

# Uniphos Enterprises Limited



46<sup>th</sup>

Annual Report 2014-15

**BOARD OF DIRECTORS**

Mr. R. D. SHROFF <i>Chairman &amp; Managing Director</i>	(DIN: 00180810)
Mrs. S. R. SHROFF <i>Non-Executive Vice Chairman</i>	(DIN: 00189012)
Mr. J. R. SHROFF <i>Non-Executive Director</i>	(DIN: 00191050)
Mr. A. C. ASHAR <i>Independent Director</i>	(DIN: 00192088)
Mr. PRADEEP GOYAL <i>Independent Director</i>	(DIN: 00008370)
Mrs. SWATI S. MAYEKAR <i>Independent Director</i>	(DIN: 00245261)

**COMPANY SECRETARY**

Mr. K. M. THACKER

**AUDITORS**

S R B C & CO LLP  
*Chartered Accountants*

**BANKERS**

Canara Bank  
Yes Bank Ltd.

**ADMINISTRATIVE OFFICE**

UNIPHOS HOUSE,  
C.D.Marg, Khar (West),  
Mumbai- 400 052.  
Tel. : 91-022-2646 8000 Fax : 91-022-2604 1010

**REGISTERED OFFICE**

11, G.I.D.C., Vapi,  
Dist. Valsad, Gujarat.  
Pin - 396 195.  
Tel. : 0260-2400717 Fax : 0260-2401823

**SECRETARIAL DEPARTMENT**

Secretarial Department  
8, Shri Krishna Commercial Centre,  
Ground Floor, Opp. Raheja Solitaire,  
6, Udyog Nagar, Off S.V. Road,  
Goregaon (West), Mumbai- 400 062.  
Tel. : 91-022-2872 4862 Fax : 91-022-2875 3485

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**46<sup>TH</sup> ANNUAL GENERAL MEETING**

Date : 30th September, 2015  
Day : Wednesday  
Time : 9.30 a.m.  
Place : 11, G.I.D.C., Vapi, Dist. Valsad,  
Gujarat, Pin – 396 195.

**BOOK CLOSURE**

Saturday, 19th September, 2015  
to  
Wednesday, 30th September, 2015

For assistance regarding share transfers, transmission, change of address, duplicate/loss of shares and other related matters, please write to the Registrar & Share Transfer Agents :

**Sharepro Services(India) Pvt. Ltd.**  
**Unit : Uniphos Enterprises Limited**  
**13AB, Samhita Warehousing Complex,**  
**Second Floor, Sakinaka Telephone Exchange**  
**Lane, Off Andheri Kurla Road, Sakinaka,**  
**Andheri (E), Mumbai 400 072.**  
**Phone No(s) : 91-022-67720300/344/345**  
**Fax No. : 91-022-2859 1568**

## Notice

**NOTICE** is hereby given that **46th ANNUAL GENERAL MEETING** of the Members of **UNIPHOS ENTERPRISES LIMITED** will be held on Wednesday, 30th September, 2015 at 9.30 a. m. at the Registered Office of the Company at 11, G.I.D.C., Vapi, Dist. Valsad, Gujarat, Pin- 396 195, to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statement of the Company comprising of audited Balance Sheet as at 31st March, 2015, 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.
2. To appoint a Director in place of Mrs. Sandra Rajnikant Shroff (DIN: 00189012), who retires by rotation and being eligible, offers herself for re-appointment.
3. **To appoint Auditors and fix their remuneration**

To consider and if thought fit, to pass, the following resolution as an **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 S R B C & CO LLP, Chartered Accountants, Mumbai having ICAI Firm Registration No.324982E, who have offered themselves for re-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 re-appointed as Statutory Auditors of the Company for the year, 2015-16, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to service tax and re-imburement of out of pocket expenses incurred by them in connection with the audit of Accounts of the Company.”

### SPECIAL BUSINESS:

4. **To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013**

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for

the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. **To Re-appoint Mr. Rajnikant Devidas Shroff (DIN: 00180810) as Managing Director of the Company**

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and all other applicable provisions, if any, of the Companies Act, 2013, as amended or re-enacted from time to time, read with Schedule V to the Companies Act, 2013, the consent of the Company be and is hereby accorded to the re-appointment of Mr. Rajnikant Devidas Shroff (DIN: 00180810) as Managing Director of the Company for a period of 5 (five) years with effect from April 1, 2015, without payment of any remuneration and upon the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment in such manner as may be agreed to between the Board of Directors and Mr. Rajnikant Devidas Shroff.

RESOLVED FURTHER that the Board of Directors or a Committee thereof be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

### NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER.** The instrument appointing proxy in order to be effective should be duly stamped, completed and signed and should be deposited at the Registered Office of the Company not later than 48 hours before the time fixed for the meeting.

**A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the**

**Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**

2. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days except Saturdays between 11.00 a.m. and 1.00 p.m. up to the date of 46th Annual General Meeting.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Members/Proxies should bring the Attendance Slip duly filled in for attending the meeting.
5. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, 19th September, 2015 to Wednesday, 30th September, 2015 (both days inclusive).
6. The Members are requested to kindly send all their correspondence relating to the change of address, transfer of shares, etc. directly to the Company's Registrar & Transfer Agents – Sharepro Services (India) Pvt. Ltd., Unit : Uniphos Enterprises Limited, 13AB, Samhita Warehousing Complex, Second Floor, Sakinaka Telephone Exchange Lane, Off Andheri Kurla Road, Sakinaka, Andheri (E), Mumbai 400 072, quoting their Folio Number and in case their shares are held in dematerialised form, such correspondence should be passed on to their respective Depository Participants.
7. Members seeking any information with regard to Accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready.
8. Pursuant to the provisions of Section 205A of the Companies Act, 1956, dividend for the financial year 1994-95 and prior to that which remained unclaimed has been transferred to the General Revenue Account of the Central Government as required by the Companies Unpaid Dividend (Transfer to General Revenue Account of the Central Government) Rules, 1978. Members who have not encashed the Dividend Warrants pertaining to the said period may make their claims to the Registrar of Companies, Gujarat at Ahmedabad by submitting an application in prescribed form.
9. Pursuant to the provisions of Section 205A(5) of the Companies Act, 1956, as amended, Dividend for the years 1995-96 to 2003-04 which remained unclaimed for a period of seven years from the date of transfer of same to the respective unpaid dividend accounts of the Company have been transferred to the Investor Education and Protection

Fund established by the Central Government pursuant to Section 205C of the Companies Act, 1956.

10. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
11. **Voting Options**

**(1) Voting through Electronic Means:**

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote at the General Meeting by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the General Meeting ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

The Company has approached NSDL for providing remote e-voting services through e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in remote e-voting on resolutions placed by the Company on remote e-Voting system.

The Notice of the 46th Annual General Meeting of the Company inter alia indicating the process and manner of remote e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com> or link <https://www.uelonline.com>

**The remote e-voting period commences on September 27, 2015 (9:00 a.m.) and ends on September 29, 2015 (5:00 p.m.).** During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date** of 23rd September, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the **cut-off date** i.e. September 23, 2015.

Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 30th September, 2015.

The process and manner for remote e-voting are as under:

**A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :**

- (i) Open email and open PDF file viz; "UEL remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "Uniphos Enterprises Limited".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [uel.scrutinizer@gmail.com](mailto:uel.scrutinizer@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**B. In case a Member receives physical copy of the Notice of Annual General Meeting [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy]**

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the Annual General Meeting.

**EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN**

- (ii) Please follow all steps from Sl. No. (ii) to (xii) above, to cast vote.

**(2) Voting at AGM:**

The Chairman shall, at the 46th Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the General Meeting but have not cast their votes by availing the remote e-voting facility.

Please note the following:

A member may participate in the 46th Annual General Meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the General Meeting.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the **cut-off date** i.e. September 23, 2015 only shall be entitled to avail the facility of remote e-voting as well as voting at the General Meeting through ballot paper.

The Board of Directors have appointed Mr. Jawahar Thacker, Chartered Accountant (Membership No. FCA 30646), as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman who shall countersign the same. The Chairman / a person authorized by him in writing shall declare the result of the voting forthwith.

The results of voting will be declared and the same alongwith the Scrutinizers Report will be published on the website of the Company ([www.uelonline.com](http://www.uelonline.com)) and the website of NSDL ([www.nsdl.com](http://www.nsdl.com)) immediately after the declaration of result by the Chairman / a person authorized and the same will also be communicated to BSE Limited and the National Stock Exchange of India Limited within three days from the conclusion of the Annual General Meeting.

**Other information:**

- Login to remote e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.

- Your login id and password can be used by you exclusively for remote e-voting on the resolutions placed by the companies in which you are the shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as on the **cut-off date** i.e. September 23, 2015, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact the Company's Registrar & Transfer Agent.

However, If you are already registered with NSDL for

remote e-voting then you can use your existing user ID and password/PIN for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the toll free no.: 1800-222-990.

- You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and remote e-voting user manual for members available at the Downloads sections of [https://www.evoting.nsdl.com](http://https://www.evoting.nsdl.com) or contact NSDL at the toll free no.: 1800-222-990.

12. A brief profile and other details of Directors being re-appointed as required under Clause 49(VIII-E-1) of the listing agreement with the Stock Exchanges:

Name of the Director	Sandra Rajnikant Shroff
Director Identification Number	00189012
Date of joining the Board	29th May, 1969
Profile of the Director	Mrs. Sandra Rajnikant Shroff has been associated with the Group since its inception in the year 1969. She holds various important positions in commercial, educational, social fields and also represents the agrochemical industry at various forums.
No. of shares held in the Company	Nil
Directorships and Committee memberships in other companies*	<ol style="list-style-type: none"> <li>1. UPL Limited</li> <li>2. Shroff United Chemicals Limited</li> <li>3. Nivi Trading Limited, Member-Audit Committee</li> <li>4. Ventura Guaranty Limited</li> <li>5. Uniphos International Limited</li> <li>6. Enviro Technology Limited</li> <li>7. Vapi Waste and Effluent Management Company Limited</li> <li>8. Bharuch Enviro Infrastructure Limited</li> </ol>

Name of the Director	Rajnikant Devidas Shroff
Director Identification Number	00180810
Date of joining the Board	29th May, 1969
Profile of the Director	Mr. Rajnikant Devidas Shroff holds a bachelors' degree in chemistry from Bombay University, he has also completed a Company Management Programme from Harvard University and a course in Chemical Plant Design and Layout. He is the Director of the Company since its inception in the year 1969. He is also Chairman and Managing Director of the Company. He has extensive experience in the chemical industry and has been closely involved with the Research and Development of all the Group's products. He was awarded the President's Gold Shield, India's highest award for development of technology, in 1972 and an award for Research and Development in environmental matters from the Department of Industrial and Scientific Research in 2007. He has held various important positions in commercial, educational and social fields.

No. of shares held in the Company	Nil
Directorships and Committee memberships in other companies*	1. UPL Limited
	2. Shroff United Chemicals Limited
	3. Nivi Trading Limited
	4. Agri Net Solutions Limited
	5. Uniphos International Limited
	6. Enviro Technology Limited
	7. SWAL Corporation Limited, Member-Audit Committee
	8. Bharuch Enviro Infrastructure Limited

\*Directorships and Committee memberships in Uniphos Enterprises Limited and its Committees are not included in the aforesaid disclosure. Also, directorships in Private Limited Companies, Foreign Companies and Section 8 companies and their Committee memberships are excluded. Membership and Chairmanship of Audit Committees and Stakeholders Relationship Committees of only public Companies have been included in the aforesaid table.

Mumbai  
27th April, 2015

By Order of the Board of Directors  
For **UNIPHOS ENTERPRISES LTD.**

Registered Office:  
11, G.I.D.C., Vapi,  
Dist. Valsad, Gujarat,  
Pin- 396 195.  
CIN: L24219GJ1969PLC001588

**K. M. THACKER**  
Company Secretary

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.**

The Explanatory Statement for Item Nos. 4 and 5 of the accompanying Notice set out hereinabove is as under:

**Item No. 4**

The Articles of Association (“AoA”) of the Company as presently in force are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956. With the coming into force of the Companies Act, 2013 several articles of the existing AoA of the Company require alteration or deletions. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles. The new AoA to be substituted in place of the existing AoA are based on Table ‘F’ of the Companies Act, 2013 which sets out the model articles of association for a company limited by shares.

The proposed new draft AoA is being uploaded on the Company’s website for perusal by the shareholders and the same is also available for inspection at the Registered Office of the Company during office hours on all working days except Saturday between 11.00 a.m. and 1.00 p.m. up to the date of the Annual General Meeting.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 4 of the Notice.

The Board commends the Special Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

**Item No. 5:**

The earlier appointment of Mr. Rajnikant Devidas Shroff (DIN: 00180810) as Managing Director of the Company expired on 31st March, 2015. The Board of Directors has re-appointed Mr. Rajnikant Devidas Shroff as Managing Director for a further period of 5 (five) years, with effect from April 1, 2015, subject to the approval of the Members and upon the terms and conditions as set out here below.

