



# Uniphos Enterprises Limited

CIN: L24219GJ1969PLC001588

19th August, 2022

|  |   |
|--|---|
| The Corporate Relationship Department<br>BSE Limited<br>Phiroze Jeejeebhoy Towers,<br>Dalal Street,<br>MUMBAI - 400 001<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>MUMBAI 400 051<br><br><b><u>SYMBOL: UNIENTER</u></b> |
|--|---|

Sir/Madam,

**Sub.: Disclosure of Voting Results of the 53rd Annual General Meeting of Uniphos Enterprises Limited held on 19th August, 2022, pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Further to the gist of proceedings of the 53rd Annual General Meeting submitted to you vide our letter dated 19th August, 2022, 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 53rd Annual General Meeting of the Company.

The combined results, of the remote e-voting and e-voting at the 53rd Annual General Meeting provided by National Securities Depository Limited, bearing page nos. 1 to 3 and Report of N. L. Bhatia & Associates, Practising Company Secretaries, 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: 19TH AUGUST, 2022 (EVEN - 120517)**

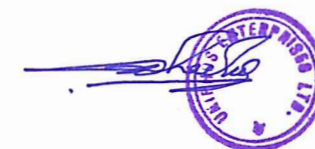
|  |                   |
|--|-------------------|
| <b>Date of the AGM/EGM</b>   | 19th August, 2022 |
| <b>Total number of shareholders on cut-off date i.e., August 12, 2022</b>  | 12083             |
| <b>No. of shareholders present in the meeting either in person or through proxy:</b><br>Promoters and Promoter Group :<br>Public : | Not Applicable    |
| <b>No. of shareholders attended the meeting through Video Conferencing</b><br>Promoters and Promoter Group :<br>Public :           | 4<br>41           |

**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, 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.

| Resolution required : (Ordinary / Special)                                |                |                           | Ordinary                         |  |                                     |                                   |   |   |
|---|----------------|---------------------------|----------------------------------|--|-------------------------------------|-----------------------------------|---|---|
| Whether promoter/promoter group are interested in the agenda/resolution ? |                |                           | No                               |  |                                     |                                   |   |   |
| Category  | Mode of Voting | No. of shares held<br>(1) | No. of valid votes polled<br>(2) | % of valid Votes Polled on outstanding shares<br>(3)=[(2) / (1)]*100 | No. of valid Votes in favour<br>(4) | No. of valid Votes against<br>(5) | % of valid Votes in favour on votes polled<br>(6)=[(4) / (2)]*100 | % of valid Votes against on votes polled<br>(7)=[(5) / (2)]*100 |
| Promoter and Promoter Group   | E-Voting       | 51306595                  | 51305295                         | 100.00   | 51305295                            | 0                                 | 100.00  | 0.00  |
|   | Poll           |                           | 0                                | 0.00   | 0                                   | 0                                 | 0.00  | 0.00  |
|   | Total          |                           | 51305295                         | 100.00   | 51305295                            | 0                                 | 100.00  | 0.00  |
| Public - Institution  | E-Voting       | 10705533                  | 3103253                          | 28.99  | 3103253                             | 0                                 | 100.00  | 0.00  |
|   | Poll           |                           | 0                                | 0.00   | 0                                   | 0                                 | 0.00  | 0.00  |
|   | Total          |                           | 3103253                          | 28.99  | 3103253                             | 0                                 | 100.00  | 0.00  |
| Public - Non Institution  | E-Voting       | 7533721                   | 15882                            | 0.21   | 15881                               | 1                                 | 99.99   | 0.01  |
|   | Poll           |                           | 0                                | 0.00   | 0                                   | 0                                 | 0.00  | 0.00  |
|   | Total          |                           | 15882                            | 0.21   | 15881                               | 1                                 | 99.99   | 0.01  |
| <b>Total</b>  |                | <b>69545849</b>           | <b>54424430</b>                  | <b>78.26</b>   | <b>54424429</b>                     | <b>1</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.




