



Uniphos Enterprises Limited

CIN: L24219GJ1969PLC001588

15th March, 2022

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>
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Sir/Madam,

SUB.: MINUTES OF EXTRAORDINARY GENERAL MEETING

We are enclosing here with the certified true copy of the minutes of the Extraordinary General Meeting of the Company which was held on 7th March, 2022 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 EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF UNIPHOS ENTERPRISES LIMITED (“EGM”/ “MEETING”) HELD THROUGH VIDEO CONFERENCING/ OTHER AUDIO VISUAL MEANS, ON MONDAY, 7TH MARCH, 2022. 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 2.30 P.M. (IST)

THE DATE OF ENTRY OF THE MINUTES IN THE MINUTES BOOK:
14TH MARCH, 2022.

Members of the Board of Directors present:

MR. ARUN C. ASHAR	Chairman
MR. PRADEEP GOYAL (through Video Conference)	Independent Director Also, as the chairman of the Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee of the Company.
MRS. SWATI MAYEKAR (through Video Conference)	Independent Director Also, as the member of the Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Risk Management Committee of the Company.
<u>In Presence</u>	
MR. K. M. THACKER	Company Secretary
<u>By Invitation</u>	
MR. BIPIN P. CHHEDA	Chief Financial Officer

1. Mr. Bhaskar Upadhyay, partner of M/s. N. L. Bhatia & Associates, Practicing Company Secretaries, Secretarial Auditors of the Company was also present at the meeting.
2. Thirty-eight Members joined the EGM through Video Conferencing (including two Corporate Members represented by their authorized representatives).
3. Mr. Arun C. Ashar, Chairman of the meeting occupied the Chair.

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CERTIFIED TRUE COPY.

For UNIPHOS ENTERPRISES LIMITED



Company Secretary

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 three Directors were present and three Directors, viz., Mr. R. D. Shroff, Mrs. S. R. Shroff and Mr. J. R. Shroff, could not join the meeting due to other business engagements.
6. The Chairman welcomed all his colleagues who were present and had joined the EGM from the Board Room and other Directors and shareholders of the Company who had joined the EGM 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 EGM 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 EGM / to participate in the EGM through VC / OAVM and 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 EGM through VC / OAVM.
9. The Chairman informed that the Board of Directors had appointed Mr. Bhaskar Upadhyay, partner of M/s. N. L. Bhatia & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the remote e-voting and e-voting at EGM in a fair and transparent manner. The Chairman also confirmed that the scrutinizer was also present at the EGM and authorized him to oversee the e-voting process once the e-voting lines open.
10. The Chairman requested the members of the Board who had joined the EGM through Video Conference to introduce themselves. Thereupon, two 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 EGM and with the consent of the Members present, the Notice convening the meeting as circulated to all the members in compliance with the relevant circulars of MCA was taken as read.

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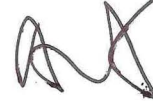


13. The Chairman informed that since the EGM was conducted through VC/OAVM, the requirement for appointment of proxy and its related compliances were not applicable.
14. The Chairman welcomed the members and briefed the members that this meeting was convened to consider and if thought fit to approve, the special resolutions for according the consent of the members of the Company-
 - (i) 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.
 - (ii) To give loans, inter corporate deposits, give guarantees in connection with loans made by any person or body corporate and acquire by way of subscription, purchase or otherwise the securities of any other body corporate in excess of the limits prescribed in Section 186 of the Companies Act 2013.
15. Thereafter, the members who had registered as speakers were invited to seek any clarifications on the Agenda items as set out in the Notice of the EGM.
16. Mr. K. M. Thacker, the Company Secretary of the Company informed the members that there were in all two Special Resolutions proposed to be passed in the EGM and the same were forming part of the Notice of the EGM. He then informed the members that 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 EGM, he further provided a brief of the resolutions.
17. Thereafter, the Chairman informed that the e-voting lines were open for e-voting at the EGM for those shareholders who were participating in the EGM 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 EGM.
18. The Chairman informed that the combined results of e-voting through remote e-voting and e-voting at the EGM showing number of votes polled in favour and against all the resolutions will be declared within two working days of the conclusion of the EGM and authorized the Company Secretary to disseminate the same to the Stock Exchanges and also be placed on the website of the National Securities Depository Limited and the Company.

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19. Finally, the Chairman declared the meeting as concluded and thanked all the stakeholders for attending the meeting.
20. Thereafter, Mr. Pradeep Goyal, Independent Director of the Company proposed a vote of thanks to the Chair.
21. The meeting concluded at 2.30 p.m. (IST)
22. The results of the e-voting, as per attached Annexure forming part of this minutes, was declared on 7th March, 2022 based on the report of the scrutinizer dated 7th March, 2022. Both the special resolutions were passed with requisite majority.

