



# Uniphos Enterprises Limited

CIN: L24219GJ 1969PLC001588

31<sup>st</sup> August, 2021

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

## **SUB.: MINUTES OF 52<sup>nd</sup> ANNUAL GENERAL MEETING**

We are enclosing here with the certified true copy of the minutes of the 52<sup>nd</sup> Annual General Meeting of the Company which was held on 13<sup>th</sup> August, 2021 through Video Conferencing / Other Audio Visual Means in compliance with the provisions of Companies Act, 2013 and rules made thereunder, including the applicable circulars issued in this regard by the Ministry of Corporate Affairs and Securities and Exchange Board of India.

May we request you to take the above on your record and inform all your constituents accordingly.

Thanking you,

Yours faithfully,  
for **UNIPHOS ENTERPRISES LIMITED**

  


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

Encl.: As above

**MINUTES OF THE 52<sup>ND</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF UNIPHOS ENTERPRISES LIMITED ("AGM"/ "MEETING") HELD THROUGH VIDEO CONFERENCING/ OTHER AUDIO VISUAL MEANS, ON FRIDAY, 13<sup>TH</sup> AUGUST, 2021. THE REGISTERED OFFICE OF THE COMPANY AT 11, G.I.D.C., VAPI 396 195, DIST. VALSAD, GUJARAT WAS THE DEEMED VENUE OF THE MEETING.**

TIME OF COMMENCEMENT OF THE MEETING 2.00 P.M. (IST)  
TIME OF CONCLUSION OF THE MEETING 2.55 P.M. (IST)

THE DATE OF ENTRY OF THE MINUTES IN THE MINUTES BOOK:  
25<sup>TH</sup> AUGUST, 2021.

**Members of the Board of Directors present:**

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

**CERTIFIED TRUE COPY.**

**For UNIPHOS ENTERPRISES LIMITED**



**Company Secretary**

CHAIRMAN  
INITIAL



1. Mr. Bhavesh Dhupelia, partner of M/s. B S R & Co. LLP, Chartered Accountants, the Statutory Auditors of the Company and Mr. Bharat Upadhyay, partner of M/s. N. L. Bhatia & Associates, Practicing Company Secretaries, Secretarial Auditors of the Company had joined through Video Conferencing by invitation.
2. Fifty-nine Members joined the AGM through Video Conferencing (including three Corporate Members represented by their authorized representatives).
3. Mr. R. D. Shroff, Chairman of the meeting occupied the Chair.
4. The Chairman announced that the requisite quorum being present, the meeting was called to order and the formal proceedings of the meeting could commence.
5. The Chairman informed that five Directors were present and Mr. J. R. Shroff, Non-Executive Director could not join the meeting due to other business engagements.
6. The Chairman welcomed all his colleagues who were present and had joined the AGM from the Board Room and other Directors and shareholders of the Company who had joined the AGM through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")
7. The Chairman informed that due to global outbreak of unprecedented Covid-19 pandemic and pre-requisite social distancing measures and as permitted by the Ministry of Corporate Affairs and SEBI vide applicable Circulars, the AGM was being held through VC/ OAVM without the physical presence of the members at a common venue. The Company had taken all possible steps to ensure that the shareholders were provided an opportunity to watch the live webcast of the AGM / to participate in the AGM through VC / OAVM and also vote on the resolutions.
8. The Chairman confirmed that Mr. Pradeep Goyal, Independent Director, the Chairman of Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee has also joined the AGM through VC / OAVM.
9. The Chairman informed that the Board of Directors had appointed Mr. Jawahar Thacker, Practicing Chartered Accountant as the Scrutinizer to scrutinize the remote e-voting and e-voting at AGM in a fair and transparent manner. The Chairman also confirmed that the scrutinizer was also present at the AGM and authorized him to oversee the e-voting process once the e-voting lines open.

