio (times)	Total debt	Shareholders' equity (Excluding OCI and revaluation reserves)	Not applicable	Not applicable		As Company do not have any borrowing during current year as well as in previous year.
3	Debt service coverage ratio (times)	Earnings available for debt service	Debt service	Not applicable	Not applicable		As Company do not have any borrowing during current year as well as in previous year.
4	Return on Equity ratio (%)	Net profit after taxes	Shareholders' equity (Excluding OCI and revaluation reserves)	20.71	10.51	97%	Variance on account of increase in other income during current year which lead to increase in net profit after tax for the year.
5	Inventory turnover ratio (no. of days)	Cost of material consumed	Average inventory	Not applicable	Not applicable		As Company do not have any inventory during current year as well as in previous year.
6	Trade receivables turnover ratio (no. of days)	Net credit revenue	Average trade receivables	Not applicable	Not applicable		As Company do not have any trade receivable during current year as well as in previous year.
7	Trade payable turnover ratio (no. of days)	Net credit purchase/expenses	Average trade payables	25.17	40.06	-37%	Due to reduction in average trade payable this ratio improved during current year.
8	Net capital turnover ratio (times)	Revenue from operations	Working capital	0.02	0.01	50%	Variance on account of increase in revenue during current year and decrease in working capital as at 31 March 2022.
9	Net profit ratio (%)	Net profit after taxes	Revenue from operations	4,469.12	2,936.38	52%	Variance on account of increase in other income during current year which lead to increase in net profit after tax for the year.
10	Return on capital employed (%)	Net profit before Interest and taxes	Shareholders' equity (Excluding OCI and revaluation reserves)	20.46	10.06	103%	Variance on account of increase in other income during current year which lead to increase in net profit after tax for the year.
11	Return on Investment (%)	Net profit before Interest and taxes	Shareholders' equity (Excluding OCI and revaluation reserves)	20.46	10.06	103%	Variance on account of increase in other income during current year which lead to increase in net profit after tax for the year.



# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

(All amounts are stated in INR lakhs, unless otherwise mentioned)

## 37. Other statutory information

- (i) The Company has no such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
- (ii) The Company has no transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act.
- (iii) The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (iv) The Company have not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (v) The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies Restriction on number of Layers) Rules, 2017.
- (vi) Details of charge or satisfaction yet to be registered with Registrar of Company beyond the statutory period:

Charge holder's name	INR Lakhs	Status	Reason
Dena Bank	37,000	Satisfaction yet to be registered with ROC beyond statutory period	There is no outstanding liability w.r.t to these charges , but procedure with ROC is yet to be completed
Technology Information Forecasting and Assessment Council	95		
Corporation Bank	75		

- (vii) The company has not obtained any borrowings from any lender during current year and hence disclosure for declaration of willful defaulter by any lender is not applicable for the year.
- (viii) The company has not entered with any Scheme(s) of arrangement in terms of sections 230 to 237 of the Companies Act, 2013.

In terms of our report of even date attached  
**For B S R & Co. LLP**  
 Chartered Accountants  
 Firm Registration Number 101248W/W-100022

**Bhavesh Dhupelia**  
 Partner  
 Membership No. 042070  
 Place : Mumbai  
 Date : 24 May 2022

For and on behalf of Board of Directors of **Uniphos Enterprises Limited**  
 CIN No.: L24219GJ1969PLC001588

**R.D.Shroff**  
 Managing Director  
 DIN : 00180810  
 Place : Mumbai

**K.M.Thacker**  
 Company Secretary  
 Membership no.: ACS 6843  
 Place : Mumbai  
 Date : 24 May 2022

**S.R.Shroff**  
 Non-Executive Vice -Chairman  
 DIN : 00189012  
 Place : Mumbai

**B.P.Chheda**  
 Chief Financial Officer  
 Membership no.: ACA 101820  
 Place : Mumbai





## **Uniphos Enterprises Limited**

Secretarial Department  
Uniphos House, C.D. Marg,  
11th Road, Madhu Park  
Khar (West), Mumbai- 400 052.