


**Uniphos Enterprises Limited**
**CIN : L24219GJ1369PLC001588**

Share Dept. : 8, Shri Krishna Commercial Centre, Ground Floor, Opp. Raheja Solitaire,  
6, Udyog Nagar, Off. S. V. Road, Goregaon (W), Mumbai - 400 062.  
Phone : 2872 4862, 2875 5486 Fax : 2875 3485

Regd. Off. : 11, GIDC, Vapi - 396 195 (Guj.) Tel. : (0260) 2400717, 2401718 - 19

Corporate Off. : Uniphos House, Madhu Park, 11th Road, Khar (W),  
Mumbai - 400 052. Phone : 2646 8000 Fax : 2604 1010

**Details of Voting Results**  
**(As per Clause 35A of the Equity Listing Agreement)**

<b>Date of the 45<sup>th</sup> Annual General Meeting :</b>	<b>26<sup>th</sup> September, 2014</b>
<b>Total number of shareholders on record date:</b>	<b>14072</b>
<b>No. of shareholders present in the meeting either in person or through proxy*: (*Based on shareholders registering attendance)</b>	
<b>Promoters and Promoter Group:</b>	<b>1</b>
<b>Public :</b>	<b>33</b>
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
<b>Promoters and Promoter Group:</b>	Not arranged
<b>Public:</b>	Not arranged

The modes of voting for all the resolutions were:

1. E-voting through e-voting services provided by National Securities Depository Limited conducted between 20<sup>th</sup> September, 2014 to 22<sup>nd</sup> September, 2014.
2. Physical voting conducted at the 45<sup>th</sup> Annual General Meeting.

The resolution wise combined results of the voting i.e. e-voting through e-voting services provided by National Securities Depository Limited and physical voting at the 45<sup>th</sup> Annual General Meeting is attached herewith bearing page nos. 1 to 4.

The symbol # is used in the result, which denotes the voting rights of Members in proportion to their shares of the paid up equity share capital of the Company as on August 22, 2014.

for Uniphos Enterprises Limited

**K. M. Thacker**  
**Company Secretary**

**JAWAHAR M. THACKER & CO.**  
CHARTERED ACCOUNTANTS

F-305, Manish Park, R. J. Road,  
Pump House, Andheri (East),  
Mumbai - 400 093.  
Phone : 2832 93 58

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

To,  
The Chairman,  
Uniphos Enterprises Limited  
11, G.I.D.C, Vapi,  
Gujarat - 396 195.

Dear Sir,

### REPORT OF SCRUTINIZER

I, Jawahar M. Thacker, Chartered Accountants (Membership No. 30646) has been appointed as the Scrutinizer vide resolution passed by the Board of Directors of Uniphos Enterprises Limited at its meeting held on 25<sup>th</sup> April, 2014 for the purpose of scrutinizing the votes by the Members of the Company by electronic means through the e-voting services provided by National Securities Depository Limited and physical votes at the 45<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of Uniphos Enterprises Limited held on 26<sup>th</sup> September, 2014 at the Registered Office of the Company at 11, G.I.D.C., Vapi, Dist. Valsad, Gujarat, Pin- 396 195 in respect of all resolutions set forth in the Notice.

I submit my report as under:

1. I reviewed the e-voting process and downloaded the e-votes voted through e-voting services provided by National Securities Depository Limited in the presence of two witnesses not in the employment of the Company.
2. After the time fixed for closing of the physical voting at the 45<sup>th</sup> AGM by the Chairman, one ballot box kept for physical voting was locked in my presence with due identification marks placed by me.
3. The locked ballot box was subsequently opened in my presence and two witnesses not in the employment of the Company and Assent / Dissent Forms were diligently scrutinized. The Assent / Dissent Forms were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
4. I did not find any Assent / Dissent Forms invalid.
5. The combined results of the voting i.e. e-voting through e-voting services provided by National Securities Depository Limited and physical voting at the 45<sup>th</sup> AGM is attached herewith bearing page nos. 1 to 4.
6. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR" and "AGAINST" for each resolution is enclosed.
7. The Assent / Dissent Forms and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