CHAIRMAN'S  
INITIAL



10. The Chairman requested the members of the Board who had joined the AGM from the Board Room and through Video Conference to introduce themselves. Thereupon, the members of the Board who were present introduced themselves one by one.
11. The Register of Director's and key managerial personnel and their shareholding maintained pursuant to section 170 of the Companies Act, 2013 were available for inspection by the shareholders during the continuance of the meeting.
12. Thereafter, the Chairman commenced the formal agenda of the AGM and with the consent of the Members present, the Notice convening the meeting, the Report of Board of Directors along with annexures thereto and the Financial Statements for the financial year ended 31st March, 2021 as circulated to all the members in compliance with the relevant circulars of MCA were taken as read.
13. The Chairman informed that as the AGM was conducted through VC / OAVM, the requirement for appointment of proxy and its related compliances were not applicable.
14. The Chairman informed the members that the Reports of the Statutory Auditor on the financial statements and Secretarial Auditor did not contain any qualification or adverse remarks and hence were not required to be read.
15. The Chairman welcomed the members and read the speech.
16. The Chairman thereafter requested Mr. K. M. Thacker, the Company Secretary of the Company to invite the members who had registered as speakers to speak at the meeting on the Agenda items as set out in the Notice of the AGM or seek any clarifications for the accounts. There were four members who spoke at the AGM and asked the questions. Clarifications were provided to the queries raised by the members.
17. Mr. K. M. Thacker, the Company Secretary of the Company informed the members that there were in all two Ordinary and two Special Resolutions proposed to be passed in the AGM and same were forming part of the Notice of the AGM. Since, the Notice had already been circulated to the Members and the Resolutions had been put to vote through remote e-voting, the resolutions were taken as read. However, for the benefit of the members attending the AGM, he further provided a brief of the resolutions.

CHAIRMAN  
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18. Thereafter, the Chairman informed that the e-voting lines were open for e-voting at the AGM for those shareholders who were participating in the AGM and who had not cast their votes. The Chairman handed over the e-voting process to the Scrutinizer. The e-voting lines were remained open for 15 minutes from the conclusion of the AGM.
19. The Chairman informed that the combined results of e-voting through remote e-voting and e-voting at the AGM showing number of votes polled in favour and against all the resolutions will be declared within two working days of the conclusion of the AGM and authorized the Company Secretary to disseminate the same to the Stock Exchanges and also be placed on the website of the NSDL and the Company.
20. Finally, the Chairman declared the meeting as concluded and thanked all the stakeholders for attending the meeting and for their words of appreciation and suggestions made by them.
21. Thereafter, Mr. Pradeep Goyal, Independent Director of the Company proposed a vote of thanks to the Chair.
22. The meeting concluded at 2.55 p.m. (IST)
23. The results of the e-voting, as per attached Annexure forming part of this minutes, was declared on 14<sup>th</sup> August, 2021 based on the report of the scrutinizer dated 13<sup>th</sup> August, 2021. All the four ordinary/special resolutions were passed with requisite majority.

Confirmed,  
25<sup>th</sup> August, 2021



CHAIRMAN

**ANNEXURE** TO THE MINUTES OF THE 52<sup>ND</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF UNIPHOS ENTERPRISES LIMITED HELD THROUGH OTHER AUDIO VISUAL MEANS, ON FRIDAY, 13<sup>TH</sup> AUGUST, 2021 AT 2.00 P.M. (IST).

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

**Resolution No.: 1 – Ordinary Resolution**

“**RESOLVED THAT** the audited financial statement of the Company comprising of audited Balance Sheet as at 31st March, 2021, 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 52<sup>nd</sup> Annual General Meeting and submitted to this meeting be and are hereby considered and adopted.”

| Category                    | Mode of Voting | No. of shares held | No. of valid votes polled | % of valid Votes Polled on outstanding shares | No. of valid Votes in favour | No. of valid Votes against | % of valid Votes in favour on votes polled | % of valid Votes against on votes polled |
|-----------------------------|----------------|--------------------|---------------------------|---|------------------------------|----------------------------|--|--|
|                             |                | (1)                | (2)                       | (3)=[(2) / (1)]*100                           | (4)                          | (5)                        | (6)=[(4) / (2)]*100                        | (7)=[(5) / (2)]*100                      |
| Promoter and Promoter Group | E-Voting       | 51306595           | 51306595                  | 100.00  | 51306595                     | 0                          | 100.00                                     | 0.00                                     |
|                             | Poll           |                    | 0                         | 0.00  | 0                            | 0                          | 0.00                                       | 0.00                                     |
|                             | Total          |                    | 51306595                  | 100.00  | 51306595                     | 0                          | 100.00                                     | 0.00                                     |
| Public-Institutions         | E-Voting       | 10728991           | 2626020                   | 24.48   | 2626020                      | 0                          | 100.00                                     | 0.00                                     |
|                             | Poll           |                    | 0                         | 0.00  | 0                            | 0                          | 0.00                                       | 0.00                                     |
|                             | Total          |                    | 2626020                   | 24.48   | 2626020                      | 0                          | 100.00                                     | 0.00                                     |
| Public-Non Institutions     | E-Voting       | 7510263            | 9339                      | 0.12  | 9310                         | 29                         | 99.69                                      | 0.31                                     |
|                             | Poll           |                    | 0                         | 0.00  | 0                            | 0                          | 0.00                                       | 0.00                                     |
|                             | Total          |                    | 9339                      | 0.12  | 9310                         | 29                         | 99.69                                      | 0.31                                     |
| <b>Total</b>                |                | <b>69545849</b>    | <b>53941954</b>           | <b>77.56</b>                                  | <b>53941925</b>              | <b>29</b>                  | <b>100.00</b>                              | <b>0.00</b>                              |

