



# Uniphos Enterprises Limited

CIN: L24219GJ1969PLC001588

20th September, 2024

<p>The Corporate Relationship Department BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, MUMBAI - 400 001</p> <p><b><u>SCRIP CODE - 500429</u></b></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><b><u>SYMBOL: UNIENTER</u></b></p>
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Sir/Madam,

**SUB.: GIST OF PROCEEDINGS OF THE 55TH ANNUAL GENERAL MEETING OF UNIPHOS ENTERPRISES LIMITED HELD ON 20<sup>TH</sup> SEPTEMBER, 2024**

Further to the Notice dated 13th August, 2024 of the 55th Annual General Meeting (“AGM”) of Uniphos Enterprises Limited (“the Company”) uploaded on 26<sup>th</sup> August, 2024 on the portal of the Stock Exchanges where the equity shares of the Company are listed, this is to inform you that the AGM of the Company was held on Friday, 20th September, 2024 at 2.30 p.m. (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) and all the items of the business as mentioned in the notice dated 13th August, 2024 convening the AGM were transacted thereat.

In this regard, please find here below, pursuant to Regulation 30 of the Securities and Exchanges Board of India (Listing Obligations and Disclosure Requirements), 2015, the gist of proceedings of the AGM of the Company.

Mr. Arun C. Ashar (DIN: 00192088), Chairman and Non-Executive Director chaired the meeting. The requisite quorum being present, the Chairman called the Meeting to order. The Chairman informed that six Directors were present and Mr. J. R. Shroff, Non-Executive Director could not join the meeting due to other business engagements.

Thereafter, the members were, informed that the AGM was convened using audio-visual means in compliance with the applicable circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India. 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.

The Chairman welcomed all his colleagues who were present and had joined the AGM from the Board Room and other Director and shareholders of the Company who had joined the AGM through VC / OAVM. The Chairman also welcomed the newly appointed Independent Directors on the Board of the Company.

The Chairman, thereafter, informed that Mr. Pradeep Goyal and Mrs. Swati Mayekar, Independent Directors of the Company have completed their second consecutive term as Independent Directors and consequently ceased to be independent directors of the Company w.e.f. 19<sup>th</sup> September, 2024. The Board of Directors of the Company places on record its gratitude and appreciation for the valuable contributions, guidance and services rendered by Mr. Pradeep Vedprakash Goyal and Mrs. Swati Sandesh Mayekar during their tenure as Independent Directors of the Company.

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The Chairman confirmed that chairpersons of board committees and representatives of Statutory Auditors and Secretarial Auditors were present at the AGM.

The Chairman thereafter delivered the speech.

The Members were informed that the Notice convening the 55th AGM and the Annual Report along with Reports of the Board of Directors and Auditors thereon for the financial year ended 31<sup>st</sup> March 2024 was circulated electronically to all the members of the Company and with the permission of the members, the same were taken as read. 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.

The Members who had registered as speakers were invited to speak at the AGM and seek any clarifications for the accounts and raise their queries on the agenda items as set out in the aforesaid Notice. Clarifications were provided to the queries raised by the members.

The Chairman informed that Bhaskar Upadhyay, Partner, N. L. Bhatia and Associates, Practicing Company Secretary, (Membership No. FCS 8663/ C. P. No. 9625) was the Scrutinizer appointed by the Board to Scrutinize, the remote e-voting and e-voting at the AGM, process in a fair and transparent manner.

The Chairman thereafter thanked all fellow members of the Board and shareholders for attending the AGM and their words of appreciation and suggestions made by them.

The following items of business, as per the Notice convening the aforesaid AGM were transacted at the AGM:

<b>Resolution No.</b>	<b>Resolutions</b>
<b>Ordinary Business</b>	
1.	<b>Ordinary Resolution-</b> To receive, consider and adopt the audited financial statement of the Company comprising of audited Balance Sheet as at 31st March, 2024, 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.
2.	<b>Ordinary Resolution-</b> To declare Dividend on equity shares for the financial year ended 31 <sup>st</sup> March, 2024.
3.	<b>Special Resolution-</b> To appoint a Director in place of Mr. Arun Chandrasen Ashar (DIN: 00192088) as Chairman and Non-Executive Director, who retires by rotation and being eligible, offers himself for re-appointment.

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4.	<b>Special Resolution-</b> To appoint Mr. Suresh Balasubramaniam (DIN: 00424602) as an Independent Director not liable to retire by rotation, to hold office for a first term of 5 (five) consecutive years with effect from August 13, 2024 upto August 12, 2029 (both days inclusive).
5.	<b>Special Resolution-</b> To appoint Mr. Prasad Vasudev Paranjape (DIN: 00242305) as an Independent Director not liable to retire by rotation, to hold office for a first term of 5 (five) consecutive years with effect from August 13, 2024 upto August 12, 2029 (both days inclusive).
6.	<b>Special Resolution-</b> To appoint Mrs. Meena Deepak Ved (DIN: 07706272) as an Independent Director not liable to retire by rotation, to hold office for a first term of 5 (five) consecutive years with effect from August 13, 2024 upto August 12, 2029 (both days inclusive).
7.	<b>Ordinary Resolution-</b> To authorise renouncing 'rights entitlement' that would arise from investment in equity shares of UPL Limited in favour of related parties.
8.	<b>Ordinary Resolution-</b> To approve transfer of part of investment held in equity shares of UPL Limited to related parties at market price.

The Chairman informed the Members that combined results of the voting i.e., remote e-voting and e-voting at the AGM and Report of N. L. Bhatia and Associates, Practicing Company Secretaries, Scrutinizer shall be disseminated to the Stock Exchanges and also be placed on the website of the Company and National Securities Depository Limited within two working days of the conclusion of AGM.

The AGM concluded at 3.17 p.m. IST (including time allowed for e-voting at the AGM).

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  
(ICSI Membership No. ACS-6843)