Pursuant to the provisions of Section 196(3)(a) of the Companies Act, 2013, the aforesaid re-appointment of Mr. Rajnikant Devidas Shroff as Managing Director of the Company is required to be approved by the members in General Meeting by passing a special resolution as he has attained the age of 70 years. Mr. Rajnikant Devidas Shroff is the Director of the Company since its incorporation. He has extensive experience in the chemical industry and has been closely involved with the Research and Development.

**A. Tenure of Re-appointment:**

The re-appointment of the Managing Director is for a period of 5 (five) years with effect from April 1, 2015.

**B. Nature of Duties:**

The Managing Director shall devote his time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board of Directors from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board of Directors in connection with and in the best interests of the Company.

**C. Remuneration:**

Without any remuneration

**D. Other terms of Re-appointment:**

- i. The terms and conditions of the re-appointment of the Managing Director may be altered and varied from time to time by the Board of Directors as it may, in its discretion deem fit, in such manner as may be agreed to between the Board and the Managing Director, subject to such approvals as may be required.
- ii. The agreement may be terminated by either party by giving to the other party six months’ notice of such termination.

Mr. Rajnikant Devidas Shroff is interested in the resolution which pertain to his re-appointment. Further, Mrs. Sandra Rajnikant Shroff and Mr. Jaidev Rajnikant Shroff may also be deemed to be interested in the resolution as they are related to each other. Save and except the above, none of the other Directors / other Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 5 of the Notice.

The Board commends the Special Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

Mumbai  
27th April, 2015

By Order of the Board of Directors  
For **UNIPHOS ENTERPRISES LTD.**

Registered Office:  
11, G.I.D.C., Vapi,  
Dist. Valsad, Gujarat,  
Pin- 396 195.

CIN: L24219GJ1969PLC001588

**K. M. THACKER**  
Company Secretary



# Director's Report

TO,  
THE MEMBERS OF  
**UNIPHOS ENTERPRISES LIMITED**

Your Directors have pleasure in presenting their report and audited accounts for the year ended 31st March, 2015.

## FINANCIAL RESULTS

(₹ in lacs)

	Year ended 31st March, 2015	Year ended 31st March, 2014
Profit/(Loss) before taxation	<b>852.23</b>	(163.11)
Less: Provision for taxation	-	-
Profit/(Loss) after taxation	<b>852.23</b>	(163.11)
Add: Balance brought forward	<b>756.59</b>	919.70
Balance carried forward	<b>1608.82</b>	756.59

## OPERATIONAL PERFORMANCE

During the year, the Company traded in chemical of Yellow Phosphorus totaling to ₹191.24 lacs.

The Company has earned profit of ₹852.23 lacs after tax as compared to loss of ₹163.11 lacs in the previous year.

## FUTURE OUTLOOK

The Company continues to look at new opportunities of trading in chemicals in India and abroad.

## MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis Report forms an integral part of this Report.

## DIVIDEND

Your Directors do not recommend any dividend for the year under review.

## TRANSFER TO RESERVES

No amount is appropriated from Profit and Loss Account and transferred to any Reserve Account. An amount of ₹ 1608.82 lacs is proposed to be retained in the Statement of Profit and Loss.

## SHARE CAPITAL

The paid up Equity Share Capital as on March 31, 2015 was ₹ 1390.92 lacs.

### i) Issue of Equity Shares with differential rights, Issue of Sweat Equity shares and Issue of Employee Stock Options

During the year under review, the Company has not issued any shares with differential voting rights, Issue of Sweat Equity shares and Issue of Employee Stock Options- (ESOS).

### ii) Provision of money by company for purchase of its own shares by employees or by trustees for the benefit of employees

The Company has no scheme of provision of money for purchase of its own shares by employees or by trustees for the benefit of employees.

## PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of Investments covered under the provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 are given in the notes to the Financial Statements. There are no loans given and there are no guarantees issued by the Company.

## AUDITORS AND AUDITORS' REPORT

### a) Statutory Auditors

The Company's Auditors, Messrs S R B C & CO LLP (ICAI Firm Registration No. 324982E), Chartered Accountants, Mumbai who retire at the ensuing Annual General Meeting of the Company are eligible for re-appointment. They have confirmed their eligibility under Section 141 of the Companies Act, 2013 and the Rules framed thereunder for re-appointment as Auditors of the Company. The auditors have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India. The notes on financial statements referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

### b) Secretarial Audit

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Messrs N. L. Bhatia & Associates, a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit Report is annexed herewith as 'Annexure [1] to Board's Report'. The secretarial auditors' report does not contain any qualifications, reservations or adverse remarks.

## DIRECTORS

In accordance with the Provisions of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, Mrs. Sandra Rajnikant Shroff (DIN: 00189012), Director of the Company, retires by rotation at the ensuing Annual General Meeting of the Company, and being eligible, offers herself for re-appointment.

The earlier appointment of Mr. Rajnikant Devidas Shroff (DIN: 00180810) as Managing Director of the Company expired

on 31st March, 2015. The Board of Directors has re-appointed Mr. Rajnikant Devidas Shroff as Managing Director for a further period of 5 (five) years, with effect from April 1, 2015, without payment of any remuneration and subject to the approval of the Members and upon the terms and conditions as set out in the notice convening the 46th Annual General Meeting of the Company.

The resolution seeking approval of the Members for the re-appointment of Mr. Rajnikant Devidas Shroff has been incorporated in the notice of the 46th Annual General Meeting of the Company along with brief details about him.

The brief resume of Mrs. Sandra Rajnikant Shroff and Mr. Rajnikant Devidas Shroff, Directors of the Company as required by Clause 49 of the Listing Agreement with the Stock Exchanges, is provided in the notice convening the 46th Annual General Meeting of the Company.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under Clause 49 of the Listing Agreement with the Stock Exchanges.

Details of the familiarization programme of the independent directors are available on the website of the Company [www.uelonline.com](http://www.uelonline.com)

None of the Directors of the Company has incurred any disqualification.

Pursuant to the provisions of the Companies Act, 2013, and Clause 49 of the Listing Agreement, annual performance evaluation was carried out of the performance of the Board and the directors individually. Various parameters were considered for evaluation and after receiving the inputs from the Directors, the performance evaluation exercise was carried out. The parameters included integrity, credibility, expertise and trustworthiness of directors, Board's monitoring of various compliances, laying down and effective implementation of various policies, level of engagement and contribution of the directors, safeguarding the interest of all stakeholders etc.

During the year under review, all the Independent Directors met on 2nd February, 2015 to discuss evaluation of the performance of Non Independent Directors and the Board of Directors as a whole, evaluation of the performance of Chairman of the Company, taking into account the views of the Directors and evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties. The performance of evaluation of each Independent Director was carried out by the Board. The Directors expressed their satisfaction with the evaluation process.

## **REMUNERATION POLICY**

The Board has, on the recommendation of the Nomination and Remuneration Committee, framed and adopted the policy for selection and appointment of Directors, Senior management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report which forms part of this Report. The policy lays down criteria for selection of directors and senior management such as expertise, experience and integrity of the directors, independent nature of the directors, personal and professional standing, diversity of the Board, etc. At present no Director of the Company receives any remuneration from the Company except payment of sitting fess to some of the Independent Directors for attending the Board and Committee meetings. The Senior management employees are working for the Company on deputation basis.

## **NUMBER OF MEETINGS OF THE BOARD AND AUDIT COMMITTEE**

The details of the number of Board and Audit Committee meetings of the Company are set out in the Corporate Governance Report which forms part of this Report.

## **COMPOSITION OF AUDIT COMMITTEE**

Pursuant to the provisions of section 177 of the Companies Act, 2013, the Company has constituted an Audit Committee consist of three Independent Directors. The details of the composition of the Audit Committee is provided in the Corporate Governance Report which forms part of this Report. There are no recommendation of the Audit Committee which are not accepted by the Board.

## **KEY MANAGERIAL PERSONNEL**

Mr. Rajnikant Devidas Shroff (DIN 00180810), Chairman and Managing Director, Mr. K. M. Thacker (Membership No. ACS 6843), Company Secretary and Mr. Bipin P. Chheda, Chief Financial Officer are the Key Managerial Personnel of your Company in accordance with the provisions of Sections 2(51), 203 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

## **DISCLOSURE RELATING TO REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND PARTICULARS OF EMPLOYEES**

As none of the Directors of your Company receives remuneration from the Company and the Senior management employees are working for the Company on deputation basis, the information required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, in respect of Directors/ employees of your Company is not given.

The Company has no employee who- (i) if employed throughout the financial year, was in receipt of remuneration, in aggregate, more than ₹60 lacs, or (ii) if employed for a part of the financial year, was in receipt of remuneration, in aggregate, more than ₹5 lacs per month. Hence, the information required to be given pursuant to the provisions of Section 197(12) of the Companies Act, 2013, read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, is not applicable and hence not attached.

#### **RELATED PARTY TRANSACTIONS**

There were no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website. The same can be accessed on [www.uelonline.com/investors](http://www.uelonline.com/investors).

Since there were no materially significant related party transactions entered into during the year, the Form AOC- 2 pursuant to Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 is not attached to this Report.

#### **VIGIL MECHANISM / WHISTLEBLOWER POLICY**

The Company has formed whistleblower policy to deal with any fraud, irregularity or mismanagement in the Company. The policy enables any employee or director to directly communicate to the Chairman of the Audit Committee to report any fraud, irregularity or mismanagement in the Company. The policy ensures strict confidentiality while dealing with concerns and also that no discrimination or victimization is meted out to any whistleblower. The policy is also posted on the website of the Company [www.uelonline.com](http://www.uelonline.com)

#### **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has an internal control system, commensurate with the size, scale and complexity of its operation. The Group has an inhouse internal audit team which undertakes internal audit and ensures that all transactions are authorized and recorded in the books of the Company. The internal audit department monitors the efficacy and adequacy of internal control. Significant audit observations, if any, are presented to the Audit Committee and action taken to correct any deficiency is informed to them. The report prepared by internal audit team forms the basis of utilization by the Managing Director and Chief Financial Officer for financial reporting as required under clause 49 of the Listing Agreement.

#### **RISK MANAGEMENT FRAMEWORK**

Pursuant to clause 49 of the Listing Agreement, the Company has prepared Risk Management Framework for identifying and

evaluating various major business risks faced by the Company. Risk Management Framework aims to lay down the procedure for risk assessment and risk minimization. Risk Management Framework is prepared to ensure internal controls and effectively respond to any changes in the business environment so as to achieve high degree of business performance, limit any negative impact on its working and avail of benefits arising out of any business opportunities. There are standard practices in place to ensure that strong financial controls are in place. The audit committee has additional oversight in the area of financial risks and controls.

Key business risks perceived by the Company and mitigating initiatives are as under:

- Funding risk: As there are no much activities in the Company, the Company may not be able to mobilize adequate funds, if any, in time. The mitigating factors are that the Company has good investment in the quoted shares, so raising additional funds, if any, will not be difficult for the Company.
- Regulatory risk: Any change in Government / Regulators Policy / Rules / Regulations will require fresh compliances. The mitigating factors are that the group has very strong and dedicated team consisting of professionals to study regulatory changes and fresh requirement.
- Foreign currency fluctuation risk:- The Company is engaged in the trading activities, which may subject to risk of less profit / loss on account of volatility in foreign currency exchange. The mitigating factors are that the management ensures to enters in trading transactions in such a way that there are minimal risks of volatility in foreign currency exchange or the Company may take adequate forward cover for foreign exchange fluctuations.

#### **DEPOSITORY SYSTEM**

98.97 % of the total paid up equity shares of the Company are dematerialised as on 31st March, 2015.

#### **INFORMATION REGARDING CONSERVATION OF ENERGY ETC.**

The particulars relating to energy conservation, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under section 134(3)(m) of the Companies Act, 2013 read with the Rule 8(3) of the Companies (Accounts) Rules, 2014, for the year ended 31st March, 2015 is furnished here below.

- I. **CONSERVATION OF ENERGY** – Not Applicable
- II. **TECHNOLOGY ABSORPTION** – Not Applicable
- III. **FOREIGN EXCHANGE EARNING AND OUTGO**

	₹ in Lacs.
(a) Foreign Exchange earned	-
(b) Foreign Exchange outgo	186.41

#### **DIRECTORS RESPONSIBILITY**

To the best of their knowledge and belief and according to the information and explanations obtained by them, the directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

- a) That in the preparation of the annual financial statements for the year ended 31st March, 2015, the applicable accounting standards have been followed alongwith proper explanation relating to material departures, if any.
- b) That such accounting policies as mentioned in Note 2.1 of the Notes to the Financial Statements have been selected and applied consistently and judgement and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2015 and of the profit of the Company for the year ended on that date.
- c) That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) That the annual financial statements have been prepared on a going concern basis.
- e) That proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
- f) That systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

#### **CORPORATE GOVERNANCE**

Your Company and its Board has been complying with Corporate Governance to the extent set out in this respect as a separate report, in pursuance of requirement of Clause 49 of the Listing Agreement. A Certificate from Auditors regarding compliance of the conditions of Corporate Governance as stipulated under the said clause is also attached to this Report.

#### **EXTRACT OF ANNUAL RETURN**

The details forming part of the extract of the Annual Return in

form MGT-9, in accordance with Section 92(3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, are set out and annexed herewith as 'Annexure [2] to Board's Report'.

