



Uniphos Enterprises Limited

CIN : L24219GJ1969PLC001588

29th August, 2018

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| <p>The Corporate Relationship Department BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, MUMBAI - 400 001</p> <p><u>SECURITY ID - 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 49TH ANNUAL GENERAL MEETING

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, we are enclosing herewith a certified true copy of the Minutes of the 49th 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
(ICSI Membership No. ACS-6843)

Encl. : as above

MINUTES OF THE 49TH ANNUAL GENERAL MEETING OF THE MEMBERS OF UNIPHOS ENTERPRISES LIMITED HELD AT 11, G.I.D.C., VAPI, DIST. VALSAD, GUJARAT – 396 195, ON THURSDAY, 23RD AUGUST, 2018.

TIME OF COMMENCEMENT OF THE MEETING 10.00 A. M.
TIME OF CONCLUSION OF THE MEETING 10.30 A. M.

THE DATE OF ENTRY OF THE MINUTES IN THE MINUTES BOOK:
29TH AUGUST, 2018.

DIRECTORS PRESENT

MR. Rajnikant D. SHROFF – CHAIRMAN
MR. Jaidev R. SHROFF
MRS. Sandra R. SHROFF
MR. Arun C. ASHAR

IN PRESENCE

MR. K. M. THACKER - COMPANY SECRETARY

BY INVITATION:

MR. BIPIN P. CHHEDA CFO
HIMANSHU CHAPSEY Statutory Auditors
MR. BHARAT UPADHYAY Secretarial Auditors

MEMBERS PRESENT

- THIRTY EIGHT 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 two 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.

CHAIRMAN'S
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CERTIFIED TRUE COPY


For UNIPHOS ENTERPRISES LIMITED



Company Secretary

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 four shareholders who spoke at the meeting. Majority of the speakers had common questions and suggestions that the Company should consider recommending dividend payment and issue of bonus shares. Some of the shareholders confirmed the receipt of annual report on time and also appreciated the management for simple and informative annual report.
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 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 49th Annual General Meeting. The shareholders of the Company, as on the cut-off date i.e., 16th August, 2018 were entitled to cast their votes through the e-voting platform. The voting period commenced on 20th August, 2018 at 9.00 a.m. and ended on 22nd August, 2018 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 49th 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.
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.

CHAIRMAN'S
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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 24th August, 2018, 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/with requisite majority. The details of the combined results were as under:

Resolution No.: 1 – Ordinary Resolution

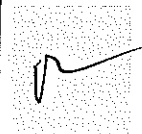
“RESOLVED THAT the audited financial statement of the Company comprising of audited Balance Sheet as at 31st March, 2018, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon, be and the same are hereby received 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 | 10306960 | 2622806 | 25.45 | 2622806 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 2622806 | 25.45 | 2622806 | 0 | 100.00 | 0.00 |
| Public-Non Institutions | E-Voting | 9031694 | 1084411 | 12.01 | 1084411 | 0 | 100.00 | 0.00 |
| | Poll | | 57 | 0.00 | 57 | 0 | 100.00 | 0.00 |
| | Total | | 1084468 | 12.01 | 1084468 | 0 | 100.00 | 0.00 |
| Total | | 69545849 | 53865069 | 77.45 | 53865069 | 0 | 100.00 | 0.00 |

Resolution No.: 2 – Ordinary Resolution

“RESOLVED THAT Mrs. Sandra Rajnikant Shroff (DIN: 00189012) – Non-Executive Vice Chairman who retires by rotation and is eligible for re-appointment be and is hereby appointed as a Non-Executive Vice Chairman of the Company.”

CHAIRMAN'S
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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 | 10306960 | 2622806 | 25.45 | 2622806 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 2622806 | 25.45 | 2622806 | 0 | 100.00 | 0.00 |
| Public-Non Institutions | E-Voting | 9031694 | 1084411 | 12.01 | 1084211 | 200 | 99.98 | 0.02 |
| | Poll | | 57 | 0.00 | 57 | 0 | 100.00 | 0.00 |
| | Total | | 1084468 | 12.01 | 1084268 | 200 | 99.98 | 0.02 |
| Total | | 69545849 | 53865069 | 77.45 | 53864869 | 200 | 100.00 | 0.00 |

Resolution No.: 3- Special Resolution

“RESOLVED THAT pursuant to Section 186 and all other relevant provisions of the Companies Act, 2013, if any, and the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof), the provisions of the Memorandum and Articles of Association of the Company and other necessary approvals, if any, and to the extent required, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any of its duly authorized committees or one or more Directors) to (i) give any loans to any person or other body corporate, or (ii) give any guarantees or to provide security in connection with a loan to any other body corporate or person, or (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty percent of Company’s paid up capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more, provided that the total loans or investments made, guarantees given, and securities provided shall not exceed an aggregate amount of Rs. 500 crores.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such actions and to give all such directions as may be necessary or desirable and also to settle any question or difficulty that may arise in regard to the proposed investments or loans or guarantees or securities and to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection therewith.”

CHAIRMAN'S
INITIAL



MINUTE BOOK

| 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 | 10306960 | 2622806 | 25.45 | 0 | 2622806 | 0.00 | 100.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 2622806 | 25.45 | 0 | 2622806 | 0.00 | 100.00 |
| Public-Non Institutions | E-Voting | 9031694 | 1084411 | 12.01 | 1084023 | 388 | 99.96 | 0.04 |
| | Poll | | 57 | 0.00 | 57 | 0 | 100.00 | 0.00 |
| | Total | | 1084468 | 12.01 | 1084080 | 388 | 99.96 | 0.00 |
| Total | | 69545849 | 53865069 | 77.45 | 51241875 | 2623194 | 95.13 | 0.05 |

Confirmed,
29th August, 2018


CHAIRMAN

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