



Uniphos Enterprises Limited

CIN: L24219GJ1969PLC001588

28th September, 2020

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

Sir/Madam,

Sub. : Disclosure of Voting Results of the 51st Annual General Meeting of Uniphos Enterprises Limited held on 28th September, 2020, pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further to the gist of proceedings of the 51st Annual General Meeting submitted to you vide our letter dated 28th September, 2020, we have to state that the members of the Company have accorded their consent to all items of business contained in the Notice of the 51st Annual General Meeting of the Company.

The combined results, of the remote e-voting through e-voting and e-voting services provided by National Securities Depository Limited at the 51st Annual General Meeting, bearing page nos. 1 and 2 and Report of Jawahar Thacker, Chartered Accountant, Scrutinizer are attached herewith in the format prescribed under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

May we request you to take the same 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
(Membership No. ACS-6843)

Encl.: as above



Uniphos Enterprises Limited

AGM DATE: 28TH SEPTEMBER, 2020 (EVEN - 113733)

Date of the AGM/EGM	28th September, 2020
Total number of shareholders on cut-off date i.e. September 21, 2020	11719
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group :	Not Applicable
Public :	
No. of shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group :	5
Public :	47

Agenda-wise disclosure

1. To receive, consider and adopt the audited financial statement of the Company comprising of audited Balance Sheet as at 31st March, 2020, 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.

Resolution required : (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution ?		No						
Category	Mode of Voting	No. of shares held (1)	No. of valid votes polled (2)	% of valid Votes Polled on outstanding shares (3)=[(2) / (1)]*100	No. of valid Votes in favour (4)	No. of valid Votes against (5)	% of valid Votes in favour on votes polled (6)=[(4) / (2)]*100	% of valid Votes against on votes polled (7)=[(5) / (2)]*100
Promoter and Promoter Group	E-Voting		50159595	99.91	50159595	0	100.00	0.00
	Poll	50207195	0	0.00	0	0	0.00	0.00
	Total		50159595	99.91	50159595	0	100.00	0.00
Public-Institutions	E-Voting		2626020	25.02	2626020	0	100.00	0.00
	Poll	10494456	0	0.00	0	0	0.00	0.00
	Total		2626020	25.02	2626020	0	100.00	0.00
Public-Non Institutions	E-Voting		20546	0.23	20434	112	99.45	0.55
	Poll	8844198	0	0.00	0	0	0.00	0.00
	Total		20546	0.23	20434	112	99.45	0.55
Total		69545849	52806161	75.93	52806049	112	100.00	0.00

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





Uniphos Enterprises Limited

AGM DATE: 28TH SEPTEMBER, 2020 (EVEN - 113733)

2. 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.

Resolution required : (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution ?		Yes						
Category	Mode of Voting	No. of shares held (1)	No. of valid votes polled (2)	% of valid Votes Polled on outstanding shares (3)=[(2) / (1)]*100	No. of valid Votes in favour (4)	No. of valid Votes against (5)	% of valid Votes in favour on votes polled (6)=[(4) / (2)]*100	% of valid Votes against on votes polled (7)=[(5) / (2)]*100
Promoter and Promoter Group	E-Voting		50159595	99.91	50159595	0	100.00	0.00
	Poll	50207195	0	0.00	0	0	0.00	0.00
	Total		50159595	99.91	50159595	0	100.00	0.00
Public-Institutions	E-Voting		2626020	25.02	2626020	0	100.00	0.00
	Poll	10494456	0	0.00	0	0	0.00	0.00
	Total		2626020	25.02	2626020	0	100.00	0.00
Public-Non Institutions	E-Voting		20546	0.23	20434	112	99.45	0.55
	Poll	8844198	0	0.00	0	0	0.00	0.00
	Total		20546	0.23	20434	112	99.45	0.55
Total		69545849	52806161	75.93	52806049	112	100.00	0.00

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



CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to section 108 of the Companies Act, 2013 read with Rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014]

To,
Mr. Rajnikant Shroff
Chairman and Managing Director
Uniphos Enterprises Limited
11, G.I.D.C, Vapi, Dist. Valsad
Gujarat- 396 195

Dear Sir,

1. I, Jawahar M. Thacker, Chartered Accountants (Membership No. 030646) has been appointed as the Scrutinizer, by the Board of Directors of Uniphos Enterprises Limited ('the Company') for the purpose of scrutinizing the process of voting through remote e-voting and voting through electronic voting system during the Annual General Meeting ('AGM') in a fair and transparent manner, carried out as per the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments made thereto on the businesses contained in the Notice of the 51st AGM of the Members of the Company, held on **Monday, September 28, 2020** through Video Conferencing (VC)/ Other Audio-visual Means (OAVM).
2. The management of the Company is responsible to ensure the compliance with the requirements of the Act, Rules and notifications relating to voting through electronic means on the businesses set out in the Notice of the 51st AGM of the Members of the Company. My responsibility as a Scrutinizer for the remote e-voting and e-voting during the AGM ('e-voting facilities') is restricted in making a Consolidated Scrutinizer's Report of the votes cast "IN FAVOUR" or "AGAINST" the businesses set out in the Notice, based on the reports generated from the e-voting system of National Securities Depository Limited ('NSDL'), the authorized agency engaged by the Company to provide e-voting facilities before and during the AGM,.
3. Further to above, I submit my report as under:
 - 3.1. The Company has provided the remote e-voting facility and e-voting during the AGM through NSDL, on their website www.evoting.nsdl.com. The Company had uploaded all the items of