#### **LISTING OF THE COMPANY'S EQUITY SHARES / GDR**

The Equity Shares of your Company continue to be listed at the BSE Ltd. and National Stock Exchange of India Ltd. The GDR continue to be listed at the Luxembourg Stock Exchange. There is no default in paying annual listing fees.

#### **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS**

There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

#### **GENERAL**

No disclosure or reporting is required in respect of the following points as there were no transactions on these items or were not applicable to your Company during the year under review.

- a) The Company has no subsidiary as on 31st March, 2015;
- b) The Company has not accepted any deposits from public.
- c) Details about the policy developed and implemented by the Company on corporate social responsibility initiatives taken during the year.
- d) Disclosure as per Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

#### **ACKNOWLEDGEMENT**

Your Directors are thankful to all the stakeholders and various government agencies and ministries for their continued support.

Mumbai  
27th April, 2015  
Registered Office:  
11, G.I.D.C., Vapi,  
Dist. Valsad, Gujarat,  
Pin- 396 195.  
CIN: L24219GJ1969PLC001588

By Order of the Board of Directors  
For **UNIPHOS ENTERPRISES LIMITED**

**Rajnikant Devidas Shroff**  
Chairman & Managing Director  
(DIN: 00180810)

**Annexure [1] to Board's Report****FORM NO. MR-3**

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2015

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
Uniphos Enterprises Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Uniphos Enterprises Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2015 according to the provisions of:

- (1) The Companies Act, 2013 (the Act) and the Rules made thereunder;
- (2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- (3) The Depositories Act, 1996 and the Regulations and bye-laws framed thereunder;
- (4) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2013;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, Not Applicable.
  - (d) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008.
- (5) Other Laws applicable to the Company;
  - (a) Payment of Bonus Act 1965, & Rules, 1965
  - (b) Employees PF & Miscellaneous Provisions Act 1952
  - (c) Indian Contract Act, 1872
  - (d) Payment of Gratuity Act, 1972
  - (e) Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
  - (f) The States Shops and Establishments Act.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with BSE Limited and National Stock exchange of India limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

**We further report that** The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes. **All the decisions have been taken unanimously and no dissent recorded.**

**We further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report that** Members in pursuance to Section 180 of the Companies Act, 2013 approved the Borrowing Limit of Rs.500 crores (Rupees five hundred crores only) at the Annual General Meeting held on 26<sup>th</sup> September ,2014.

Place: Mumbai  
Date: 20<sup>th</sup> April 2015

**For N L Bhatia & Associates**  
**UINO: S1996MH016600**

**N L Bhatia**  
**(Managing Partner)**  
FCS No.1176  
CP No.422

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To,  
The Members  
Uniphos Enterprises Limited

Our report of even date is to be read along with this letter.

- (1) Maintenance of Secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- (2) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices , we followed provide a reasonable basis for our opinion
- (3) We have not verified the correctness and appropriate of financial records and Books of Accounts of the company.
- (4) Where ever require we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
- (5) The compliance of the provisions of Corporate and other applicable laws, rules , regulations , standard is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
- (6) The Secretarial Audit report is neither an assurance as to the future viability of the company nor the efficacy or effectiveness with which the management has conducted the affairs of the company.

For N L BHATIA & ASSOCIATES  
UID NO: S1996MH016600

N L BHATIA  
Membership No.1176  
CP No..422

**Annexure [2] to Board's Report**  
**FORM NO. MGT – 9**  
**EXTRACT OF ANNUAL RETURN**

As on the financial year ended 31st March, 2015

[Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the  
Companies (Management and Administration) Rules, 2014]

**I. Registration and other details**

CIN	L24219GJ1969PLC001588
Registration Date	29th May, 1969
Name of the Company	Uniphos Enterprises Limited
Category / Sub-Category of the Company	Company having Share Capital
Address of the Registered Office and contact details	11, G.I.D.C., Vapi, Dist. Valsad, Gujarat – 396195. Tel.: 0260-2400717
Whether listed Company	Yes
Name, address and contact details of Registrar and Transfer Agent, if any	Sharepro Services (India) Pvt. Ltd., 13 AB Samhita Warehousing Complex, Second Floor, Sakinaka Telephone Exchange Lane, Opp. Andheri Krula Road, Sakinaka, Andheri (East), Mumbai 400 072. Tel.: 022-67720300 / 344 / 345

**II. Principal Business Activities of the Company**

All the Business Activities contributing 10% or more of the total turnover of the Company shall be stated:

Name and Description of main Products / Services	NIC Code of the Product / Service	% to total turnover of the Company
Trading Business	46691	100

**III. Particulars of Holding, Subsidiary and Associate Companies**

Name and address of the Company	CIN / GLN	Holding / Subsidiary / Associate	% of shares held	Applicable Section
Nerka Chemicals Pvt. Ltd. Plot No. 50 & 51B, GIDC Area, Vapi, Gujarat	U24110GJ1980PTC004076	Holding	67.33	2(46) of the Companies Act, 2013.

**IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

l) Category-wise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the year (As on 01-04-2014)				No. of Shares held at the end of the year (As on 31/03/2015)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A) Shareholding of <b>Promoter and Promoter Group</b>									
<b>(1) Indian</b>									
(a) Individuals/H.U.F	420273	0	420273	0.60	420273	0	420273	0.60	0.00
(b) Cental/State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(c) Bodies Corporate	46022121	0	46022121	66.18	46822121	0	46822121	67.33	1.15
(d) Financial Institutions/Banks	0	0	0	0.00	0	0	0	0.00	0.00
(e) Any Other (specify)	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-Total (A)(1)</b>	<b>46442394</b>	<b>0</b>	<b>46442394</b>	<b>66.78</b>	<b>47242394</b>	<b>0</b>	<b>47242394</b>	<b>67.93</b>	<b>1.15</b>



Category of Shareholders		No. of Shares held at the beginning of the year (As on 01-04-2014)				No. of Shares held at the end of the year (As on 31/03/2015)				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>(2)</b>	<b>Foreign</b>									
(a)	Non Resident Individuals/ Foreign Nationals	0	0	0	0.00	0	0	0	0.00	0.00
(b)	Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Institutions	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Any Other (specify)	0	0	0	0.00	0	0	0	0.00	0.00
	<b>Sub_Total (A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
	Total holding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	<b>46442394</b>	<b>0</b>	<b>46442394</b>	<b>66.78</b>	<b>47242394</b>	<b>0</b>	<b>47242394</b>	<b>67.93</b>	<b>1.15</b>
<b>(B)</b>	<b>Public Shareholding</b>									
<b>(1)</b>	<b>Institutions</b>									
(a)	Mutual Fund/UTI	2260	0	2260	0.00	2260	0	2260	0.00	0.00
(b)	Financial Institutions/Banks	3200	0	3200	0.00	1200	0	1200	0.00	-0.00
(c)	Central/State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Insurance Companies	956456	0	956456	1.38	956456	0	956456	1.38	0.00
(f)	Foreign Institutional Investors	5629457	1850	5631307	8.10	5629457	1850	5631307	8.10	0.00
(g)	Foreign Venture Cap. Inv	0	0	0	0.00	0	0	0	0.00	0.00
(h)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
(i)	Any Other (specify)	0	0	0	0.00	0	0	0	0.00	0.00
	<b>Sub-Total (B)(1)</b>	<b>6591373</b>	<b>1850</b>	<b>6593223</b>	<b>9.48</b>	<b>6589373</b>	<b>1850</b>	<b>6591223</b>	<b>9.48</b>	<b>-0.00</b>
<b>(2)</b>	<b>Non Institutions</b>									
(a)	Bodies Corporate	1285410	12454	1297864	1.87	1254042	9954	1263996	1.82	-0.05
(b)	Individuals									
	i) Holding nominal share capital upto ₹1 lakh	5700184	557914	6258098	9.00	5699683	520376	6220059	8.94	-0.05
	ii) Holding nominal share capital in excess of ₹1 lakh.	2527768	0	2527768	3.63	1848772	0	1848772	2.66	0.98
(c)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Any Other(specify)	0	0	0	0.00	0	0	0	0.00	0.00
	Non Resident Individuals	6181992	199548	6381540	9.18	6158737	185706	6344443	9.12	-0.05
	<b>Sub-Total (B)(2)</b>	<b>15695354</b>	<b>769916</b>	<b>16465270</b>	<b>23.68</b>	<b>14961234</b>	<b>716036</b>	<b>15677270</b>	<b>22.54</b>	<b>-1.13</b>
	<b>Total Public shareholding (B)=(B)(1)+(B)(2)</b>	<b>22286727</b>	<b>771766</b>	<b>23058493</b>	<b>33.16</b>	<b>21550607</b>	<b>717886</b>	<b>22268493</b>	<b>32.02</b>	<b>-1.14</b>
	<b>TOTAL (A)+(B)</b>	<b>68729121</b>	<b>771766</b>	<b>69500887</b>	<b>99.94</b>	<b>68793001</b>	<b>717886</b>	<b>69510887</b>	<b>99.95</b>	<b>0.01</b>
<b>(C)</b>	<b>Shares held by Custodians and against which Depository Receipts have been issued</b>									
1	Promoter and Promoter Group	0	0	0	0.00	0	0	0	0.00	0.00
2	Public	44162	800	44962	0.06	34162	800	34962	0.05	-0.01
	<b>GRAND TOTAL (A)+(B)+( C)</b>	<b>68773283</b>	<b>772566</b>	<b>69545849</b>	<b>100.00</b>	<b>68827163</b>	<b>718686</b>	<b>69545849</b>	<b>100.00</b>	



## ii) Shareholding of Promoters

	Shareholders Name	Shareholding at the beginning of the year (As on 01-04-2014)			Shareholding at the end of the year (As on 31-03-2015)			
		No. of Shares	% of total shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total shares of the Company	% of Shares Pledged / encumbered to total shares	% change in shareholding during the year
1	NERKA CHEMICALS PVT LTD	46022121	66.18	0.00	46822121	67.33	0.00	1.15
2	SHILPA R SHROFF	329123	0.47	0.00	329123	0.47	0.00	0.00
3	JYOTSNA J BHATT	47600	0.07	0.00	47600	0.07	0.00	0.00
4	JYOTINDRA MANSHANKAR BHATT	40600	0.06	0.00	40600	0.06	0.00	0.00
5	VARUN JAIDEV SHROFF	1300	0.00	0.00	1300	0.00	0.00	0.00
6	SHAILA SHASHIKUMAR SHROFF	1150	0.00	0.00	1150	0.00	0.00	0.00
7	TANIA JAIDEV SHROFF	500	0.00	0.00	500	0.00	0.00	0.00
	<b>Total</b>	<b>46442394</b>	<b>66.78</b>	<b>0.00</b>	<b>47242394</b>	<b>67.93</b>	<b>0.00</b>	<b>1.15</b>

## iii) Change in Promoters' Shareholding (Please specify, if there is no change)

Sr. No.	Name of shareholder	Shareholding		Date	Increase / Decrease in shareholding	Reason	Cumulative Shareholding during the year (01.04.2014 to 31.03.2015)	
		No. of shares at the beginning (01.04.2014) / end of the year 31.03.2015	% of total shares of the Company				No. of shares	% of total shares of the Company
1	NERKA CHEMICALS PVT LTD	46022121	66.18	01.04.2014				
				30.09.2014	800000	Transfer	46822121	67.33
		46822121	67.33	31.03.2015			46822121	67.33
2	SHILPA R SHROFF	329123	0.47	01.04.2014	0	NIL movement during the year	329123	0.47
		329123	0.47	31.03.2015				
3	JYOTSNA J BHATT	47600	0.07	01.04.2014	0	NIL movement during the year	47600	0.07
		47600	0.07	31.03.2015				
4	JYOTINDRA MANSHANKAR BHATT	40600	0.06	01.04.2014	0	NIL movement during the year	40600	0.06
		40600	0.06	31.03.2015				
5	VARUN JAIDEV SHROFF	1300	0.00	01.04.2014	0	NIL movement during the year	1300	0.00
		1300	0.00	31.03.2015				
6	SHAILA SHASHIKUMAR SHROFF	1150	0.00	01.04.2014	0	NIL movement during the year	1150	0.00
		1150	0.00	31.03.2015				
7	TANIA JAIDEV SHROFF	500	0.00	01.04.2014	0	NIL movement during the year	500	0.00
		500	0.00	31.03.2015				