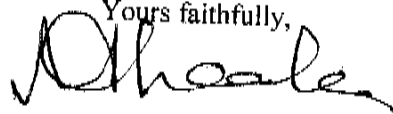
Thanking you,

**CERTIFIED TRUE COPY.**

**For UNIPHOS ENTERPRISES LIMITED**

  
**Company Secretary**

Yours faithfully,



**JAWAHAR M. THACKER**  
Chartered Accountants  
Membership No. 30646

Place: Vapi  
Date: 26/09/2014



**Uniphos Enterprises Limited**  
AGM DATE: 26th SEPTEMBER, 2014

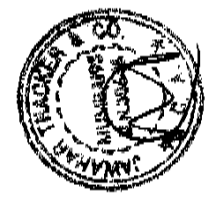
Detail of the Agenda

Promoter/Public	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
<b>ORDINARY RESOLUTION</b>							
Resolution No.: 1 - Adoption of Financial Statements for the financial year ended 31st March, 2014.							
Mode of Voting : (E-voting)							
Promoter and Promoter Group	46022121	46022121	100.00	46022121		100.00	0.00
Public - Institutional holders							
Public - Others	2853	2853	100.00	2798	55	98.07	1.93
<b>Total (A)</b>	46024974	46024974	100.00	46024919	55	100.00	0.00
Mode of Voting : (Poll)							
Promoter and Promoter Group							
Public - Institutional holders							
Public - Others	31070	31070	100.00	31070	0	100.00	0.00
<b>Total (B)</b>	31070	31070	100.00	31070	0	100.00	0.00
<b>Result (A+B)</b>	46056044	46056044	100.00	46055989	55	100.00	0.00
<b>ORDINARY RESOLUTION</b>							
Resolution No.: 2 - Re-appointment of Mr. Jaidev Rajkankant Shroff (DIN: 60191050), who retires by rotation.							
Mode of Voting : (E-voting)							
Promoter and Promoter Group	46022121	46022121	100.00	46022121		100.00	0.00
Public - Institutional holders							
Public - Others	2853	2853	100.00	2798	55	98.07	1.93
<b>Total (A)</b>	46024974	46024974	100.00	46024919	55	100.00	0.00
Mode of Voting : (Poll)							
Promoter and Promoter Group							
Public - Institutional holders							
Public - Others	31070	31070	100.00	31070	0	100.00	0.00
<b>Total (B)</b>	31070	31070	100.00	31070	0	100.00	0.00
<b>Result (A+B)</b>	46056044	46056044	100.00	46055989	55	100.00	0.00




**Uniphos Enterprises Limited**
**AGM DATE: 26th SEPTEMBER, 2014**

Promoter/Public	No. of shares held #	No. of valid votes polled	(1)	(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
<b>ORDINARY RESOLUTION</b>														
Resolution No.: 3 - Appointment of M/s. S R B C & CO LLP, Chartered Accountants, as Auditors and fixing their remuneration.														
Mode of Voting : (E-voting)														
Promoter and Promoter Group	46022121	46022121	100.00	46022121	100.00	100.00	46022121				100.00			0.00
Public - Institutional holders														
Public - Others	2853	2853	100.00	2798	2798	98.07	55				98.07			1.93
<b>Total (A)</b>	46024974	46024974	100.00	46024919	46024919	98.07	55				98.07			1.93
Mode of Voting : (Poll)														
Promoter and Promoter Group														
Public - Institutional holders														
Public - Others	31070	31070	100.00	31070	31070	100.00	0				100.00			0.00
<b>Total (B)</b>	31070	31070	100.00	31070	31070	100.00	0				100.00			0.00
<b>Result (A+B)</b>	46056044	46056044	100.00	46055989	46055989	98.07	55				98.07			1.93
<b>ORDINARY RESOLUTION</b>														
Resolution No.: 4 - Appointment of Mr. Pradeep Vedprakash Goyal (DIN: 00098370) as an Independent Director.														
Mode of Voting : (E-voting)														
Promoter and Promoter Group	46022121	46022121	100.00	46022121	100.00	100.00	46022121				100.00			0.00
Public - Institutional holders														
Public - Others	2853	2853	100.00	2798	2798	98.07	55				98.07			1.93
<b>Total (A)</b>	46024974	46024974	100.00	46024919	46024919	98.07	55				98.07			1.93
Mode of Voting : (Poll)														
Promoter and Promoter Group														
Public - Institutional holders														
Public - Others	31070	31070	100.00	31070	31070	100.00	0				100.00			0.00
<b>Total (B)</b>	31070	31070	100.00	31070	31070	100.00	0				100.00			0.00
<b>Result (A+B)</b>	46056044	46056044	100.00	46055989	46055989	98.07	55				98.07			1.93



