



Uniphos Enterprises Limited

CIN: L24219GJ1969PLC001588

30th August, 2022

<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.: MINUTES OF 53RD ANNUAL GENERAL MEETING

We are enclosing here with the certified true copy of the minutes of the 53rd Annual General Meeting of the Company which was held on 19th August, 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 53RD ANNUAL GENERAL MEETING OF THE MEMBERS OF UNIPHOS ENTERPRISES LIMITED (“AGM”/ “MEETING”) HELD THROUGH VIDEO CONFERENCING/ OTHER AUDIO VISUAL MEANS, ON FRIDAY, 19TH AUGUST, 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 2.45 P.M. (IST)

THE DATE OF ENTRY OF THE MINUTES IN THE MINUTES BOOK:
25TH AUGUST, 2022.

Members of the Board of Directors present:

MR. ARUN C. ASHAR	Non-Executive Chairman Also, as the member of the Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Risk Management Committee of the Company.
MRS. S. R. SHROFF	Non-Executive Vice Chairperson Also, as the member of the Risk Management Committee of the Company.
MR. R. D. SHROFF	Managing Director Also, as the Chairman of the 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. Bhavesh Dhupelia, partner of M/s. B S R & Co. LLP, Chartered Accountants, the Statutory Auditors of the Company and Mr. Bharat Upadhyay, partner of M/s. N. L. Bhatia & Associates, Practicing Company Secretaries, Secretarial Auditors of the Company had joined through Video Conferencing by invitation.
2. Forty-five Members joined the AGM through Video Conferencing (including three Corporate Members represented by their authorized representatives).

**CERTIFIED
TRUE COPY**

CHAIRMAN'S
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3. Mr. Arun C. Ashar, Chairman of the meeting occupied the Chair.
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 five Directors were present and Mr. J. R. Shroff, Non-Executive Director could not join the meeting due to other business engagements.
6. 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 Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")
7. The Chairman informed that due to ongoing Covid-19 pandemic and pre-requisite social distancing measures and as permitted by the Ministry of Corporate Affairs and SEBI vide applicable Circulars, the AGM 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 AGM / to participate in the AGM through VC / OAVM and also 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 AGM through VC / OAVM.
9. The Chairman informed that the Board of Directors had appointed Mr. Bhaskar Upadhyay, Partner M/s. N. L. Bhatia & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the remote e-voting and e-voting at AGM in a fair and transparent manner. The Chairman also confirmed that the scrutinizer was also present at the AGM 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 AGM from the Board Room and through Video Conference to introduce themselves. Thereupon, the 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 electronically for inspection by the shareholders during the continuance of the meeting.
12. Thereafter, the Chairman commenced the formal agenda of the AGM and with the consent of the Members present, the Notice convening the meeting, the Report of Board of Directors along with annexures thereto and the Financial Statements for the financial year ended 31st March, 2022 as circulated to all the members in compliance with the relevant circulars of MCA and SEBI were taken as read.

CHAIRMAN'S
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13. The Chairman informed that as the AGM was conducted through VC / OAVM, the requirement for appointment of proxy and its related compliances were not applicable.
14. The Chairman informed the members that 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.
15. The Chairman welcomed the members and read the speech.
16. Mr. K. M. Thacker, the Company Secretary of the Company informed the members that there were in all four Ordinary Resolutions proposed to be passed in the AGM and same were forming part of the Notice of the AGM. 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 AGM, he further provided a brief of the resolutions.
17. Thereafter, the members who had registered as speakers were invited to speak at the meeting on the Agenda items as set out in the Notice of the AGM or seek any clarifications for the accounts. There were four members who spoke at the AGM and asked the questions. Clarifications were provided to the queries raised by the members.
18. Thereafter, the Chairman informed that the e-voting lines were open for e-voting at the AGM for those shareholders who were participating in the AGM 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 AGM.
19. The Chairman informed that the combined results of e-voting through remote e-voting and e-voting at the AGM showing number of votes polled in favour and against all the resolutions will be declared within two working days of the conclusion of the AGM and authorized the Company Secretary to disseminate the same to the Stock Exchanges where the equity shares of the Company are listed and also be placed on the website of the NSDL and the Company.
20. Finally, the Chairman declared the meeting as concluded and thanked all the stakeholders for attending the meeting and for their words of appreciation and suggestions made by them.
21. Thereafter, Mr. Pradeep Goyal, Independent Director of the Company proposed a vote of thanks to the Chair.
22. The meeting concluded at 2.45 p.m. IST (including time allowed for e-voting at the AGM).