**Uniphos Enterprises Limited**
**AGM DATE: 19TH AUGUST, 2022 (EVEN - 120517)**

2. To declare Dividend on equity shares for the financial year ended 31st March, 2022.

| Resolution required : (Ordinary / Special)                                |                |                           | Ordinary                         |  |                                     |                                   |   |   |
|---|----------------|---------------------------|----------------------------------|--|-------------------------------------|-----------------------------------|---|---|
| Whether promoter/promoter group are interested in the agenda/resolution ? |                |                           | No                               |  |                                     |                                   |   |   |
| Category  | Mode of Voting | No. of shares held<br>(1) | No. of valid votes polled<br>(2) | % of valid Votes Polled on outstanding shares<br>(3)=[(2) / (1)]*100 | No. of valid Votes in favour<br>(4) | No. of valid Votes against<br>(5) | % of valid Votes in favour on votes polled<br>(6)=[(4) / (2)]*100 | % of valid Votes against on votes polled<br>(7)=[(5) / (2)]*100 |
| Promoter and Promoter Group   | E-Voting       | 51306595                  | 51305295                         | 100.00   | 51305295                            | 0                                 | 100.00  | 0.00  |
|   | Poll           |                           | 0                                | 0.00   | 0                                   | 0                                 | 0.00  | 0.00  |
|   | Total          |                           | 51305295                         | 100.00   | 51305295                            | 0                                 | 100.00  | 0.00  |
| Public - Institution  | E-Voting       | 10705533                  | 3103253                          | 28.99  | 3103253                             | 0                                 | 100.00  | 0.00  |
|   | Poll           |                           | 0                                | 0.00   | 0                                   | 0                                 | 0.00  | 0.00  |
|   | Total          |                           | 3103253                          | 28.99  | 3103253                             | 0                                 | 100.00  | 0.00  |
| Public - Non Institution  | E-Voting       | 7533721                   | 15882                            | 0.21   | 15880                               | 2                                 | 99.99   | 0.01  |
|   | Poll           |                           | 0                                | 0.00   | 0                                   | 0                                 | 0.00  | 0.00  |
|   | Total          |                           | 15882                            | 0.21   | 15880                               | 2                                 | 99.99   | 0.01  |
| <b>Total</b>  |                | <b>69545849</b>           | <b>54424430</b>                  | <b>78.26</b>   | <b>54424428</b>                     | <b>2</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.

3. 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<br>(1) | No. of valid votes polled<br>(2) | % of valid Votes Polled on outstanding shares<br>(3)=[(2) / (1)]*100 | No. of valid Votes in favour<br>(4) | No. of valid Votes against<br>(5) | % of valid Votes in favour on votes polled<br>(6)=[(4) / (2)]*100 | % of valid Votes against on votes polled<br>(7)=[(5) / (2)]*100 |
| Promoter and Promoter Group   | E-Voting       | 51306595                  | 51305295                         | 100.00   | 51305295                            | 0                                 | 100.00  | 0.00  |
|   | Poll           |                           | 0                                | 0.00   | 0                                   | 0                                 | 0.00  | 0.00  |
|   | Total          |                           | 51305295                         | 100.00   | 51305295                            | 0                                 | 100.00  | 0.00  |
| Public - Institution  | E-Voting       | 10705533                  | 3103253                          | 28.99  | 3103253                             | 0                                 | 100.00  | 0.00  |
|   | Poll           |                           | 0                                | 0.00   | 0                                   | 0                                 | 0.00  | 0.00  |
|   | Total          |                           | 3103253                          | 28.99  | 3103253                             | 0                                 | 100.00  | 0.00  |
| Public - Non Institution  | E-Voting       | 7533721                   | 15369                            | 0.20   | 15296                               | 73                                | 99.53   | 0.47  |
|   | Poll           |                           | 0                                | 0.00   | 0                                   | 0                                 | 0.00  | 0.00  |
|   | Total          |                           | 15369                            | 0.20   | 15296                               | 73                                | 99.53   | 0.47  |
| <b>Total</b>  |                | <b>69545849</b>           | <b>54423917</b>                  | <b>78.26</b>   | <b>54423844</b>                     | <b>73</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.





