

**MINUTES OF THE 44<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF UNIPHOS ENTERPRISES LIMITED HELD HOTEL GREEN VIEW HALL, NATIONAL HIGHWAY NO. 8, G.I.D.C., VAPI-396 195, ON FRIDAY, 19TH JULY, 2013 AT 9.15 A.M.**

**DIRECTORS PRESENT**

MR. R. D. SHROFF – CHAIRMAN  
MR. JAI R. SHROFF  
MR. PRADEEP GOYAL

**CERTIFIED TRUE COPY.**

For UNIPHOS ENTERPRISES LIMITED

  
Company Secretary

**IN PRESENCE**

MR. K. M. THACKER - COMPANY SECRETARY

**MEMBERS PRESENT**

- TEN MEMBERS WERE PRESENT IN PERSON
- ONE MEMBER WAS PRESENT AS REPRESENTATIVE OF BODY CORPORATES BELONGING TO PROMOTER GROUP

1. Mr. R. D. Shroff, the Chairman of the meeting occupied the Chair.
2. The Chairman then announced that since the quorum for the meeting was there, and the meeting duly constituted, the formal proceedings of the meeting could commence.
3. The Chairman then introduced the colleagues on the dais.
4. The Register of Director's shareholding maintained pursuant to Section 307 of the Companies Act, 1956, was kept open for inspection by the shareholders during the continuance of the meeting.
5. With the permission of the members, the notice convening the meeting together with explanatory statement annexed to it and the Director's Report having been circulated to the members were taken as read.
6. The Chairman then asked Mr. K. M. Thacker - Company Secretary, to read the Auditor's Report. Thereupon the Company Secretary read the Auditor's Report and the Annexure to the Auditor's Report being taken as read with the permission of the shareholders.
7. The Chairman welcomed the members and read his statement, which has been circulated to the Shareholders earlier. The highlights of the Chairman's statement were as under:
  - During the year the Company traded in chemicals of Propionic Acid and Hydrazine Hydrate totaling to Rs. 110.76 lacs.
  - The total revenue from operations was ₹110.76 lacs during the year. The other income was ₹223.86 lacs during the year under review as against ₹1020.86 lacs in the previous year. The loss during the year under review was ₹1018.47 lacs as compared to profit, after taxation, of ₹118.68 lacs during the previous year.
  - Your Company continues to look at new opportunities of trading in chemicals in India and abroad.

CHAIRMAN'S  
INITIAL



8. The Chairman, then moved the first resolution, as an ordinary resolution, for considering and adopting the annual accounts of the Company for the year ended 31<sup>st</sup> March, 2013 as follows -

**“RESOLVED THAT** the audited Balance Sheet as at 31<sup>st</sup> March, 2013 and the Profit and Loss Account for the year 31<sup>st</sup> March, 2013 together with the Directors' Report and Auditors' Report thereon, be and the same are hereby received and adopted.”

Mr. Rohinton Battiwala, a shareholder, seconded this resolution.

Before putting the resolution to vote, the Chairman invited the members for their comments and to seek any clarifications on accounts. Thereafter, the Mr. Rohinton Battiwala, a shareholder spoke at the meeting. He wanted to know the present status of Rights Issue.

The Chairman of the Audit Committee, Mr. Pradeep Goyal alongwith the Chairman of the Meeting, Mr. A. C. Ashar suitability answered the question raised by the shareholder.

Thereafter, the resolution was put to vote and it was carried unanimously by show of hands.

9. The Chairman, then moved the second resolution, as an ordinary resolution for re-appointment of Mrs. Swati S. Mayekar, who retires by rotation and is eligible for re-appointment as follows -

**“RESOLVED THAT** Mrs. Swati S. Mayekar who retires by rotation and is eligible for re-appointment be and is hereby appointed as a Director of the Company.”

Mr. Sudhir Mehta, a shareholder, seconded this resolution.

Thereafter, the resolution was put to vote and it was carried unanimously by show of hands.

10. The Chairman, then moved the third resolution, as an ordinary resolution for appointment of Statutory Auditors as follows -

**“RESOLVED THAT** retiring Auditors Messrs. S. V. Ghatalia & Associates LLP, Chartered Accountants, be and are hereby appointed as Auditors of the Company from the conclusion of this meeting to the conclusion of the next Annual General Meeting of the Company at remuneration to be decided by the Board of Directors.”

Mr. M. B. Trivedi, a shareholder, seconded this resolution.

Thereafter, the resolution was put to vote and it was carried unanimously by show of hands.

11. There being no other business the meeting terminated with a vote of thanks to the Chair.

Confirmed,  
August 7, 2013.

  
CHAIRMAN