



Uniphos Enterprises Limited

CIN: L24219GJ1969PLC001588

14th August, 2021

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

Sub.: Disclosure of Voting Results of the 52nd Annual General Meeting of Uniphos Enterprises Limited held on 13th August, 2021, pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further to the gist of proceedings of the 52nd Annual General Meeting submitted to you vide our letter dated 13th August, 2021, 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 52nd Annual General Meeting of the Company.

The combined results, of the remote e-voting and e-voting at the 52nd Annual General Meeting provided by National Securities Depository Limited, bearing page nos. 1 to 3 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: 13TH AUGUST, 2021 (EVEN - 116374)

2. To declare Dividend on equity shares for the financial year ended 31st March, 2021.

Resolution required : (Ordinary / Special)										
Whether promoter/promoter group are interested in the agenda/resolution ?										
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	Ordinary	
									No	Yes
Promoter and Promoter Group	E-Voting		51306595	100.00	51306595	0	100.00	0.00	0.00	
	Poll	51306595	0	0.00	0	0	0.00	0.00	0.00	
	Total		51306595	100.00	51306595	0	100.00	0.00	0.00	
Public-Institutions	E-Voting		2626020	24.48	2626020	0	100.00	0.00	0.00	
	Poll	10728991	0	0.00	0	0	0.00	0.00	0.00	
	Total		2626020	24.48	2626020	0	100.00	0.00	0.00	
Public-Non Institutions	E-Voting		9151	0.12	9122	29	99.68	0.32	0.00	
	Poll	7510263	0	0.00	0	0	0.00	0.00	0.00	
	Total		9151	0.12	9122	29	99.68	0.32	0.00	
Total			53941766	77.56	53941737	29	100.00	0.00	0.00	

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



Uniphos Enterprises Limited

AGM DATE: 13TH AUGUST, 2021 (EVEN - 116374)

3. To appoint a Director in place of Mrs. Sandra Rajnikant Shroff (DIN: 00189012), Non-Executive Vice Chairperson, who retires by rotation and being eligible, offers herself for re-appointment.

Resolution required : (Ordinary / Special)										
Whether promoter/promoter group are interested in the agenda/resolution ?										
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	Special	
									No	Yes
Promoter and Promoter Group	E-Voting		51306595	100.00	51306595	0	100.00	0.00	0.00	
	Poll	51306595	0	0.00	0	0	0.00	0.00	0.00	
	Total		51306595	100.00	51306595	0	100.00	0.00	0.00	
Public-Institutions	E-Voting		2626020	24.48	2626020	0	100.00	0.00	0.00	
	Poll	10728991	0	0.00	0	0	0.00	0.00	0.00	
	Total		2626020	24.48	2626020	0	100.00	0.00	0.00	
Public-Non Institutions	E-Voting		9151	0.12	9072	79	99.14	0.86	0.00	
	Poll	7510263	0	0.00	0	0	0.00	0.00	0.00	
	Total		9151	0.12	9072	79	99.14	0.86	0.00	
Total			53941766	77.56	53941687	79	100.00	0.00	0.00	

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





Uniphos Enterprises Limited

AGM DATE: 13TH AUGUST, 2021 (EVEN - 116374)

Date of the AGM/EGM	13th August, 2021
Total number of shareholders on cut-off date i.e. August 6, 2021	12821
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 :	54

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, 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.

Category	Mode of Voting	No. of shares held (1)	Resolution required : (Ordinary / Special)		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
			Ordinary	Special						
Promoter and Promoter Group	E-Voting		51306595	No	51306595	100.00	51306595	0	100.00	0.00
	Poll	51306595		0	0	0.00	0	0	0.00	0.00
	Total		51306595		51306595	100.00	51306595	0	100.00	0.00
Public-Institutions	E-Voting				2626020	24.48	2626020	0	100.00	0.00
	Poll	10728991		0	0	0.00	0	0	0.00	0.00
	Total				2626020	24.48	2626020	0	100.00	0.00
Public-Non Institutions	E-Voting				9339	0.12	9310	29	99.69	0.31
	Poll	7510263		0	0	0.00	0	0	0.00	0.00
	Total				9339	0.12	9310	29	99.69	0.31
Total			69545849		53941954	77.56	53941925	29	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: 13TH AUGUST, 2021 (EVEN - 116374)

4. 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.

Category	Mode of Voting	No. of shares held (1)	Resolution required : (Ordinary / Special)		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
			No	Special						
Promoter and Promoter Group	E-Voting				51306595	100.00	51306595	0	100.00	0.00
	Poll	51306595			0	0.00	0	0	0.00	0.00
	Total				51306595	100.00	51306595	0	100.00	0.00
Public-Institutions	E-Voting				2626020	24.48	0	2626020	0.00	100.00
	Poll	10728991			0	0.00	0	0	0.00	0.00
	Total				2626020	24.48	0	2626020	0.00	100.00
Public-Non Institutions	E-Voting				9151	0.12	8798	353	96.14	3.86
	Poll	7510263			0	0.00	0	0	0.00	0.00
	Total				9151	0.12	8798	353	96.14	3.86
Total		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.



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

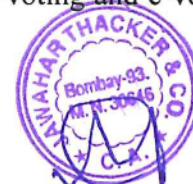
CONSOLIDATED SCRUTINIZER'S REPORT

*[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 52nd AGM of the Members of the Company, held on **Friday, August 13, 2021** 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 52nd 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 businesses to be transacted on the website of the Company and also on the website of NSDL, to facilitate the 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, July 17, 2021 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., Friday, August 06, 2021 were entitled to vote on four Ordinary/Special Resolutions as set out at item nos. 1 to 4 in the Notice of the 52nd AGM.
- 3.5.The Chairman at the 52nd AGM, held on Friday, August 13, 2021 through 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 Tuesday, August 10, 2021 (9.00 a.m. IST) and ended on Thursday, August 12, 2021 (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 Friday, August 06, 2021 cut-off date for evoting 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:



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

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, 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:

(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
62	53941925	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
2	29	0.00

(iii) **Invalid** votes

There are no invalid Votes

Item No. 2 - as an Ordinary Resolution:

To declare Dividend on equity shares for the financial year ended 31st March, 2021.

(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
61	53941737	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
2	29	0.00

(iii) **Invalid** votes

There are no invalid Votes



Item No. 3 - as a Special Resolution:

To appoint a Director in place of Mrs. Sandra Rajnikant Shroff (DIN: 00189012), Non-Executive Vice Chairperson, who retires by rotation and being eligible, offers herself 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
60	53941687	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	79	0.00

(iii) **Invalid** votes

There are no invalid Votes

Item No. 4 - as a Special Resolution:

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:

(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
52	51315393	95.13

(ii) Voted against the resolution:

Number of Members voted electronically	Number of votes cast by them	% of total number of valid votes cast
11	2626373	4.87



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


(iii) **Invalid votes**

There are no invalid Votes

The votes cast were unblocked on Friday, August 13, 2021 after the conclusion of the AGM and was witnessed by two witnesses, Mr. Krishna Bhoga and Mr. Suresh Sharma, 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 the above Resolutions have been passed with requisite majority on Friday, August 13, 2021.

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 52nd AGM and the same shall be handed over thereafter to the Chairman / Company Secretary of the Company for safe keeping.

Thanking you,

Yours faithfully,

Date: August 13, 2021
Place: Mumbai



Jawahar M. Thacker
Chartered Accountants
Membership No. 030646
UDIN: 21030646-AAAAB5078



Countersigned

for **Uniphos Enterprises Limited**





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

Date: August 13, 2021
Place: Mumbai