**iv) Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)**

Sr. No.	Name of shareholder	Shareholding		Date	Increase / Decrease in shareholding	Reason	Cumulative Shareholding during the year (01.04.2014 to 31.03.2015)	
		No. of shares at the beginning (01.04.2014) / end of the year 31.03.2015	% of total shares of the Company				No. of shares	% of total shares of the Company
1	VINOD MOHAN NAIR	4500000	6.47	01.04.2014	0	NIL movement during the year	4500000	6.47
		4500000	6.47	31.03.2015				
2	VINOD MOHAN NAIR	1248108	1.79	01.04.2014	0	NIL movement during the year	1248108	1.79
		1248108	1.79	31.03.2015				
3	ARES DIVERSIFIED	3145000	4.52	01.04.2014	0	NIL movement during the year	3145000	4.52
		3145000	4.52	31.03.2015				
4	EOS MULTI STRATEGY FUND LTD	961653	1.38	01.04.2014	0	NIL movement during the year	961653	1.38
		961653	1.38	31.03.2015				
5	LIFE INSURANCE CORPORATION OF INDIA	898756	1.29	01.04.2014	0	NIL movement during the year	898756	1.29
		898756	1.29	31.03.2015				
6	ACACIA PARTNERS, LP	733254	1.05	01.04.2014	0	NIL movement during the year	733254	1.05
		733254	1.05	31.03.2015				
7	ACACIA CONSERVATION FUND LP	429798	0.62	01.04.2014	0	NIL movement during the year	429798	0.62
		429798	0.62	31.03.2015				
8	ACACIA BANYAN PARTNERS	302757	0.44	01.04.2014	0	NIL movement during the year	302757	0.44
		302757	0.44	31.03.2015				
9	ASHA A ASHAR	151663	0.22	01.04.2014	0	NIL movement during the year	151663	0.22
		151663	0.22	31.03.2015				
10	ASHA A ASHAR	130000	0.19	01.04.2014	0	NIL movement during the year	130000	0.19
		130000	0.19	31.03.2015				

**V. Shareholding of Directors and Key Managerial Personnel**

Sr. No.	Name of shareholder	Shareholding		Date	Increase / Decrease in shareholding	Reason	Cumulative Shareholding during the year (01.04.2014 to 31.03.2015)	
		No. of shares at the beginning (01.04.2014) / end of the year 31.03.2015	% of total shares of the Company				No. of shares	% of total shares of the Company
<b>A. DIRECTORS:</b>								
1	RAJNIKANT D SHROFF PROMOTER AND CHAIRMAN AND MANAGING DIRECTOR	0.00	0.00	01.04.2014	0	NIL Holding and NIL movement during the year	0	0.00
		0.00	0.00	31.03.2015				
2	SANDRA RAJNIKANT SHROFF PROMOTER AND NON-EXECUTIVE VICE CHAIRMAN	0.00	0.00	01.04.2014	0	NIL Holding and NIL movement during the year	0	0.00
		0.00	0.00	31.03.2015				
3	JAIDEV RAJNIKANT SHROFF PROMOTER AND NON-EXECUTIVE DIRECTOR	0.00	0.00	01.04.2014	0	NIL Holding and NIL movement during the year	0	0.00
		0.00	0.00	31.03.2015				

Sr. No.	Name of shareholder	Shareholding		Date	Increase / Decrease in shareholding	Reason	Cumulative Shareholding during the year (01.04.2014 to 31.03.2015)	
		No. of shares at the beginning (01.04.2014) / end of the year 31.03.2015	% of total shares of the Company				No. of shares	% of total shares of the Company
4	ARUN C. ASHAR INDEPENDENT AND NON-EXECUTIVE DIRECTOR	1785000	2.57	01.04.2014				
				30.09.2014	-800000	Transfer	985000	1.42
		985000	1.42	31.03.2015			985000	1.42
5	PRADEEP VEDPRAKASH GOYAL INDEPENDENT AND NON-EXECUTIVE DIRECTOR	0.00	0.00	01.04.2014	0	NIL Holding and NIL movement during the year	0	0.00
		0.00	0.00	31.03.2015				
6	SWATI S. MAYEKAR INDEPENDENT AND NON-EXECUTIVE DIRECTOR	2224	0.00	01.04.2014				
				05.09.2014	790	Transfer	3014	0.00
		3014	0.00	31.03.2015			3014	0.00
<b>B. KEY MANAGER PERSONNEL:</b>								
1	BIPIN P. CHHEDA - CHIEF FINANCIAL OFFICER	1000	0.00	01.04.2014				
				13.06.2014	1000	Transfer	2000	0.00
		2000	0.00	31.03.2015			2000	0.00
2	K. M. THACKER - COMPANY SECRETARY	0.00	0.00	01.04.2014	0	NIL Holding and NIL movement during the year	0	0.00
		0.00	0.00	31.03.2015				

**V. INDEBTEDNESS**

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	10,00,00,000	20,00,000	Nil	10,20,00,000
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	9,00,000	Nil	Nil	9,00,000
<b>Total (i + ii + iii)</b>	10,09,00,000	20,00,000	Nil	10,29,00,000
<b>Change in Indebtedness during the financial year</b>				
Addition	1,13,59,028	Nil	Nil	1,13,59,028
Reduction	1,14,15,278	Nil	Nil	1,14,15,278
<b>Net Change</b>	-56,250	Nil	Nil	-56,250
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	10,00,00,000	20,00,000	Nil	10,20,00,000
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	8,43,750	Nil	Nil	8,43,750
<b>Total (i+ ii + iii)</b>	10,08,43,750	20,00,000	Nil	10,28,43,750

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**
**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

Sr. No.	Particulars of Remuneration	Name of MD / WTD / Manager	Total Amount
		Mr. Rajnikant Devidas Shroff CMD (DIN-00180810)	
	Gross Salary	Nil	Nil
1	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	Nil	Nil
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961	Nil	Nil
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	Nil	Nil
2	Stock Options	Nil	Nil
3	Sweat Equity	Nil	Nil
4	Commission	Nil	Nil
	- as % of profit	Nil	Nil
	- others, specify	Nil	Nil
5	Others, please specify	Nil	Nil
	<b>Total (A)</b>	Nil	Nil
	Ceiling as per the Act		42.61 lakhs

**B. Remuneration to other Directors**
**1. Independent Directors**

Particulars of Remuneration	Name of Director			Total Amount
	Mr. Arun Chandrasen Ashar (DIN-00192088)	Mr. Pradeep Vedprakash Goyal (DIN-00008370)	Mrs. Swati Sandesh Mayekar (DIN – 00245261)	
- Fee for attending Board/ Committee Meetings	Nil	58,000	61,000	1,19,000
- Commission	Nil	Nil	Nil	Nil
- Others, please specify	Nil	Nil	Nil	Nil
<b>Total (B) (1)</b>	Nil	58,000	61,000	1,19,000

**2. Other Non Executive Directors**

Particulars of Remuneration	Name of Director		Total Amount
	Mrs. Sandra Rajnikant Shroff (DIN-00189012)	Mr. Jaidev Rajnikant Shroff (DIN-00191050)	
- Fee for attending Board/ Committee Meetings	Nil	Nil	Nil
- Commission	Nil	Nil	Nil
- Others, please specify	Nil	Nil	Nil
<b>Total (B) (2)</b>	Nil	Nil	Nil
<b>Total (B) = (B)(1) + (B)(2)</b>	Nil	Nil	<b>1,19,000</b>
Total Managerial Remuneration	Nil	Nil	<b>1,19,000</b>
Overall Ceiling as per the Act	Nil	Nil	51.13 lakhs

## C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTDS

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		Mr. K. M. Thacker – Company Secretary	Mr. Bipin P. Chheda - CFO	
1	Gross Salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	34,75,235	Nil	34,75,235
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961	21,600	Nil	21,600
	(c) Profit in lieu of salary under Section 17(3) Income Tax Act, 1961	Nil	Nil	Nil
2	Stock Options	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil
4	Commission	Nil	Nil	Nil
	- as % of profit	Nil	Nil	Nil
	- others, specify	Nil	Nil	Nil
5	Others, please specify – Retrials	Nil	Nil	Nil
	<b>Total (C)</b>	<b>34,96,835</b>	<b>Nil</b>	<b>34,96,835</b>

## VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD/ NCLT/COURT]	Appeal made, if any (give details)
<b>A. COMPANY</b>					
Penalty	N.A.	N.A.	NIL	N.A.	N.A.
Punishment	N.A.	N.A.	NIL	N.A.	N.A.
Compounding	N.A.	N.A.	NIL	N.A.	N.A.
<b>B. DIRECTORS</b>					
Penalty	N.A.	N.A.	NIL	N.A.	N.A.
Punishment	N.A.	N.A.	NIL	N.A.	N.A.
Compounding	N.A.	N.A.	NIL	N.A.	N.A.
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	N.A.	N.A.	NIL	N.A.	N.A.
Punishment	N.A.	N.A.	NIL	N.A.	N.A.
Compounding	N.A.	N.A.	NIL	N.A.	N.A.

# Corporate Governance

## 1. Company's Philosophy on Code of Corporate Governance

The Company's philosophy on Corporate Governance relates to providing maximum service to all its stakeholders. It intends to enhance shareholder value by undertaking the best possible Corporate Governance practices. A high standard of Corporate Governance is maintained by being transparent, accountable and being in continuous interaction with shareholders, employees, lending institutions, banks, governmental agencies and all the dealers.

The Company is conscious of the fact that the management and the employees need to work ethically to achieve success.

## 2. Board of Directors

The Board of Directors consists of 6 Directors.

During the year, four Board Meetings were held on 25th April, 2014, 28th July, 2014, 21st October, 2014 and 2nd February, 2015.

**Composition and other details of Directors are as follows:**

Name of the Director	Category	Attendance Particulars		No. of other directorships and Committee memberships / chairmanships*		
		Board Meeting	Last AGM	Other Directorships	Committee Memberships	Committee Chairmanships
Mr. R. D. Shroff	Promoter and Chairman and Managing Director	4	Present	8	1	-
Mrs. S. R. Shroff	Promoter and Non-Executive Vice Chairman	4	Absent	8	1	-
Mr. J. R. Shroff	Promoter and Non-Executive Director	4	Absent	6	1	-
Mr. A. C. Ashar	Independent and Non-Executive Director	4	Absent	8	2	1
Mr. Pradeep Goyal	Independent and Non-Executive Director	3	Absent	3	4	-
Mrs. Swati S. Mayekar	Independent and Non-Executive Director	4	Absent	1	-	1

**Notes: \* Excludes Directorship in private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013.**

## 3. Information supplied to the Board

The following information was provided to the Board as part of the agenda papers in advance of the Board Meetings or presented at the time of the Board Meetings:

- Financial Results of the Company,
- Approval of Directors Report and Notice of Annual General Meeting,
- Closure of Register of members and Share Transfer Book of the Company,
- Notice of Disclosure of interest of Directors,
- Ratification of closure of Trading Window,
- Written representation of Directors pursuant to section 274(1)(g) of the Companies Act, 1956,
- Appointment of CFO,
- Material show cause notices, legal judgments among others,
- Appointment of a company secretary in practice to give a secretarial audit report,
- Reconstitution of Audit Committee,

- Revision of terms of reference of Audit Committee / Nomination and Remuneration Committee,
- Establishment of Vigil Mechanism,
- Approval of appointment of Mr. R. D. Shroff as Managing Director of Uniphos Enterprises Ltd.,
- Taking of on record the declaration of independence by Independent Directors of the Company,
- Minutes of the meetings of the Audit Committee and other committees of the Board,
- Adoption of Share Transfer Committee's Report,
- Review of the procedure for risk assessment and minimization,
- Consideration of any disclosure made by the senior management relating to any transaction having potential conflict with interests of the Company,
- Renewing credit facilities from finance company,
- Reconciliation of share capital audit,
- Revision of sitting fees payable to Independent Directors,
- Authorizing the Managing Director of the Company as person responsible for the maintenance and security of electronic records of the Company.

#### 4. Subsidiary companies

The Company has no subsidiary company during the year.

#### 5. Disclosures

The particulars of transactions between the Company and related parties as per the Accounting Standards have been mentioned separately in note no. 23 of notes to financial statements of the Annual Accounts. However, these transactions are not likely to have any conflict with the Company's interest.

No strictures or penalties have been imposed on the Company by the Stock Exchanges or The Securities and Exchange Board of India (SEBI) or any other regulatory body on any matter relating to capital markets in the last three years.

The Securities and Exchange Board of India (SEBI) vide notification dated 20th February, 2002, has amended the SEBI (Insider Trading) Regulations, 1992. As per these regulations, the Company has appointed Mr. K. M. Thacker as a Compliance Officer, who will be responsible for formulating policies, procedures, monitoring adherence to the rules for the preservation of price sensitive information, preclearance of trades, monitoring of trades and implementation of the Code of Conduct under the overall supervision of the Board. The Company also has framed its own code of internal procedure and conduct for prevention of Insider Trading which provides for "Trading Window" restrictions, disclosure requirements and also preclearance of trades in the Company's securities.

Shareholding of the Directors as on 31st March, 2015 was as under:

Name of the Director	Shareholding
Mr. R. D. Shroff	Nil
Mrs. S. R. Shroff	Nil
Mr. J. R. Shroff	Nil
Mr. A. C. Ashar	9,85,000
Mr. Pradeep Goyal	Nil
Mrs. Swati S. Mayekar	3,014

#### 6. Code of Conduct

The Board of Directors has adopted the Code of Conduct for the Board Members and the Senior Management. The said Code has been communicated to the Board Members and the Senior Management. The Code has also been posted on the Company's website [www.uelonline.com](http://www.uelonline.com).