JAWAHAR M. THACKER
B. Com. F.C.A.

businesses to be transacted on the website of the Company and also on the website of NSDL, to facilitate their Members to cast their vote through remote e-voting and e-voting during the AGM.

- 3.2. The Notice of AGM was sent through email to the Members whose email addresses were registered with the Company along with Annual Report of the Company, containing the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided under Rule 20 of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto and notifications issued by the Ministry of Corporate Affairs ('MCA').
- 3.3. As prescribed in the Rules and General Circulars issued by the MCA, the Company has also published advertisements in newspapers on Saturday, September 02, 2020 in Financial Express in English and Western Times in vernacular Gujarati Language which carried all required information as specified in the said rules and notifications.
- 3.4. The Members of the Company as on the "Cut-off" date i.e. Monday, September 21, 2020 were entitled to vote on two Ordinary Resolutions as set out at item nos. 1 and 2 in the Notice of the 51st AGM.
- 3.5. The Chairman at the 51st AGM, held on Monday, September 28, 2020 through two-way VC/OAVM announced that, the Members who have not exercised their votes through remote e-voting may exercise their votes, if they wish to, through electronic voting system being provided during the AGM.
- 3.6. The remote e-voting **commenced on Friday, September 25, 2020 (9.00 a.m. IST) and ended on Sunday, September 27, 2020 (5.00 p.m. IST)** and the NSDL e-voting platform was blocked thereafter and then reopened during the AGM.
- 3.7. After closure of e-voting at the AGM, the votes cast through evoting at the AGM and through remote e-voting prior to the date of AGM were unblocked and downloaded from the e-voting website of NSDL (www.evoting.nsdl.com) in the presence of two witnesses, who are not in the employment of the Company. The e-voting data/results downloaded from the e-voting system of NSDL were scrutinized and reviewed, the votes were counted, and the results were prepared.
- 3.8. The Company's share capital as on Monday, September 21, is 6,95,45,849 equity shares of Rs. 2/- each.



JAWAHAR M. THACKER
B. Com. F.C.A.

3.9. Based on the data downloaded from NSDL e-voting system, the total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:

Item No. 1 - as an Ordinary Resolution:

To receive, consider and adopt the audited financial statement of the Company comprising of audited Balance Sheet as at 31st March, 2020, 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:

(i) Voted in favour of the resolution:

Number of Members voted electronically	Number of votes cast by them	% of total number of valid votes cast
37	52806049	100.00%

(ii) Voted against the resolution:

Number of Members voted electronically	Number of votes cast by them	% of total number of valid votes cast
3	112	0.00%*

(iii) **Invalid votes**

There are no invalid Votes

* Since the percentage is negligible, it has been rounded off to Zero

Item No. 2 - as an Ordinary Resolution:

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:

(i) Voted in favour of the resolution:

Number of Members voted electronically	Number of votes cast by them	% of total number of valid votes cast
37	52806049	100.00%



JAWAHAR M. THACKER
B. Com. F.C.A.

(ii) Voted against the resolution:

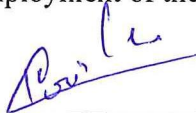
Number of Members voted electronically	Number of votes cast by them	% of total number of valid votes cast
3	112	0.00%*

(iii) **Invalid votes**

There are no invalid Votes

* Since the percentage is negligible, it has been rounded off to Zero

The votes cast were unblocked on Monday, September 28, 2020 after the conclusion of the AGM and was witnessed by two witnesses, Mr. Krishna Bhoga and Mr. Raviraj Rane, who are not in the employment of the Company. They have signed below in confirmation of the same.



Signature of witness



Signature of witness

In view of the above scrutiny, I hereby certify that both the above Resolutions have been passed with requisite majority on Monday, September 28, 2020.

Thanking you,

Yours faithfully,

Date: September 28, 2020

Place: Mumbai



Countersigned
for **Uniphos Enterprises Limited**



Jawahar M. Thacker

Chartered Accountants

Membership No. 030646

UDIN: 20030646AAAAAB8485



K. M. Thacker
Company Secretary and
Compliance Officer
(Membership No. ACS-6843)
Date: September 28, 2020
Place: Mumbai