 **Uniphos Enterprises Limited**  
AGM DATE: 26th SEPTEMBER, 2014

Promoter/Public	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
<b>ORDINARY RESOLUTION</b>							
Resolution No.: 5 - Appointment of Mrs. Swati Sandesh Mayskar (DIN: 00245261) as an Independent Director.							
Mode of Voting : (E-voting)							
Promoter and Promoter Group	46022121	46022121	100.00	46022121		100.00	0.00
Public - Institutional holders							
Public - Others	2853	2853	100.00	2798	55	98.07	1.93
Total (A)	46024974	46024974	100.00	46024919	55	100.00	0.00
Mode of Voting : (Poll)							
Promoter and Promoter Group							
Public - Institutional holders	31070	31070	100.00	31070		100.00	0.00
Public - Others	31070	31070	100.00	31070	0	100.00	0.00
Total (B)					55	100.00	0.00
Result (A+B)	46056044	46056044	100.00	46055989		100.00	0.00
<b>ORDINARY RESOLUTION</b>							
Resolution No.: 6 - Appointment of Mr. Arun Chaudrasen Ashar (DIN: 00192088) as an Independent Director.							
Mode of Voting : (E-voting)							
Promoter and Promoter Group	46022121	46022121	100.00	46022121		100.00	0.00
Public - Institutional holders							
Public - Others	2853	2853	100.00	2798	55	98.07	1.93
Total (A)	46024974	46024974	100.00	46024919	55	100.00	0.00
Mode of Voting : (Poll)							
Promoter and Promoter Group							
Public - Institutional holders	31070	31070	100.00	31070		100.00	0.00
Public - Others	31070	31070	100.00	31070	0	100.00	0.00
Total (B)					55	100.00	0.00
Result (A+B)	46056044	46056044	100.00	46055989		100.00	0.00





Uniphos Enterprises Limited

AGM DATE: 26th SEPTEMBER, 2014



Promoter/Public	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
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**SPECIAL RESOLUTION**

Resolution No.: 7 - Special Resolution under Section 180(F)(c) of the Companies Act, 2013 for borrowing money up to Rs.500 crores which may exceed the aggregate of the paid up share capital and free reserves of the Company.

Mode of Voting : (E-voting)							
Promoter and Promoter Group	46022121	46022121	100.00	46022121		100.00	0.00
Public - Institutional holders							
Public - Others	2853	2853	100.00	1274	1579	44.65	55.35
<b>Total (A)</b>	46024974	46024974	100.00	46023395	1579	100.00	0.00
Mode of Voting : (Poll)							
Promoter and Promoter Group							
Public - Institutional holders							
Public - Others	31070	31070	100.00	31070	0	100.00	0.00
<b>Total (B)</b>	31070	31070	100.00	31070	0	100.00	0.00
<b>Result (A+B)</b>	46056044	46056044	100.00	46054465	1579	100.00	0.00

**SPECIAL RESOLUTION**

Resolution No.: 8 - Alteration of Articles of Association of the Company

Mode of Voting : (E-voting)							
Promoter and Promoter Group	46022121	46022121	100.00	46022121		100.00	0.00
Public - Institutional holders							
Public - Others	2853	2853	100.00	2798	55	98.07	1.93
<b>Total (A)</b>	46024974	46024974	100.00	46024919	55	100.00	0.00
Mode of Voting : (Poll)							
Promoter and Promoter Group							
Public - Institutional holders							
Public - Others	31070	31070	100.00	31070	0	100.00	0.00
<b>Total (B)</b>	31070	31070	100.00	31070	0	100.00	0.00
<b>Result (A+B)</b>	46056044	46056044	100.00	4605989	55	100.00	0.00

The above Resolutions have, therefore been approved by the members of the Company with the requisite majority.



**JAWAHAR THACKER & CO.**  
CHARTERED ACCOUNTANTS  
F 305, Manish Park, Pump House,  
R. J. Road, Andheri (East).

**FOR JAWAHAR THACKER & CO.**  
*J. Thacker*  
PROPRIETOR