## 7. Audit Committee

### Terms of reference:

The terms of reference of Audit Committee are as per Listing Agreement and Companies Act, 2013. The broad terms of reference of Audit Committee as adopted by the Board are as under:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - a. Matters to be included in the Director's Responsibility Statement to be incorporated in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013
  - b. Changes, if any, in accounting policies and practices and reasons for the same
  - c. Major accounting entries involving estimates based on the exercise of judgment by the management
  - d. Significant adjustments made in the financial statements arising out of audit findings
  - e. Compliance with listing and other legal requirements relating to financial statements
  - f. Disclosure of any related party transactions
  - g. Qualifications in the draft audit report
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of the audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, the performance of statutory and internal auditors and adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.



The Audit Committee shall also mandatorily review the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses; and
5. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

The Board of the Company has constituted an Audit Committee, comprising three Independent and Non-Executive Directors viz. Mr. Pradeep Goyal, Chairman, Mr. A. C. Ashar and Mrs. Swati S. Mayekar. Four meetings of the Audit Committee were held on 25th April, 2014, 28th July, 2014, 21st October, 2014 and 2nd February, 2015.

**Composition of members of Audit Committee is as follows:**

Composition	Mr. Pradeep Goyal Chairman	Mr. A. C. Ashar	Mrs. Swati S. Mayekar
Meetings attended during the year	3	4	4

The constitution of Audit Committee also meets the requirements under Section 177 of the Companies Act, 2013. Mr. A. C. Ashar has financial and accounting knowledge.

The role and terms of reference stipulated by the Board to the Audit Committee covers areas mentioned under Clause 49 of the Listing Agreement and Section 177 of the Companies Act, 2013 besides other terms as may be referred by the Board of Directors.

Mr. K. M. Thacker, Company Secretary acts as the Secretary to the Audit Committee.

## 8. Nomination and Remuneration Committee

**Terms of reference:**

The broad terms of reference of Nomination and Remuneration Committee of the Company are as under:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration of the Directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of Independent Directors and the Board;
3. Devising a policy on Board diversity;
4. Identifying qualified candidates for Directorship, who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.

The Board of the Company has constituted a Remuneration Committee, comprising three Independent and Non-Executive Directors viz. Mr. Pradeep Goyal, Chairman, Mr. A. C. Ashar and Mrs. Swati S. Mayekar.

No meeting of the Remuneration Committee was held during the year.

**Remuneration policy:**

The Board has, on the recommendation of the Nomination and Remuneration Committee, framed and adopted the policy for selection and appointment of Directors, senior management and their remuneration. The policy lays down criteria for selection of Directors and senior management such as expertise, experience and integrity of the Directors, independent nature of the Directors, personal and professional standing, diversity of the Board, etc. The remuneration policy lays down the entitlements of remuneration to Non-Executive Directors such as sitting fees, commission, if any, and other reimbursement. Remuneration, if any, to the Managing Director and other Executive Directors will consist of monthly salary, allowances, perquisites, bonus, commission and other retiral benefits. In respect of senior management, the remuneration will be based on the performance, working of the Company, targets achieved, KPI, industry benchmark and current compensation trends in the industry.

**Details of the remuneration to all the Directors for the year:**

No Director was paid salary and/or perquisites for the year ended 31st March, 2015.

The Company has paid the sitting fees for the year ended 31st March, 2015 to two Independent and Non-Executive Directors for attending Board Meetings, Audit Committee Meetings and Stakeholders Relationship Committee Meeting as follows:

Mr. Pradeep Goyal ₹ 58,000/- and Mrs. Swati S. Mayekar ₹ 61,000/-.

**9. Stakeholders Relationship Committee**

The Board of the Company has constituted a Stakeholders Relationship Committee, comprising three Independent and Non-Executive Directors to look into the redressal of grievances of security holders including complaints related to transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends. One meeting of the Stakeholders Relationship Committee was held on 2nd February, 2015.

**Composition of members of Shareholders'/Investors' Grievance Committee is as follows:**

Composition	Mr. Pradeep Goyal Chairman	Mr. A. C. Ashar	Mrs. Swati S. Mayekar
Meeting attended during the year	1	1	1

**Compliance Officer:**

Mr. K. M. Thacker – Company Secretary

The Company also has its separate shares transfer committee consisting of Mrs. S. R. Shroff and Mr. A. C. Ashar, Directors and two other senior executives. This committee normally meets weekly to approve transfer of shares, issue of duplicate certificates, redressal of Stakeholders Grievances, among others. Share certificates submitted for dematerialisation and request for rematerialisation were also approved by the committee.

The total numbers of complaints received during the year under review were 5 and all the complaints were addressed to the satisfaction of shareholders on or before 31st March, 2015.

Three requests for transfers were pending for approval as on 31st March, 2015, which were approved and dealt with by 20th April, 2015.

**10. General Body Meetings**

Location and time for last three Annual General Meetings were:

Year	AGM	Location	Date	Time
2011-2012	43rd AGM	11, G. I. D. C., Vapi, Dist. Valsad, Gujarat-396 195.	28/09/2012	9.15 a.m.
2012-2013	44th AGM	Hotel Green View Hall N. H. No. 8, Vapi, Gujarat - 396 195.	19/07/2013	9.15 a.m.
2013-2014	45th AGM	11, G. I. D. C., Vapi, Dist. Valsad, Gujarat-396 195.	26/09/2014	9.15 a.m.

The following special resolutions were passed by the members during the last three Annual General Meetings:

2011-12

- One special resolution was passed for Alteration of Articles of Association of the Company at the 43rd Annual General Meeting.

2012-13

- No special resolution was passed at the 44th Annual General Meeting.

2013-14

- Two special resolutions were passed to increase the limit for borrowing and alteration of Articles of Association at the 45th Annual General Meeting.

2014-15

- No special resolution, pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014, was passed through Postal Ballot during the year.
- None of the resolutions, pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014, proposed to be passed in the ensuing Annual General Meeting require passing a special resolution through Postal Ballot.

**11. (a) Disclosures on materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, the Directors or the management, their subsidiaries or relatives, among others that may have potential conflict with the interests of the Company at large.**

During the year, the Company had no materially significant related party transactions, which were considered to have potential conflict with the interests of the Company at large.

**(b) Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchanges or SEBI, or any statutory authority, on any matter related to capital markets, during the last three years.**

None.

**(c) Whistle Blower Policy and affirmation that no personnel has been denied access to the audit committee.**

The Company has devised an effective whistle blower mechanism enabling stakeholders, including individual employees and their representative bodies, to communicate their concerns about illegal or unethical practices freely. The Company has also established a vigil mechanism for directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy and placed on the website of the Company [www.uelonline.com](http://www.uelonline.com) and no personnel has been denied access to the audit committee.

**(d) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements of this clause.**

**Mandatory Requirements**

The Company has complied with the mandatory requirements of Clause 49 of the listing agreement with the Stock Exchanges where the Company's equity shares are listed.

**Non-mandatory Requirements**

1. Chairman of the Board  
The Chairman of the Board is Executive.
2. Shareholder Rights – Half yearly results  
As the Company's half yearly results are published in English newspapers circulated all over India and in a Gujarati newspaper (circulated in Gujarat) and also posted on the website of the Company [www.uelonline.com](http://www.uelonline.com), the same are not sent to the households of the shareholders of the Company.
3. Audit Qualification  
There are no qualifications contained in the Audit Report.
5. Separate Posts of Chairman and CEO/Managing Director  
The Posts of Chairman and Managing Director are not separate.
6. Reporting of Internal Auditors  
The Internal Auditors of the Company report directly to the Audit Committee.

**12. Means of communication**

The quarterly and annual results are published by the Company in the English and Gujarati editions of the 'Western Times' and are also displayed on the corporate website, [www.uelonline.com](http://www.uelonline.com). The Company's website also contains a separate dedicated section called 'Financials' wherein shareholder related information like the Annual Report of the Company, shareholding pattern among others, are available. Official news releases are sent to the Stock Exchanges at BSE Ltd. and National Stock Exchange of India Ltd., where the equity shares of the Company are listed. During the year, no presentations were made to analysts or Institutional Investors.

The Management Discussion and Analysis (MD&A) forms a part of the annual report.

### 13 General Shareholder Information

#### 13.1. Annual General Meeting :

- Date : 30th September, 2015 at 9.30 a.m.
- Venue : Registered Office of the Company at 11, G.I.D.C., Vapi, Dist. Valsad, Gujarat, Pin- 396 195.

#### 13.2. Financial calendar : Annual General Meeting –

- 30th September, 2015
- Results for quarter ending June 30<sup>th</sup>, 2015-**  
On or before 14th August, 2015
- Results for quarter ending September 30th, 2015-**  
On or before 14th November, 2015
- Results for quarter ending December 31st, 2015-**  
On or before 14th February, 2016
- Results for quarter/ year ending March 31st, 2016 -**  
Last week of April, 2016/May 2016.

13.3. Book closure date : 19/09/2015 to 30/09/2015 (Both days inclusive)

13.4. Dividend payment date : Not Applicable

13.5. (a) Listing of Equity Shares on Stock Exchanges at

(b) Listing of GDR on the Stock Exchanges at : Luxembourg Stock Exchange

13.6 (a) Stock Code : BSE Ltd. : 500429  
National Stock Exchange of India Ltd. : UNIENTER

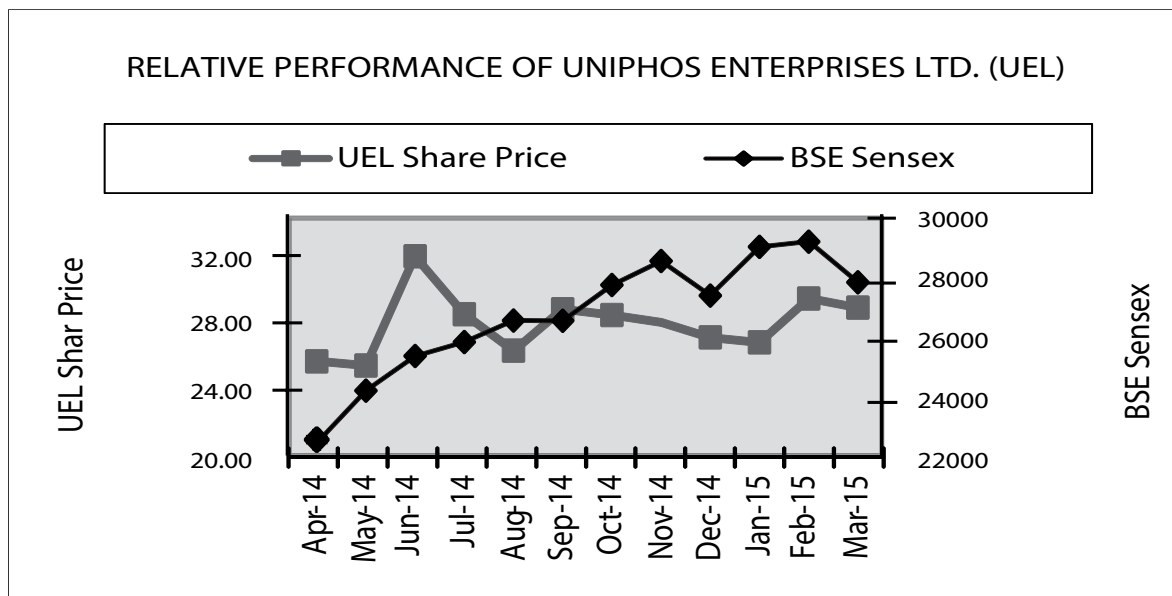
(b) Demat ISIN Number : INE037A01022  
in NSDL & CDSL for  
Equity Shares

#### 13.7 Stock Market Data

MONTH	BSE Ltd. (BSE)		National Stock Exchange of India Ltd. (NSE)	
	Month's High	Month's Low	Month's High Price	Month's Low Price
	Price (In ₹)	Price (In ₹)	(In ₹)	(In ₹)
April, 2014	29.90	18.85	29.75	19.00
May, 2014	29.35	22.55	29.65	22.80
June, 2014	32.30	24.75	32.45	24.65
July, 2014	33.40	26.00	33.40	26.00
August, 2014	28.80	24.00	28.80	23.40
September, 2014	34.05	25.20	34.00	24.45
October, 2014	30.75	26.80	31.00	26.40
November, 2014	30.80	26.70	30.90	25.45
December, 2014	29.70	23.15	29.50	22.50
January, 2015	29.35	25.75	30.90	25.10
February, 2015	31.90	26.25	32.00	26.20
March, 2015	31.75	25.25	30.90	25.15

**13.8. Share price performance in comparison to broad-based indices – BSE Sensex.**

UEL closing share price performance relative to BSE Sensex based on share price during the year.

**13.9. Registrar and Transfer Agents**

(Share transfer and communication regarding share certificate, dividends and change of address).

: Sharepro Services (India) Pvt. Ltd.  
Unit : Uniphos Enterprises Limited  
13AB, Samhita Warehousing Complex,  
Second Floor, Sakinaka Telephone Exchange Lane,  
Off Andheri Kurla Road, Sakinaka,  
Andheri (E), Mumbai 400 072.