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23. The results of the e-voting, as per attached Annexure forming part of this minutes, was declared on 19th August, 2022 based on the report of the scrutinizer dated 19th August, 2022. All the four ordinary resolutions were passed with requisite majority.

Confirmed
26th August, 2022


CHAIRMAN

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ANNEXURE TO THE MINUTES OF THE 53RD ANNUAL GENERAL MEETING OF THE MEMBERS OF UNIPHOS ENTERPRISES LIMITED HELD THROUGH OTHER AUDIO VISUAL MEANS, ON FRIDAY, 19TH AUGUST, 2022 AT 2.00 P.M. (IST).

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

Resolution No.: 1 – Ordinary Resolution

“**RESOLVED THAT** 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 as circulated to the members with the notice of the 53rd Annual General Meeting and submitted to this meeting be and are hereby considered and adopted.”

Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of valid Votes Polled on outstanding shares	No. of valid Votes in favour	No. of valid Votes against	% of valid Votes in favour on votes polled	% of valid 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	5130529	5	100.00	51305295	0	100.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		5130529	5	100.00	51305295	0	100.00
Public-Institutions	E-Voting	10705533	3103253	0	28.99	3103253	0	100.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		3103253	0	28.99	3103253	0	100.00
Public-Non Institutions	E-Voting	7533721	15882	0	0.21	15881	1	99.99
	Poll		0	0.00	0	0	0.00	0.00
	Total		15882	0	0.21	15881	1	99.99
Total		69545849	5442443	0	78.26	54424429	1	100.00

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

Resolution No.: 2 – Ordinary Resolution

“**RESOLVED THAT** a dividend at the rate of ₹5.65 (Rupee five and paise sixty-five only) per equity share of face value of ₹2 each fully paid-up of the Company, as recommended by the Board of Directors, be and is hereby declared for the financial year ended 31st March, 2022 and the same be paid out of the profits of the Company for the financial year ended 31st March, 2022.”

Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of valid Votes Polled on outstanding shares	No. of valid Votes in favour	No. of valid Votes against	% of valid Votes in favour on votes polled	% of valid 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	51305295	0	100.00	51305295	0	100.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		51305295	0	100.00	51305295	0	100.00
Public-Institutions	E-Voting	10705533	3103253	0	28.99	3103253	0	100.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		3103253	0	28.99	3103253	0	100.00
Public-Non Institutions	E-Voting	7533721	15882	0	0.21	15880	2	99.99
	Poll		0	0.00	0	0	0.00	0.00
	Total		15882	0	0.21	15880	2	99.99
Total		69545849	54424430	0	78.26	54424428	2	100.00

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

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Resolution No.: 3 – Ordinary Resolution

“**RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time, Mr. Jaidev Rajnikant Shroff (DIN: 00191050), Non-Executive Director, who retires by rotation at this meeting be and is hereby re-appointed as Non-Executive Director of the Company, liable to retire by rotation.”

Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of valid Votes Polled on outstanding shares	No. of valid Votes in favour	No. of valid Votes against	% of valid Votes in favour on votes polled	% of valid 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	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-Institutions	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 Institutions	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
Total		69545849	54423917	78.26	54423844	73	100.00	0.00

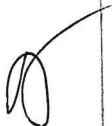
The above Resolution has, therefore been approved by the members of the Company with the requisite majority.

Resolution No.: 4 – Ordinary Resolution

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Audit and Auditors) Rules, 2014, (“the Rules”), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendations of the audit committee and the Board of Directors of the Company, Messrs B S R & Co. LLP, Chartered Accountants, Mumbai having ICAI Firm Registration No.101248W/W-100022, who have offered themselves for re-appointment and have confirmed their eligibility to be re-appointed as Statutory Auditors of the Company, in terms of provisions of Section 141 of the Act, and the Rule 4 of the Rules, be and they are hereby re-appointed as the Statutory Auditors of the Company for a second term of 5 (five) years commencing from the Company’s financial year 2022-23 to hold office from the conclusion of this i.e., 53rd Annual General Meeting of the Company until the conclusion of the 58th Annual General Meeting of the Company to be held in the year 2027, on such remuneration, as recommended by the Audit Committee from time to time and as may be mutually agreed between the Board of Directors of the Company (including its committees thereof) and the Statutory Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company, (including its committees thereof), be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto.”

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Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of valid Votes Polled on outstanding shares	No. of valid Votes in favour	No. of valid Votes against	% of valid Votes in favour on votes polled	% of valid 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	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-Institutions	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 Institutions	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
Total		69545849	54423917	78.26	54423916	1	100.00	0.00

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

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