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

**Resolution No.: 2 – Ordinary Resolution**

“**RESOLVED THAT** a Dividend at the rate of ₹3.40 (₹three and paise forty only) per equity shares 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, 2021 and the same be paid out of the profits of the Company for the financial year ended 31<sup>st</sup> March, 2021.”

| Category                    | Mode of Voting | No. of shares held | No. of valid votes polled | % of valid Votes Polled on outstanding shares | No. of valid Votes in favour | No. of valid Votes against | % of valid Votes in favour on votes polled | % of valid Votes against on votes polled |
|-----------------------------|----------------|--------------------|---------------------------|---|------------------------------|----------------------------|--|--|
|                             |                | (1)                | (2)                       | (3)=[(2) / (1)]*100                           | (4)                          | (5)                        | (6)=[(4) / (2)]*100                        | (7)=[(5) / (2)]*100                      |
| Promoter and Promoter Group | E-Voting       | 51306595           | 51306595                  | 100.00  | 51306595                     | 0                          | 100.00                                     | 0.00                                     |
|                             | Poll           |                    | 0                         | 0.00  | 0                            | 0                          | 0.00                                       | 0.00                                     |
|                             | Total          |                    | 51306595                  | 100.00  | 51306595                     | 0                          | 100.00                                     | 0.00                                     |
| Public-Institutions         | E-Voting       | 10728991           | 2626020                   | 24.48   | 2626020                      | 0                          | 100.00                                     | 0.00                                     |
|                             | Poll           |                    | 0                         | 0.00  | 0                            | 0                          | 0.00                                       | 0.00                                     |
|                             | Total          |                    | 2626020                   | 24.48   | 2626020                      | 0                          | 100.00                                     | 0.00                                     |
| Public-Non Institutions     | E-Voting       | 7510263            | 9151                      | 0.12  | 9122                         | 29                         | 99.68                                      | 0.32                                     |
|                             | Poll           |                    | 0                         | 0.00  | 0                            | 0                          | 0.00                                       | 0.00                                     |
|                             | Total          |                    | 9151                      | 0.12  | 9122                         | 29                         | 99.68                                      | 0.32                                     |
| <b>Total</b>                |                | <b>69545849</b>    | <b>53941766</b>           | <b>77.56</b>                                  | <b>53941737</b>              | <b>29</b>                  | <b>100.00</b>                              | <b>0.00</b>                              |

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

CHAIRMAN'S  
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### Resolution No.: 3 – Special Resolution

“**RESOLVED THAT** 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, Mrs. Sandra Rajnikant Shroff (DIN: 00189012), Non-Executive Vice Chairperson, who retires by rotation at this meeting and who has attained the age of 75 years be and is hereby re-appointed as Non-Executive Vice Chairperson of the Company, liable to retire by rotation.”

| Category                    | Mode of Voting | No. of shares held | No. of valid votes polled | % of valid Votes Polled on outstanding shares | No. of valid Votes in favour | No. of valid Votes against | % of valid Votes in favour on votes polled | % of valid Votes against on votes polled |
|-----------------------------|----------------|--------------------|---------------------------|---|------------------------------|----------------------------|--|--|
|                             |                | (1)                | (2)                       | (3)=[(2) / (1)]*100                           | (4)                          | (5)                        | (6)=[(4) / (2)]*100                        | (7)=[(5) / (2)]*100                      |
| Promoter and Promoter Group | E-Voting       | 51306595           | 51306595                  | 100.00  | 51306595                     | 0                          | 100.00                                     | 0.00                                     |
|                             | Poll           |                    | 0                         | 0.00  | 0                            | 0                          | 0.00                                       | 0.00                                     |
|                             | Total          |                    | 51306595                  | 100.00  | 51306595                     | 0                          | 100.00                                     | 0.00                                     |
| Public-Institutions         | E-Voting       | 10728991           | 2626020                   | 24.48   | 2626020                      | 0                          | 100.00                                     | 0.00                                     |
|                             | Poll           |                    | 0                         | 0.00  | 0                            | 0                          | 0.00                                       | 0.00                                     |
|                             | Total          |                    | 2626020                   | 24.48   | 2626020                      | 0                          | 100.00                                     | 0.00                                     |
| Public-Non Institutions     | E-Voting       | 7510263            | 9151                      | 0.12  | 9072                         | 79                         | 99.14                                      | 0.86                                     |
|                             | Poll           |                    | 0                         | 0.00  | 0                            | 0                          | 0.00                                       | 0.00                                     |
|                             | Total          |                    | 9151                      | 0.12  | 9072                         | 79                         | 99.14                                      | 0.86                                     |
| <b>Total</b>                |                | 69545849           | 53941766                  | 77.56   | 53941687                     | 79                         | 100.00                                     | 0.00                                     |