Also, for the benefit of the Shareholders, the documents will continue to be accepted at the Secretarial Department of the Company:

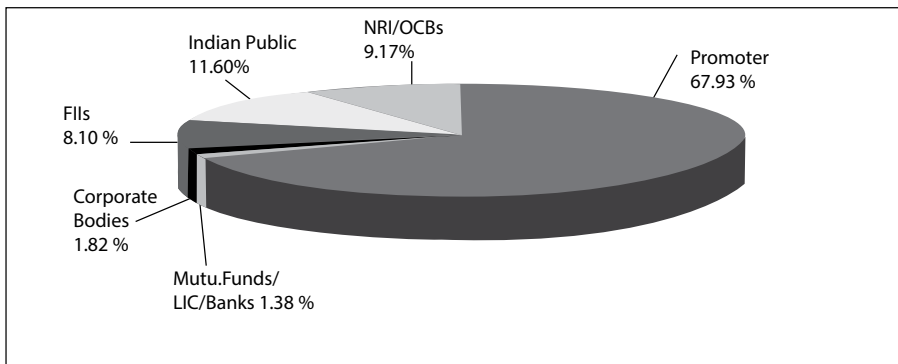
Uniphos Enterprises Limited  
Secretarial Department  
8, Shri Krishna Commercial Centre  
Ground Floor, Opp. Raheja Solitaire  
6 Udyog Nagar, Off S. V. Road  
Goregaon (West), Mumbai 400 062.

**13.10 Share Transfer System**

: Presently, the share transfers which are received in the physical form are processed and the share certificates returned within a period of 15 days from the date of receipt subject to the documents being valid and complete in all respects.

**13.11 Distribution of shareholdings as on 31st March, 2015:**

Shareholding of Nominal Value of (₹)	Shareholders		Share Amount	
	Numbers	% of Total Nos.	In (₹)	% of Total Amt.
1 – 5,000	13244	96.70	7952518	5.72
5,001 – 10,000	217	1.58	1599586	1.15
10,001 – 20,000	102	0.74	1505858	1.08
20,001 – 30,000	38	0.28	943822	0.68
30,001 – 40,000	23	0.17	813694	0.59
40,001 – 50,000	15	0.11	671112	0.48
50,001 – 1,00,000	27	0.20	1938392	1.39
1,00,001 and above.	30	0.22	123666716	88.91
<b>Total</b>	<b>13696</b>	<b>100</b>	<b>139091698</b>	<b>100</b>

**13.12 Shareholding pattern as on 31st March, 2015:**

**13.13 Dematerialisation of shares**

: 98.97% of the outstanding equity shares have been dematerialised up to 31st March, 2015. Trading in Equity Shares of the Company is permitted only in dematerialised form w.e.f. 17th January, 2000 as per notification issued by the Securities and Exchange Board of India (SEBI).

**Liquidity:**

Relevant data for the **average daily turnover** for the financial year 2014 – 2015 is given below:

	BSE Ltd. <b>(BSE)</b>	National Stock Exchange of India Ltd. <b>(NSE)</b>	<b>BSE+NSE</b>
In number of shares	12,566	16,734	<b>29,300</b>

(Source: This information is compiled from the data available from the websites of BSE and NSE)

**13.14 Outstanding GDR/Warrants and their conversion dates and their likely impact on the equity**

: Outstanding GDRs as on 31st March, 2015 represent 34962 shares (0.05%). There are no further outstanding instruments, which are convertible into equity in the future.

**13.15 Plant locations**

: The Company has no manufacturing unit.

**13.16 Address for Correspondence**
**(i) Investor correspondence**
**: For Shares held in Physical Form**

Sharepro Services (India) Pvt. Ltd.  
Unit: Uniphos Enterprises Limited  
13AB, Samhita Warehousing Complex,  
Second Floor, Sakinaka Telephone Exchange Lane, Off Andheri  
Kurla Road, Sakinaka, Andheri (E), Mumbai 400 072.  
Telephone No(s): 91-022-67720300/344/345  
Fax No.: 91-022-28591568

Also, for the benefit of the Shareholders, the documents will continue to be accepted at the following office of the Company:

Uniphos Enterprises Limited  
Secretarial Department  
8, Shri Krishna Commercial Centre  
Ground Floor, Opp. Raheja Solitaire  
6 Udyog Nagar, Off S. V. Road  
Goregaon (West), Mumbai 400 062.  
Telephone No.: 91-022-28724862

**For Shares held in Demat form**

To the Depository Participant(s)

- (ii) Any query on Annual Report** : Mr. K. M. Thacker, Company Secretary  
Uniphos Enterprises Limited  
Secretarial Department  
8, Shri Krishna Commercial Centre  
Ground Floor, Opp. Raheja Solitaire  
6 Udyog Nagar, Off S. V. Road  
Goregaon (West), Mumbai 400 062.  
E-mail : [thackerkm@uniphos.com](mailto:thackerkm@uniphos.com)
- (iii) Exclusive e-mail ID of the grievance redressal division** : [uel.investors@uniphos.com](mailto:uel.investors@uniphos.com)
- (iv) Corporate website** : [www.uelonline.com](http://www.uelonline.com)

On behalf of the Board of Directors

**R. D. Shroff**  
(Chairman & Managing Director)  
(DIN: 00180810)

Mumbai,  
27<sup>th</sup> April, 2015

### DECLARATION

As provided under Clause 49 of the Listing Agreement with the Stock Exchanges, the Board Members and the Senior Management Personnel have confirmed compliance with the Code of Conduct laid down by the Company for the year ended 31st March, 2015.

On behalf of the Board of Directors of  
Uniphos Enterprises Limited

**R. D. Shroff**

(Chairman and Managing Director)  
(DIN: 00180810)

Mumbai,  
27<sup>th</sup> April, 2015

### AUDITORS CERTIFICATE

To  
**The Members of Uniphos Enterprises Limited**

We have examined the compliance of the conditions of Corporate Governance by Uniphos Enterprises Limited, for the year ended on March 31, 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the aforementioned Listing Agreement except that the Chairman of the Audit Committee was not present at the last Annual General Meeting of the Company.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For S R B C & CO LLP**

Chartered Accountants  
ICAI Firm Registration Number: 324982E

**Per Sudhir Soni**

Partner  
Membership No.: 41870  
Place: Mumbai  
Date: April 27, 2015

### MANAGEMENT DISCUSSION AND ANALYSIS

**INDUSTRY STRUCTURE AND DEVELOPMENT:**

The Company is engaged only in trading activities.

**SEGMENTWISE PERFORMANCE:**

The Company operates in a single segment, viz. trading activities.

**BUSINESS OUTLOOK:**

This has been dealt with in the Directors' Report.

**INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:**

The Company has a proper and adequate system of internal controls to see that all its assets are safeguarded and protected against loss from any unauthorized use or disposition, and all financial records are maintained properly. The group has its own internal audit team.

**FINANCIAL AND OPERATIONAL PERFORMANCE:**

This has been dealt with in the Directors' Report.

**HUMAN RESOURCES DEVELOPMENT:**

The relationship with the employees continued to be cordial throughout the year.

**CAUTIONARY STATEMENT:**

Certain statements in this section relating to estimates, projections and expectations may be forward looking within the meaning of applicable laws and regulations. The actual results could differ materially from what the directors envisage in terms of the future performance and outlook. The factors that may affect the performance of the company will be drought or shortfall in rains, change in government policies, tariff barriers, delay in registrations, changes in local and overseas markets and the related factors.



# INDEPENDENT AUDITOR'S REPORT

To

**The Members of Uniphos Enterprises Limited**

## **Report on the Financial Statements**

We have audited the accompanying financial statements of Uniphos Enterprises Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at March 31, 2015, its profit, and its cash flows for the year ended on that date.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by section 143 (3) of the Act, we report that:
- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - (b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - (c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - (e) On the basis of written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of section 164 (2) of the Act;
  - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - (i) The Company has disclosed the impact of pending litigation on its financial position in its financial statements;
    - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - (iii) There are no amounts which are required to be transferred to the Investor Education and Protection Fund by the Company.

**For S R B C & CO LLP**

Chartered Accountants

ICAI Firm Registration Number: 324982E

**per Sudhir Soni**

Partner

Membership Number: 41870

Place of Signature: Mumbai

Date: 27<sup>th</sup> April, 2015

**Annexure referred to in paragraph 1 under the heading "Report on Other Legal and regulatory Requirements" of our report of even date**

Re: Uniphos Enterprises Limited ('the Company')

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) Fixed Assets have been physically verified by the management during the year and no material discrepancies were identified on such verification.
- (ii) The Company's business does not involve inventories and, accordingly, the requirements under paragraph 4(ii)(a), (b) and (c) of the Order are not applicable to the Company.
- (iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3(iii)(a) and (b) of the Order are not applicable to the Company and hence not commented upon.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of inventory and for the sale of goods. There are no purchase of Fixed Assets and sale of services during the year. During the course of our audit, we have not observed any major weakness or continuing failure to correct any major weakness in the internal control system of the Company in respect of these areas.
- (v) The Company has not accepted any deposits from the public.
- (vi) To the best of our knowledge and as explained, the Central Government has not specified the maintenance of cost records under clause 148(1) of the Companies Act, 2013, for the products of the Company.
- (vii) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including income-tax, service tax and other material statutory dues applicable to it. The provisions relating to Provident Fund, Sales Tax, Wealth Tax, Custom Duty, Excise Duty, Value Added Tax, Cess and employees' state insurance are not applicable to the Company.
- According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
- (b) According to the records of the Company, the dues outstanding of income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, value added tax and cess on account of any dispute, are as follows:

Name of the Statute	Nature of dues	Amount (₹ in Lacs)	Period to which amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	297.89	AY 01-02	Income Tax Appellate tribunal
Income Tax Act, 1961	Income Tax	11.90	AY 02-03	Income Tax Appellate tribunal
Income Tax Act, 1961	Income Tax	204.12	AY 03-04	Income Tax Appellate tribunal
Income Tax Act, 1961	Income Tax	191.74	AY 10-11	Commissioner of Income tax (Appeals)

- (c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder.
- (viii) The Company has no accumulated losses at the end of the financial year and it has not incurred cash losses in the current financial year, however it has incurred cash loss in the immediately preceding financial year.
- (ix) Based on our audit procedures and as per the information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to a financial institution or bank. The Company did not have any outstanding debentures during the year.
- (x) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions.
- (xi) The Company did not have any term loans outstanding during the year.
- (xii) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the year.

**For S R B C & CO LLP**

Chartered Accountants

ICAI Firm Registration Number: 324982E

**per Sudhir Soni**

Partner

Membership Number: 41870

Place of Signature: Mumbai

Date: 27<sup>th</sup> April, 2015

## Balance Sheet as at 31st March, 2015

₹ in Lakhs

	Notes	31-Mar-15	31-Mar-14
<b>Equity and liabilities</b>			
<b>Shareholders' funds</b>			
Share capital	3	1,390.92	1,390.92
Reserves and surplus	4	25,773.42	24,921.19
		<b>27,164.34</b>	<b>26,312.11</b>
<b>Current liabilities</b>			
Short-term borrowings	5	1,020.00	1,020.00
Trade payables	24	10.15	8.37
Other current liabilities	6	10.57	732.77
		<b>1,040.72</b>	<b>1,761.14</b>
<b>TOTAL</b>		<b>28,205.06</b>	<b>28,073.25</b>
<b>Assets</b>			
<b>Non-current assets</b>			
Fixed assets			
Tangible assets	7	17,393.63	17,393.63
Non-current investments	8	8,383.34	8,388.03
Non-current loans and advances	9	2,201.82	2,191.82
		<b>27,978.79</b>	<b>27,973.48</b>
<b>Current assets</b>			
Cash and bank balances	10	221.69	59.59
Current loans and advances	9	3.13	38.67
Other current assets	11	1.45	1.51
		<b>226.27</b>	<b>99.77</b>
<b>TOTAL</b>		<b>28,205.06</b>	<b>28,073.25</b>
Summary of significant accounting policies	2.1		
The accompanying notes are an integral part of the financial statements.			

As per our report of even date

**For S R B C & CO LLP**

Chartered Accountants

ICAI Firm registration number: 324982E

**per Sudhir Soni**

Partner

Membership no. : 41870

Place: Mumbai

Date: 27th April, 2015

For and on behalf of the board of directors of  
**Uniphos Enterprises Limited**

**R.D. Shroff**

Chairman and  
Managing Director

**K.M. Thacker**

Company Secretary

Place: Mumbai

Date: 27th April, 2015

**Arun Ashar**

Director

**B.P. Chheda**

Chief Financial Officer

# Statement of Profit and Loss

for the year ended 31st March, 2015

₹ in Lakhs

	Notes	31-Mar-15	31-Mar-14
<b>Income</b>			
Revenue from operations	12	191.24	907.50
Other income	13	1,060.19	718.33
<b>Total revenue (I)</b>		<b>1,251.43</b>	<b>1,625.83</b>
<b>Expenses</b>			
Purchase of traded goods	14	184.05	879.77
Employee benefits expense	15	40.26	34.72
Other expenses	16	56.30	51.89
<b>Total (II)</b>		<b>280.61</b>	<b>966.38</b>
<b>Profit before interest, tax, depreciation and amortisation (I) – (II)</b>		<b>970.82</b>	<b>659.45</b>
<b>Less:</b>			
Depreciation and amortisation expense	17	4.69	4.94
Finance costs	18	113.90	817.62
<b>Profit / (Loss) before tax</b>		<b>852.23</b>	<b>(163.11)</b>
<b>Less: Tax Expense</b>			
		-	-
<b>Profit / (Loss) for the year</b>		<b>852.23</b>	<b>(163.11)</b>
<b>Earnings per equity share [nominal value of share ₹ 2 (31 March 2014: ₹ 2)]</b>	19	1.23	(0.38)
Basic and Diluted (Rs.)			
Summary of significant accounting policies	2.1		
The accompanying notes are an integral part of the financial statements.			

