



Uniphos Enterprises Limited

CIN : L24219GJ1969PLC001588

21st July, 2017

<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 (I) 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 48TH ANNUAL GENERAL MEETING

Further to our earlier letter dated 8th July, 2017 informing the outcome of the 48th Annual General Meeting held on 8th July, 2017, we are now, pursuant to Regulation 30(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with sub-para 13 of Para A of Part A of Schedule III of the said Regulations, enclosing herewith a copy of the Minutes of the 48th Annual General Meeting, which we trust you will find in order.

Thanking you,

Yours faithfully,
for **UNIPHOS ENTERPRISES LIMITED**

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

Encl. : as above

MINUTE BOOK

MINUTES OF THE 48TH ANNUAL GENERAL MEETING OF THE MEMBERS OF UNIPHOS ENTERPRISES LIMITED HELD AT 11, G.I.D.C., VAPI, DIST. VALSAD, GUJARAT – 396 195, ON SATURDAY, 8TH JULY, 2017.

TIME OF COMMENCEMENT OF THE MEETING 09.00 A. M.

TIME OF CONCLUSION OF THE MEETING 10.30 A. M.

THE DATE OF ENTRY OF THE MINUTES IN THE MINUTES BOOK: 14TH JULY, 2017.

DIRECTORS PRESENT

MR. R. D. SHROFF – CHAIRMAN

MR. J. R. SHROFF

MR. A. C. ASHAR

IN PRESENCE

MR. K. M. THACKER - COMPANY SECRETARY

BY INVITATION:

MR. BIPIN P. CHHEDA CFO

MR. SURESH YADAV Statutory Auditors

MR. BHARAT UPADHYAY Secretarial Auditors

MEMBERS PRESENT

- FORTY ONE MEMBERS WERE PRESENT IN PERSON (INCLUDING ONE PROMOTER)
 - ONE MEMBER WAS PRESENT AS REPRESENTATIVE OF BODIES CORPORATE 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, as per Section 103 of the Companies Act, 2013, for the meeting was present, and the meeting duly constituted, the formal proceedings of the meeting could commence.
 3. The Chairman informed that three Directors who were absent and could not attend the Annual General Meeting as they were out of India / out of station.
 4. The Register of Director's and key managerial personnel and their shareholding maintained pursuant to section 170 of the Companies Act, 2013 were 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 and the Director's Report having been circulated to the members were taken as read.

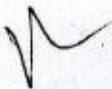
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CERTIFIED TRUE COPY
For Uniphos Enterprises Limited
Director/Authorized Signatory

6. The Chairman informed the members that with their permission, the Auditor's Report without any qualifications or adverse remarks can be taken as read. The members agreed to the same.
7. The Chairman welcomed the members and read his statement.
8. The Chairman thereafter invited the members to speak at the meeting or seek any clarifications for the accounts. There were seven shareholders who spoke at the meeting. Majority of the speakers had common questions and suggestions like change the timing of the Annual General Meeting, henceforth, from 9.00 a.m. to 10.00 a.m./ 10.30 a.m. or some other suitable time for the convenience of the shareholders to attend the meeting at Vapi, Gujarat. Some of the speakers wanted to know / suggested that the Company should consider recommending dividend payment and issue of bonus shares. Some of the shareholders also wanted to know the area/status of land at Bangaluru, Karnataka.
9. The Chairman, Mr. R.D. Shroff, Mr. J. R. Shroff and Mr. A. C Ashar, member of the Audit Committee suitably answered all the queries raised by the shareholders.
10. The Chairman appraised the members regarding the change brought in under the Companies Act, 2013 and the Securities Exchange Board of India with regard to voting by the members on the resolutions at the general meetings by permitting members to cast their votes by electronic means, through the e-voting platform provided by the Depositories. In order to comply with this, the Company has signed the agreement with the National Securities Depository Limited ("NSDL") to avail e-voting services for the members to cast their votes on all the resolutions set forth in the notice of the 48th Annual General Meeting. The shareholders of the Company, as on the cut-off date i.e., 1st July, 2017 were entitled to cast their votes through the e-voting platform. The voting period commenced on 5th July, 2017 at 9.00 a.m. and ended on 7th July, 2017 at 5.00 p.m. Mr. Jawahar Thacker, Chartered Accountant was appointed by the Board of Directors as the scrutinizer for the purpose of scrutinizing the votes by the members of the Company in respect of all the resolutions set forth in the Notice convening the 48th Annual General Meeting in a fair and transparent manner.
11. The Chairman thereafter informed that some members have already casted their votes electronically. He thereafter requested those members who have not voted electronically to cast their votes physically and for this purpose the Scrutinizer distributed ballot paper to such shareholders present at the meeting. Some of the members present and who had not voted electronically earlier voted physically and the ballot paper were placed in ballot box which was locked. The entire process of physical voting was monitored and supervised by Mr. Jawahar Thacker, the scrutinizer.