## Uniphos Enterprises Limited

AGM DATE: 19TH AUGUST, 2022 (EVEN - 120517)

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

| Resolution required : (Ordinary / Special)                                |                |                           | Ordinary                         |  |                                     |                                   |   |   |
|---|----------------|---------------------------|----------------------------------|--|-------------------------------------|-----------------------------------|---|---|
| Whether promoter/promoter group are interested in the agenda/resolution ? |                |                           | No                               |  |                                     |                                   |   |   |
| Category  | Mode of Voting | No. of shares held<br>(1) | No. of valid votes polled<br>(2) | % of valid Votes Polled on outstanding shares<br>(3)=[(2) / (1)]*100 | No. of valid Votes in favour<br>(4) | No. of valid Votes against<br>(5) | % of valid Votes in favour on votes polled<br>(6)=[(4) / (2)]*100 | % of valid Votes against on votes polled<br>(7)=[(5) / (2)]*100 |
| Promoter and Promoter Group   | E-Voting       | 51306595                  | 51305295                         | 100.00   | 51305295                            | 0                                 | 100.00  | 0.00  |
|   | Poll           |                           | 0                                | 0.00   | 0                                   | 0                                 | 0.00  | 0.00  |
|   | Total          |                           | 51305295                         | 100.00   | 51305295                            | 0                                 | 100.00  | 0.00  |
| Public - Institution  | E-Voting       | 10705533                  | 3103253                          | 28.99  | 3103253                             | 0                                 | 100.00  | 0.00  |
|   | Poll           |                           | 0                                | 0.00   | 0                                   | 0                                 | 0.00  | 0.00  |
|   | Total          |                           | 3103253                          | 28.99  | 3103253                             | 0                                 | 100.00  | 0.00  |
| Public - Non Institution  | E-Voting       | 7533721                   | 15369                            | 0.20   | 15368                               | 1                                 | 99.99   | 0.01  |
|   | Poll           |                           | 0                                | 0.00   | 0                                   | 0                                 | 0.00  | 0.00  |
|   | Total          |                           | 15369                            | 0.20   | 15368                               | 1                                 | 99.99   | 0.01  |
| <b>Total</b>  |                | <b>69545849</b>           | <b>54423917</b>                  | <b>78.26</b>   | <b>54423916</b>                     | <b>1</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.



**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. Arun Ashar  
Chairman  
Uniphos Enterprises Limited

Dear Sir,

1. I, Bhaskar Upadhyay, Partner, N L Bhatia and Associates, Practicing Company Secretaries (Membership No. FCS 8663/ C. P. No. 9625), have been appointed as the Scrutinizer, by the Board of Directors of Uniphos Enterprises Limited ('the Company') for the purpose of scrutinizing the remote e-Voting and voting through electronic voting system during the Annual General Meeting ('AGM') 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 read with amendments made thereto on the businesses contained in the Notice of the 53<sup>rd</sup> AGM of the Members of the Company, held on Friday, August 19, 2022 through Video Conferencing / Other Audio visual means ('VC facility').
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 53<sup>rd</sup> 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 to ensure that the voting process both through remote e-voting and by e-voting during the AGM are conducted in a fair and transparent manner and 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](http://www.evoting.nsdl.com). The Company had uploaded all the items of businesses to be transacted on the website of the Company ([www.uelonline.com](http://www.uelonline.com)) and also on the website of NSDL ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)) to facilitate the Members to cast their votes through remote e-voting and e-voting during the AGM. Only those members who were present at the AGM through VC



facility and who had not voted through remote e-voting were allowed to cast their votes through e-voting system 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 Wednesday, July 27, 2022 in Financial Express (English) and Western Times in vernacular Language (Gujarati-Ahmedabad) 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. Friday, August 12, 2022 were entitled to vote on the businesses (item nos. 1 to 4) as set out in the Notice of the 53<sup>rd</sup> AGM.
- 3.5. It was announced at the 53<sup>rd</sup> AGM, held on Friday, August 19, 2022 held through VC facility that, the Members who have not exercised their votes through remote e-Voting may, if they wish to, can exercise their votes through electronic voting system being provided during the AGM.
- 3.6. The remote e-Voting **commenced on Tuesday, August 16, 2022 (9.00 a.m. IST)** and **ended on Thursday, August 18, 2022 (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 e-voting during 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](http://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 Friday, August 12, 2022, cut-off date for e-voting, was 6,95,45,849 equity shares of Rs. 2/- each.
- 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:**