Confirmed,
14th March, 2022



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ANNEXURE TO THE MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF UNIPHOS ENTERPRISES LIMITED HELD THROUGH OTHER AUDIO VISUAL MEANS, ON MONDAY, 7TH MARCH, 2022 AT 2.00 P.M. (IST).

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

Resolution No.: 1 – Special Resolution

“**RESOLVED THAT** pursuant to the provisions of Section 4 and 13 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014, and any other applicable provisions, including any statutory modifications, amendment or re-enactments thereto, and the rules and regulations made thereunder (collectively “the Act”), and subject to the approval of statutory or regulatory authority, if required, the approval of members of the Company, be and is hereby accorded 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 as mentioned below:

6. *To carry on the business of manufacturing, processing, packing, dealing and distribution of all kinds of agricultural inputs and products such as agricultural implements, agrochemicals, packing materials, cotton ginning, pressing and other processes.*
7. *To purchase, sell, cultivate, plant, refine, purify, process, research, manufacture and to make marketable, whether on account of the Company or otherwise on job work, any agricultural inputs, seeds, seeds*oil, fresh fruits, vegetables, flowers, food grains, commercial crops and any other agricultural produce and to act as importers, exporters and/ or distributors thereof.*
8. *To act as stockists, commission agents, representatives Exporters selling and purchasing agents, importers, distributors of all kinds of Agro products including tobacco, cotton, groundnuts, turmeric, chillies, paddy, sugarcane and other agricultural products.*
9. *To import, export, buy, sell and deal in and with, whether, as Principals, agents, brokers, or otherwise, substance and articles of every or any description, and to carry on all or any of the business of importers, exporters, manufacturers, contractors, buying and selling agents, wholesale and retail dealers in all and every kind of produce, substance, goods, machineries, machinery parts, mill stores, materials and merchandise, minerals and articles from in and to all parts of the world.*
10. *To acquire, construct, conduct, establish, own, develop, operate, take on lease, grant on lease, run and manage and to carry on the business of running holiday resorts, hotels , motels, holiday camps, road houses, rest houses, guest houses, retreats, cottages, time-share resorts, country clubs, casinos, villas, chalets, tourist bungalows, summer houses, castles, inns, restaurants, kiosks, outlets, cafes, taverns, refreshment rooms, retreats, health care clinics, health spas, health rejuvenation hospitals and all other types of accommodations of all descriptions, both across the country and*

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abroad and to carry on similar or connected activities with all facilities and providing all services including creation of infrastructure related to it to purchase and develop land for visitors, guests or customers to construct eco-friendly buildings, to lease the land to visitors, customers or guests to build pools, spas, cottages, transportation services for visitors and other facilities on their own or on contract basis.

11. To carry on the business as operators, organizers and managers of amusement parks, of all kinds of entertainments, sports, recreations, indoor and outdoor amusements, including but not limited to amusement arcades, sideshows and games, competitions, tournaments, concerts, cinema and television performance, stage and variety shows, dancing, skating, aquatic and equestrian events, and pyrotechnic, aerial and other displays and to enter into agreements with, grant lease and licences to, and engage and employ showmen, artists, entertainers, performers, sportsmen and other persons for the purpose.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee thereof, which may exercise its powers, including the powers, conferred by this resolution) be and is hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of 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	100.0000	51306595	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Total	51306595	51306595	100.0000	51306595	0	100.0000	0.0000
Public-Institutions	E-Voting	10705654	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Total	10705654	0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting	7533600	3203	0.0425	3012	191	94.0368	5.9632
	Poll		750	0.0100	750	0	100.0000	0.0000
	Total	7533600	3953	0.0525	3762	191	95.1682	4.8318
Total		69545849	51310548	73.7795	51310357	191	99.9996	0.0004

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

Resolution No.: 2 – 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:

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conditions as it may deem expedient to any person or other bodies corporate;

(b) 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

(c) 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 Rupees 1000 crore, (Rupees One Thousand 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 maybe, be restored to the original sanctioned limit of Rupees 1000 crore, (Rupees One Thousand 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 votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of 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	100.0000	51306595	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Total	51306595	51306595	100.0000	51306595	0	100.0000	0.0000
Public- Institutions	E-Voting	10705654	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Total	10705654	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	7538600	3203	0.0425	3012	191	94.0368	5.9632
	Poll		750	0.0100	750	0	100.0000	0.0000
	Total	7538600	3953	0.0525	3762	191	95.1682	4.8318
Total		69545849	51310548	73.7795	51310357	191	99.9996	0.0004

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


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