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

### Resolution No.: 4 – Special Resolution

“**RESOLVED THAT**, in supersession of all the earlier resolutions passed, pursuant to the provisions of Section 186 of the Companies Act, 2013 (the ‘Act’) read with the Companies (Meetings of Board and its Powers) Rules, 2014, and other applicable provisions, if any, of the Act (including any statutory modification, amendment or re-enactment thereof for the time being in force) and subject to other applicable laws and such other approvals, consents, sanctions and permissions as may be required in that behalf and in terms of the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘the Board’ which term shall be deemed to include, unless the context otherwise requires, any Committee which the Board may have constituted or hereinafter constitute or any officer(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) to:

- 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;
- 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
- acquire by way of subscription, purchase or otherwise the securities of any other person by any body corporate,

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in excess of the limits prescribed under Section 186 of the Act up to an aggregate sum of ₹300 crore, (₹Three Hundred Crore) notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee is given along with the investments, loans, inter corporate deposits, guarantee proposed to be made or given by the Board may exceed sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

**RESOLVED FURTHER THAT** the consent of the members of the Company be and is hereby accorded to the Board to invest in the Sister concerns in the group, Associates, Related Parties, whether Indian or overseas, give loans to them; provide guarantees on their behalf, within the aforesaid limits, if any, as may be applicable from time to time and on such terms and conditions as may be deemed fit and expedient.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to negotiate the terms and conditions of the above said investments, loan(s), inter-corporate deposits, or guarantee(s) as they deem fit and in the best interest of the Company and take all such steps as may be necessary to complete the same.

**RESOLVED FURTHER THAT** the limits indicated hereinabove in case of divestment, renewal, withdrawal, transfer or sale of investment / guarantee as the case may be, be restored to the original sanctioned limit of ₹300 crore, (₹Three Hundred Crore).

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further approval of the members of the Company.”

| Category                    | Mode of Voting | No. of shares held | No. of valid votes polled | % of valid Votes Polled on outstanding shares | No. of valid Votes in favour | No. of valid Votes against | % of valid Votes in favour on votes polled | % of valid Votes against on votes polled |
|-----------------------------|----------------|--------------------|---------------------------|---|------------------------------|----------------------------|--|--|
|                             |                | (1)                | (2)                       | (3)=[(2) / (1)]*100                           | (4)                          | (5)                        | (6)=[(4) / (2)]*100                        | (7)=[(5) / (2)]*100                      |
| Promoter and Promoter Group | E-Voting       | 51306595           | 51306595                  | 100.00  | 51306595                     | 0                          | 100.00                                     | 0.00                                     |
|                             | Poll           |                    | 0                         | 0.00  | 0                            | 0                          | 0.00                                       | 0.00                                     |
|                             | Total          |                    | 51306595                  | 100.00  | 51306595                     | 0                          | 100.00                                     | 0.00                                     |
| Public-Institutions         | E-Voting       | 10728991           | 2626020                   | 24.48   | 0                            | 2626020                    | 0.00                                       | 100.00                                   |
|                             | Poll           |                    | 0                         | 0.00  | 0                            | 0                          | 0.00                                       | 0.00                                     |
|                             | Total          |                    | 2626020                   | 24.48   | 0                            | 2626020                    | 0.00                                       | 100.00                                   |
| Public-Non Institutions     | E-Voting       | 7510263            | 9151                      | 0.12  | 8798                         | 353                        | 96.14                                      | 3.86                                     |
|                             | Poll           |                    | 0                         | 0.00  | 0                            | 0                          | 0.00                                       | 0.00                                     |
|                             | Total          |                    | 9151                      | 0.12  | 8798                         | 353                        | 96.14                                      | 3.86                                     |
| <b>Total</b>                |                | 69545849           | 53941766                  | 77.56   | 51315393                     | 2626373                    | 95.13                                      | 4.87                                     |

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

CHAIRMAN  
INITIAL