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

- (i)
- Voted in favour of the resolution:

| Number of Members voted electronically | Number of votes cast | % of total number of valid votes cast |
|--|----------------------|---------------------------------------|
| 62                                     | 54424429             | 100.00*                               |

\* Rounded off

- (ii)
- Voted against the resolution:

| Number of Members voted electronically | Number of votes cast | % of total number of valid votes cast |
|--|----------------------|---------------------------------------|
| 1                                      | 1                    | 0.00                                  |

**Item No. 2 - As an Ordinary Resolution:**

2. To declare dividend on equity shares for the financial year ended 31st March, 2022.

- (i)
- Voted in favour of the resolution:

| Number of Members voted electronically | Number of votes cast | % of total number of valid votes cast |
|--|----------------------|---------------------------------------|
| 61                                     | 54424428             | 100.00*                               |

\* Rounded off

- (ii)
- Voted against the resolution:

| Number of Members voted electronically | Number of votes cast | % of total number of valid votes cast |
|--|----------------------|---------------------------------------|
| 2                                      | 2                    | 0.00                                  |

**Item No. 3 - As an Ordinary Resolution:**

3. 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 | % of total number of valid votes cast |
|--|----------------------|---------------------------------------|
| 60                                     | 54423844             | 99.9998                               |

\* Rounded off

(ii) Voted against the resolution:

| Number of Members voted electronically | Number of votes cast | % of total number of valid votes cast |
|--|----------------------|---------------------------------------|
| 2                                      | 73                   | 0.0001                                |

**Item No. 4 - As an Ordinary Resolution.****4. To re-appoint the statutory auditors of the Company for a second term of five years and fix their remuneration:**(i) Voted in favour of the resolution:


| Number of Members voted electronically | Number of votes cast | % of total number of valid votes cast |
|--|----------------------|---------------------------------------|
| 61                                     | 54423916             | 100.00*                               |

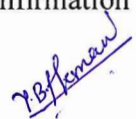
\* Rounded off

(ii) Voted against the resolution:

| Number of Members voted electronically | Number of votes cast | % of total number of valid votes cast |
|--|----------------------|---------------------------------------|
| 1                                      | 1                    | 0.00                                  |

The votes cast were unblocked on Friday, August 19, 2022, after the conclusion of the AGM and was witnessed by two witnesses, Ms. Hetal Gajra and Ms. Yesha Hemani, who are not in the employment of the Company. They have signed below in confirmation of the same.

  
 \_\_\_\_\_  
 Hetal Gajra

  
 \_\_\_\_\_  
 Yesha Hemani

In view of the above scrutiny, I hereby certify that all the above Resolutions have been passed with requisite majority on Friday, August 19, 2022.





All the electronic data and relevant records of e-voting will remain in my custody until the Chairman of the Company considers, approves and signs the minutes of the 53<sup>rd</sup> AGM and the same shall be handed over thereafter to the Chairman / Company Secretary of the Company for safe keeping.

Thanking you,

Date: August 19, 2022  
Place: Mumbai

**For N. L. Bhatia & Associates**  
Practicing Company Secretaries  
UIN: P1996MH055800  
UDIN: F008663D000817064



Bhaskar Upadhyay  
Partner  
FCS: 8663  
CP. No. 9625  
P.R No.: 700/2020

Countersigned

Mr. K. M. Thacker  
Company Secretary  
(ACS-6843)

Date: August 19, 2022  
Place: Mumbai