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12. After this physical voting at the Annual General Meeting completed, the Chairman instructed Mr. Jawahar Thacker, the scrutinizer to submit his final report showing the votes in favour and against the resolutions proposed to be passed as detailed in the notice of the meeting. The Chairman also instructed the Company Secretary to place the results of voting on the website of the Company.
13. The Chairman thereafter, informed the Members that the details of the above combined voting results along with the scrutinizer report will be placed on the website of the Company and will also be submitted, not later than forty eight hours of the conclusion of the Annual General Meeting, to BSE Ltd. and National Stock Exchange of India Ltd., where the equity shares of the Company are listed and also to NSDL.
14. There being no other business the meeting terminated with a vote of thanks to the Chair.
15. Subsequently, on 8th July, 2017, the scrutinizer, Mr. Jawahar Thacker, Chartered Accountant, scrutinized the ballot papers diligently and the ballot papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations lodged with the Company and accordingly prepared and submitted to the Chairman, a combined results of the voting i.e. e-voting through e-voting and physical voting at the Annual General Meeting showing number of votes polled in favour and against all the resolutions.
16. The Chairman declared that all the resolutions were passed unanimously. The details of the combined results were as under:

Resolution No.: 1 – Ordinary Resolution

“RESOLVED THAT the audited financial statement of the Company comprising of audited Balance Sheet as at 31st March, 2017, 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, be and the same are hereby received and adopted.”

Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of valid Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of valid Votes in favour	No. of valid Votes against	% of valid Votes in favour on votes polled (6)=[(4)/(2)]*100	% of valid Votes against on votes polled (7)=[(5)/(2)]*100
		(1)	(2)		(4)	(5)		
Promoter and Promoter Group	E-Voting	50207195	50157795	99.90	50157795	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		50157795	99.90	50157795	0	100.00	0.00
Public-Institutions	E-Voting	9650180	2291602	23.75	2291602	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		2291602	23.75	2291602	0	100.00	0.00
Public-Non Institutions	E-Voting	9688474	71182	0.73	71182	0	100.00	0.00
	Poll		36	0.00	36	0	100.00	0.00
	Total		71218	0.74	71218	0	100.00	0.00
Total		69545849	52520615	75.52	52520615	0	100.00	0.00

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Resolution No.: 2 – Ordinary Resolution

“RESOLVED THAT Mr. Jaidev Rajnikant Shroff (DIN: 00191050) - Director who retires by rotation and is eligible for re-appointment be and is hereby appointed as a Director of the Company.”

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
Promoter and Promoter Group	E-Voting	50207195	50157795	99.90	50157795	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		50157795	99.90	50157795	0	100.00	0.00
Public-Institutions	E-Voting	9650180	2291602	23.75	2291602	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		2291602	23.75	2291602	0	100.00	0.00
Public-Non Institutions	E-Voting	9688474	71182	0.73	71182	0	100.00	0.00
	Poll		36	0.00	36	0	100.00	0.00
	Total		71218	0.74	71218	0	100.00	0.00
Total		69545849	52520615	75.52	52520615	0	100.00	0.00

Resolution No.: 3– 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), Messrs B S R & Co. LLP, Chartered Accountants, Mumbai having ICAI Firm Registration No.101248W/W-100022, who have offered themselves for appointment and have confirmed their eligibility to be appointed as Auditors, in terms of provisions of Section 141 of the Act, and Rule 4 of the Rules, be and are hereby appointed as Statutory Auditors of the Company (in place of M/s. S R B C & CO LLP, Chartered Accountants, retiring Auditors) for a term of five years commencing from the Company's financial year 2017-18, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 53rd Annual General Meeting of the Company (subject to ratification of their appointment by the members at every intervening Annual General Meeting held after this Annual General Meeting) on such remuneration as may be agreed upon by the Board of Directors and the Auditors, plus applicable taxes and re-imbursalment of out of pocket expenses incurred by them in connection with the audit of Accounts of the Company.”

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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
Promoter and Promoter Group	E-Voting	50207195	50157795	99.90	50157795	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		50157795	99.90	50157795	0	100.00	0.00
Public-Institutions	E-Voting	9650180	2291602	23.75	2291602	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		2291602	23.75	2291602	0	100.00	0.00
Public-Non Institutions	E-Voting	9688474	71182	0.73	71182	0	100.00	0.00
	Poll		36	0.00	36	0	100.00	0.00
	Total		71218	0.74	71218	0	100.00	0.00
Total		69545849	52520615	75.52	52520615	0	100.00	0.00

Confirmed,
17th July, 2017


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