As per our report of even date

**For S R B C & CO LLP**

Chartered Accountants

ICAI Firm registration number: 324982E

**per Sudhir Soni**

Partner

Membership no. : 41870

Place: Mumbai

Date: 27th April, 2015

For and on behalf of the board of directors of  
**Uniphos Enterprises Limited****R.D. Shroff**Chairman and  
Managing Director**K.M. Thacker**

Company Secretary

Place: Mumbai

Date: 27th April, 2015

**Arun Ashar**

Director

**B.P. Chheda**

Chief Financial Officer

# Cash Flow Statement

for the year ended 31st March, 2015

₹ in Lakhs

Notes	31-Mar-15	31-Mar-14
<b>Cash flow from operating activities</b>		
Profit / (Loss) before tax from operations	852.23	(163.11)
Non-cash adjustment to reconcile profit before tax to net cash flows :		
Depreciation/ amortization on operation	4.69	4.94
Finance Costs	113.90	817.62
Interest Income (Including Interest on Income Tax Refund)	(46.71)	(84.88)
Dividend Income	(1,013.48)	(633.45)
<b>Operating profit before working capital changes</b>	<b>(89.37)</b>	<b>(58.88)</b>
Movements in working capital :		
Increase/ (decrease) in trade payables and other current liabilities	(719.83)	616.37
Decrease / (increase) in loans and advances	35.53	(38.40)
Cash generated from / (used in) operations	(773.67)	519.09
Direct taxes paid (net of refunds)	(10.00)	(11.15)
<b>Net cash flow from/ (used in) operating activities (A)</b>	<b>(783.67)</b>	<b>507.94</b>
<b>Cash flows from investing activities</b>		
Interest received	46.77	83.37
Deposits with original maturity for more than 3 months but less than 12 months	(40.68)	-
Dividends received	1,013.48	633.45
<b>Net cash flow from/ (used in) investing activities (B)</b>	<b>1,019.57</b>	<b>716.82</b>
<b>Cash flows from financing activities</b>		
Proceeds from issuance of equity share capital (Right Issue)	-	7,492.10
Repayment of short-term borrowings	-	(8,000.00)
Unclaimed dividend Paid	(0.02)	-
Share Issue Expenses	-	(74.58)
Interest paid	(114.46)	(823.40)
<b>Net cash flow from/ (used in) in financing activities (C)</b>	<b>(114.48)</b>	<b>(1,405.88)</b>
<b>Net increase/(decrease) in cash and cash equivalents (A + B + C)</b>	<b>121.42</b>	<b>(181.12)</b>
Cash and cash equivalents at the beginning of the year	59.59	240.71
<b>Cash and cash equivalents at the end of the year</b>	<b>181.01</b>	<b>59.59</b>
<b>Components of cash and cash equivalents</b>		
Cash on hand	0.02	0.09
With banks- on current account	180.99	22.04
- on deposit account (Margin money) *	-	37.46
	<b>181.01</b>	<b>59.59</b>
<b>Total cash and cash equivalents (note 10)</b>	<b>181.01</b>	<b>59.59</b>
Summary of significant accounting policies	2.1	
*Note: Margin money deposit given as Security against bank guarantee and hence not available for use by the company.		

As per our report of even date

**For S R B C & CO LLP**

Chartered Accountants

ICAI Firm registration number: 324982E

**per Sudhir Soni**

Partner

Membership no. : 41870

 For and on behalf of the board of directors of  
**Uniphos Enterprises Limited**
**R.D. Shroff**

 Chairman and  
 Managing Director

**K.M. Thacker**

Company Secretary

**Arun Ashar**

Director

**B.P. Chheda**

Chief Financial Officer

Place: Mumbai

Date: 27th April, 2015

Place: Mumbai

Date: 27th April, 2015

# Notes to Financial Statements

for the year ended 31st March, 2015

## 1. Corporate information

Uniphos Enterprises Limited (the Company) is a public company domiciled in India. Its shares are listed on two stock exchanges in India and GDRs are listed on Luxembourg Stock Exchange. The Company is engaged in the business of trading of chemicals and other products.

## 2. Basis of preparation

The financial statements of the company have been prepared in accordance with the generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the Accounting Standards notified under section 133 of the Companies Act, 2013, read together with paragraph 7 of the companies (Accounts) Rules 2014. The financial statements have been prepared under the historical cost convention on an accrual basis except in case of Land, which is accounted based on revaluation as indicated in 2.1.b below. The accounting policies applied by the Company are consistent with those used in the previous year.

### 2.1 Summary of significant accounting policies

#### (a) Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

#### (b) Tangible fixed assets

Fixed assets, are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

During the year 2010-11, the Company had revalued its land assets appearing in Fixed Asset note to recognise its fair market value as on 31st March, 2011. The revaluation is carried out based on valuation reports of independent valuers and the appreciation in the value of the assets is credited to Revaluation Reserve in the accounts.

#### (c) Depreciation on tangible fixed assets and Investment Property

Depreciation on fixed assets is calculated on a written down value basis on the basis of useful lives estimated by the management or those prescribed under the schedule II to the Companies Act, 2013. Depreciation in respect of additions to/deletions from the Fixed Assets, is provided on pro-rata basis with reference to the month of addition/deletion of the Assets.

#### (d) Borrowing costs

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

#### (e) Impairment of tangible assets

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

## Notes to Financial Statements for the year ended 31st March, 2015

### (f) Government grants and subsidies

Government grants of the nature of promoters' contribution are credited to capital reserve and treated as a part of the shareholders' funds.

Government grants / subsidies in the nature of promoters' contribution, given with reference to the total investment in an undertaking or by way of contribution towards its total capital outlay, are treated as capital reserve. Grants and subsidies from the government are recognized when there is reasonable assurance that the grant/subsidy will be received and all attaching conditions will be complied with.

### (g) Investments

#### Presentation and Disclosure :

Investments, which are readily realizable and intended to be held for not more than one year from balance sheet date are classified as current investments. All other investments are classified as non-current investments.

#### Recognition and Measurement :

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are recognised as current investments. All other investments are recognised as long-term investments and carried at cost of acquisition. However, the carrying amount is reduced to recognise a decline, other than temporary, in the value of long-term investments by a charge to the statement of profit and loss. Current investments are stated at lower of cost and fair value determined on individual investment basis.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

#### Investment property

Investment in buildings, which is not intended to be occupied substantially for use by, or in the operations of, the Company, is classified as investment property. Investment properties are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any.

Depreciation on investments in property has been provided on written down value basis in accordance with Schedule II of the Companies Act, 2013 by estimating the useful life as 60 years.

### (h) Inventories

Traded goods are valued at lower of cost and net realizable value. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on a weighted average basis.

### (i) Revenue recognition

#### Sale of goods

Revenue from sale of goods is recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer, usually on delivery of the goods. The Company collects sales tax and value added tax (VAT) on behalf of the government and therefore, these are not economic benefits flowing to the company. Hence, they are excluded from revenue.

#### Interest

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the statement of profit and loss.

#### Dividends

Dividend income is recognized when the company's right to receive dividend is established by the reporting date.



# Notes to Financial Statements

for the year ended 31st March, 2015

## (j) Foreign currency translation

Transactions in foreign currency are recorded by applying the exchange rate at the date of the transaction. Monetary items denominated in foreign currency remaining unsettled at the end of the year, are translated at the closing rates, prevailing on the Balance Sheet date. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction. Exchange differences arising as a result of the above are recognised as income or expense in the statement of profit and loss. Exchange difference arising on the settlement of monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognised as income or as expenses in the year in which they arise.

## (k) Income Taxes

Tax expense comprises current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the Company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss.

Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date.

## (l) Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

## (m) Provisions

A provision is recognised when the Company has a present legal or constructive obligation as a result of past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate of the amount of the obligation can be made. Provisions are not discounted to its present value and are determined based on the best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet and adjusted to reflect the current best estimates.

## (n) Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

## (o) Cash and cash equivalents

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

3. Share capital	₹ in Lakhs	
	31-Mar-15	31-Mar-14
<b>Authorized shares</b>		
15,00,00,000 (Previous Year : 15,00,00,000) equity shares of ₹ 2/- each	3,000.00	3,000.00
70,00,00,000 (Previous Year : 70,00,00,000) preference shares of ₹ 100/- each	7,000.00	7,000.00
<b>Issued, subscribed and fully paid-up shares</b>		
6,95,45,849 (Previous Year : 6,95,45,849) equity shares of ₹ 2/- each fully paid up.	1,390.92	1,390.92
<b>Total issued, subscribed and fully paid-up share capital</b>	<b>1,390.92</b>	<b>1,390.92</b>

## Notes to Financial Statements for the year ended 31st March, 2015

### (a) Reconciliation of shares at the beginning and at the end of the reporting period

Equity Shares Particulars	No. Lakhs		₹ Lakhs	
	31-Mar-15 Number	31-Mar-15 Amount	31-Mar-14 Number	31-Mar-14 Amount
At the beginning of the reporting period	695.46	1,390.92	254.75	509.49
Add: Issued during the year	-	-	440.71	881.43
<b>At the end of the reporting period</b>	<b>695.46</b>	<b>1,390.92</b>	<b>695.46</b>	<b>1,390.92</b>

### (b) Shares held by holding/ ultimate holding company and/ or their subsidiaries/ associates

Out of equity shares issued by the Company, shares held by its holding company, ultimate holding company are as below:

	₹ Lakhs	
	31-Mar-15	31-Mar-14
Nerka Chemicals Private Limited, the holding company 4,68,22,121 (31 March 2014: 4,60,22,121) equity shares of ₹ 2 each fully paid	936.44	920.44

### (c) Terms/ rights attached to equity shares

The Company has only one class of equity shares having par value of ₹ 2 per share. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

### (d) Details of shareholders holding more than 5% shares in the Company

Name of the shareholder	31-Mar-15	31-Mar-14
<i>Equity shares of ₹ 2 each fully paid</i>		
<b>a) Nerka Chemicals Private Limited</b>		
No. of Shares	46,822,121	46,022,121
% of total Share capital	67.33%	66.18%
<b>b) Vinod Mohan Nair</b>		
No. of Shares	5,748,108	5,748,108
% of total Share capital	8.27%	8.27%

As per records of the Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

- (e) There are 34,962 (Previous Year : 44,962) underlying Equity Shares of the Company in respect of GDR's listed on Luxembourg Stock Exchange. Every GDR is issued against 2 Equity shares.

## 4. Reserves and surplus

₹ in Lakhs

	31-Mar-15	31-Mar-14
<b>Capital reserve</b>		
a) Central and State Subsidies for a project in backward area	60.00	60.00
b) Capital Reserve arising on amalgamation of Shroffs Industrial Chemicals Private Limited with the Company	3.01	3.01
c) Profit on reissue of Forfeited Shares / Debentures	1.38	1.38
<b>Closing Balance</b>	<b>64.39</b>	<b>64.39</b>

# Notes to Financial Statements

for the year ended 31st March, 2015

4. Reserves and surplus (Contd.)	₹ in Lakhs	
	31-Mar-15	31-Mar-14
<b>Revaluation reserve {Refer Note 2.1(b) }</b>		
Balance as per the last financial statements	14,500.00	14,500.00
<b>Closing Balance</b>	<b>14,500.00</b>	<b>14,500.00</b>
<b>General reserve</b>		
Balance as per the last financial statements	3,100.65	3,100.65
<b>Closing Balance</b>	<b>3,100.65</b>	<b>3,100.65</b>
<b>Securities Premium</b>		
Balance as per the last financial statements	6,499.56	-
Add : Premium received pursuant to Rights Issue of Equity shares	-	6,610.68
Less : Expenses incurred towards Rights Issue of Equity shares	-	(111.12)
	<b>6,499.56</b>	<b>6,499.56</b>
<b>Surplus in the statement of profit and loss</b>		
Balance as per last financial statements	756.59	919.70
Profit / (loss) for the year	852.23	(163.11)
<b>Net surplus in the statement of profit and loss</b>	<b>1,608.82</b>	<b>756.59</b>
<b>Total Reserves and Surplus</b>	<b>25,773.42</b>	<b>24,921.19</b>
5. Short-term borrowings	₹ in Lakhs	
	31-Mar-15	31-Mar-14
(i) Loans (Secured)		
From Non Banking Financial companies [Refer Note (a) below]	1,000.00	1,000.00
(ii) Other Loans (Unsecured) [Refer note (b) below]	20.00	20.00
	<b>1,020.00</b>	<b>1,020.00</b>
<b>The above amount includes</b>		
Secured borrowings	1,000.00	1,000.00
Unsecured borrowings	20.00	20.00
<b>Notes :</b>		
<b>a) Loans from Non Banking Financials Company includes the following :</b>		
1) Loan amounting to Rs. 1,000 Lacs (Previous Year: 1,000 Lacs) is secured by way of pledge of 20,00,000 equity shares on UPL Limited ('UPL'). The loan carries interest at the rate of 11.25 % p.a. (Previous Year 12.00%) and is repayable in April 2016.		
b) Other loan from a private limited company of Rs. 20 lacs (Previous Year : Rs. 20 Lacs) is interest free Loan repayable on demand.		
6. Other current liabilities	₹ in Lakhs	
	31-Mar-15	31-Mar-14
a) Interest accrued but not due on short term borrowings	8.44	9.00
b) Dividend in abeyance	-	0.02
c) Statutory Liabilities	1.95	2.01
d) Other liabilities	0.18	-
e) Advance from customer	-	721.74
	<b>10.57</b>	<b>732.77</b>

## Notes to Financial Statements for the year ended 31st March, 2015

7. Tangible assets	₹ in Lakhs	
Particulars	Land	
<b>Cost or valuation</b>		
<b>At 1st April 2013</b>		17,393.63
Additions (2013-14)		-
Deletion (2013-14)		-
<b>At 31st March 2014</b>		<b>17,393.63</b>
Additions (2014-15)		-
Deletion (2014-15)		-
<b>At 31st March 2015</b>		<b>17,393.63</b>
<b>Depreciation</b>		
<b>At 1st April 2013</b>		-
Charge for the year (2013-14)		-
<b>At 31st March 2014</b>		-
Charge for the year (2014-15)		-
<b>At 31st March 2015</b>		-
<b>Net Block</b>		
<b>At 31st March 2014</b>		<b>17,393.63</b>
<b>At 31st March 2015</b>		<b>17,393.63</b>
<b>8. Non-current investments</b>	<b>₹ in Lakhs</b>	
	<b>31-Mar-15</b>	<b>31-Mar-14</b>
1) <b>Investment property (at cost less accumulated depreciation)</b>		
Cost of building	134.41	134.41
Less: Accumulated depreciation	45.23	40.54
Net value [A]	<b>89.18</b>	<b>93.87</b>
2) <b>Trade investments (valued at cost unless stated otherwise)</b>		
<i>Unquoted equity instruments</i>		
1,000 (Previous Year : 1,000) Equity Shares of no par value in Kaw Valley, Inc.	0.98	0.98
250 (Previous Year : 250) Equity Shares of no par value in Midland Furnigant, Inc.	4.91	4.91
Less: Provision for Diminution in value of Long-Term Investments	(5.89)	(5.89)
Net value [B]	-	-
3) <b>Non-trade investments (valued at cost unless stated otherwise)</b>		
(i) <b>Investment in equity instruments (quoted)</b>		
a) 2,53,37,060 (Previous Year : 2,53,37,060) Equity shares of Rs. 2 each fully paid-up in UPL Limited (Refer note "f" below)	8,121.53	8,121.53
b) 200,000 (Previous Year : 200,000) Equity shares of Rs. 2 each fully paid-up in Advanta Limited	145.27	145.27

## Notes to Financial Statements for the year ended 31st March, 2015

### 8. Non-current investments (Contd.)

₹ in Lakhs

(ii) Investment in equity instruments (unquoted)			
1,00,000 (Previous Year : 1,00,000) Equity Shares of Rs. 10 each fully paid-up in Harsora Hotels Private Limited		25.00	25.00
100 (Previous Year 100) Equity Shares of Rs. 10 each fully paid-up in Industrial Grahak Sahakari Bhandar Limited		0.01	0.01
20,000 (Previous Year : 20,000) Equity Shares of Rs. 10 each fully paid-up in Saket Projects Limited		2.00	2.00
156 (Previous Year: 156) Equity Shares of Rs. 100 each fully paid-up in Sardar Bhiladwala Pardi People's Co-operative Bank Limited		0.15	0.15
40 (Previous year : 40) Equity Shares of Rs. 500 each fully paid-up in Shree Ganesh Khand Udyog Sahakari Mandi Limited		0.20	0.20
Net value [C]		<b>8,294.16</b>	<b>8,294.16</b>
Total [A+B+C]		<b>8,383.34</b>	<b>8,388.03</b>
<b>Notes :</b>			
a) Aggregate amount of quoted investments [Market value: Rs.1,12,876.18 Lacs (31 March 2014: Rs. 46,916.60 Lacs)]		8,266.80	8,266.80
b) Aggregate amount of unquoted investments (Trade) (Before diminution)		5.89	5.89
c) Aggregate amount of unquoted investments (Non-Trade)		27.36	27.36
d) Value of investment property		89.18	93.87
e) Aggregate provision for diminution in value of investments		(5.89)	(5.89)
f) 20,00,000 (Previous Year : 20,22,000) equity shares of UPL Limited have been pledged against short term loans taken from Non Banking Financial Companies. (Also refer note "a" in note 5 - Short term borrowings)			

### 9. Loans and advances

₹ in Lakhs

	Non-current		Current	
	31-Mar-15	31-Mar-14	31-Mar-15	31-Mar-14
<b>Security deposit</b>				
Unsecured, considered good	0.46	0.46	-	37.46
<b>Advances recoverable in cash or kind</b>				
Unsecured considered good	-	-	3.13	1.21
<b>Other loans and advances</b>				
Advance income-tax (net of provision for taxation)	2,201.36	2,191.36	-	-
<b>Total</b>	<b>2,201.82</b>	<b>2,191.82</b>	<b>3.13</b>	<b>38.67</b>

## Notes to Financial Statements

for the year ended 31st March, 2015

### 10. Cash and bank balances

₹ in Lakhs

	Current	
	31-Mar-15	31-Mar-14
<b>Cash and cash equivalents</b>		
<i>Balances with banks:</i>		
– On current accounts	180.99	22.04
Cash on hand	0.02	0.09
<b>Other Bank Balances</b>		
- Margin Money Deposit *	-	37.46
- Deposits with original maturity for more than 3 months but less than 12 months	40.68	-
<b>Total</b>	<b>221.69</b>	<b>59.59</b>

\* **Note:** Margin Money deposit given as security against bank guarantee

### 11. Other current assets

₹ in Lakhs

	Current	
	31-Mar-15	31-Mar-14
Interest Receivable	1.45	1.51
<b>Total</b>	<b>1.45</b>	<b>1.51</b>

### 12. Revenue from operations

₹ in Lakhs

	31-Mar-15	31-Mar-14
<b>Revenue from operations</b>		
Sale of products		
Traded goods - chemicals	191.24	907.50
<b>Total</b>	<b>191.24</b>	<b>907.50</b>

### 13. Other income

₹ in Lakhs

	31-Mar-15	31-Mar-14
Interest income on		
Bank deposits	3.50	81.93
Income tax refund	43.21	2.95
Dividend income on		
Long-term investments	1,013.48	633.45
<b>Total</b>	<b>1,060.19</b>	<b>718.33</b>

### 14. Purchase of Traded Goods

#### Details of purchase of traded goods

₹ in Lakhs

	31-Mar-15	31-Mar-14
Chemicals	184.05	879.77
<b>Total</b>	<b>184.05</b>	<b>879.77</b>

# Notes to Financial Statements

for the year ended 31st March, 2015

15. Employee benefits expense	₹ in Lakhs	
	31-Mar-15	31-Mar-14
Salaries, wages, bonus and other benefits (Refer Note 23(b) (8))	40.26	34.72
<b>Total</b>	<b>40.26</b>	<b>34.72</b>

16. Other expenses	₹ in Lakhs	
	31-Mar-15	31-Mar-14
Electricity Charges	0.78	0.84
Rates and taxes	6.68	6.39
Repairs and maintenance (Others)	1.51	1.52
Security Charges	6.67	6.67
Printing and stationery	2.42	1.07
Legal and professional fees	26.85	26.12
Postage & Stamps	1.26	1.70
Payment to auditor (Refer details below)	8.43	7.40
Foreign Exchange Fluctuation (net)	-	(6.68)
Demat charges	0.02	0.01
Miscellaneous expenses	1.68	6.85
	<b>56.30</b>	<b>51.89</b>
<b>Payment to auditor</b>		₹ in Lakhs
	<b>31-Mar-15</b>	<b>31-Mar-14</b>

As auditor:		
Audit fee	8.43	7.30
Others	-	0.10
	<b>8.43</b>	<b>7.40</b>

17. Depreciation and amortization expense	₹ in Lakhs	
	31-Mar-15	31-Mar-14
Depreciation on investment property	4.69	4.94
	<b>4.69</b>	<b>4.94</b>

18. Finance costs	₹ in Lakhs	
	31-Mar-15	31-Mar-14
Interest on short term borrowings	113.59	816.54
Bank charges & other financials charges	0.31	1.08
	<b>113.90</b>	<b>817.62</b>

## Notes to Financial Statements for the year ended 31st March, 2015

### 19. Earning per share (EPS)

The following reflects the Profit / (Loss) and share data used in the basic and diluted EPS computations:

	₹ in Lakhs	
	31-Mar-15	31-Mar-14
Profit / (Loss) after taxation as per statement of profit and loss [A]	852.23	(163.11)
Weighted average number of Equity Shares Outstanding (B) (Nos.)	69,545,849	43,103,142
Basic and Diluted Earning Per Share (in ₹) [(A)/(B)]	1.23	(0.38)
Face Value Per Share (in ₹)	2.00	2.00

### 20. Contingent liabilities

	₹ in Lakhs	
	31-Mar-15	31-Mar-14
Disputed Income-tax liability	3,501.75	3,468.41

#### Note :

The contingent liability for Income Tax is mainly on account of major disallowances /additions made in the assessment proceedings since AY 1992 – 93 to AY 2011-12 on account of taxability of amount of Advance Licence Benefit receivable, Pass Book Benefit receivable, data access fees paid, deduction in respect of premium paid for Lease Hold Land, benefit claimed u/s.80HHC, benefit Claimed U/S 80IA / IB and other miscellaneous addition / disallowances. The Company has contested all the above issues before the Commissioner of Income Tax (A) /Income Tax Appellate Tribunal and same are pending before the said authorities for disposal.

### 21. Expenditure in foreign currency (accrual basis)

	₹ in Lakhs	
	31-Mar-15	31-Mar-14
Stock Exchange fees	2.36	2.92

### 22. Value of Imports calculated on CIF Basis

	₹ in Lakhs	
	31-Mar-15	31-Mar-14
Traded goods	184.05	879.77

### 23 Related Party Disclosure

#### (a) Relationship :

- (i) **Holding company**  
Nerka Chemicals Private Limited ('Nerka')
- (ii) **Ultimate Holding Company**  
Demuric Holdings Private Limited ('Demuric')
- (iii) **Enterprises over which Key Management personnel and their relatives have significant influence :**  
UPL Limited ('UPL')  
Uniphos International Limited ('UIL')  
Advanta Limited (Advanta)
- (iv) **Key Management Personnel and their relatives :**  
Mr. Rajanikant D. Shroff  
Mrs. Sandra R. Shroff  
Mr. Jaidev R. Shroff  
Mr. K.M. Thacker  
Mr. B.P. Chheda



# Notes to Financial Statements

for the year ended 31st March, 2015

(b) The following transactions were carried out with the related parties in the ordinary course of business:

₹ in Lakhs

Nature of Transactions	Holding Company		Enterprises over which Key Management personnel and their relatives have significant influence		Total	
	31-Mar-15	31-Mar-14	31-Mar-15	31-Mar-14	31-Mar-15	31-Mar-14
<b>1. Income</b>						
Sales to UPL	-	-	191.24	907.50	191.24	907.50
Dividend from UPL	-	-	1,013.48	633.45	1,013.48	633.45
<b>2 Loan/Advance taken</b>						
UIL	-	-	3.00	-	3.00	-
<b>3 Repayment of Loans/ Advances Taken</b>						
UPL	-	-	661.74	-	661.74	-
UIL	-	-	3.00	-	3.00	-
Nerka	85.00	-	-	-	85.00	-
<b>4 Deposit given</b>						
Advanta	-	-	1.00	-	1.00	-
<b>5. Deposit received back</b>						
Advanta	-	-	1.00	-	1.00	-
<b>6 Issue of equity shares pursuant to Rights issue</b>						
Nerka	-	5,500.00	-	-	-	5,500.00
3,23,52,942 equity shares of ₹ 2 fully paid						
<b>7 Advance received against sales</b>						
UPL	-	-	-	661.74	-	661.74
Nerka	25.00	60.00	-	-	25.00	60.00
<b>8 Salary and other reimbursements</b>						
UPL	-	-	40.26	34.72	40.26	34.72
<b>9. Outstandings as at the Balance Sheet Date</b>						
<b>Advance received against sales</b>						
UPL	-	-	-	661.74	-	661.74
Nerka	-	60.00	-	-	-	60.00

## Notes to Financial Statements for the year ended 31st March, 2015

**(c) Transactions with Key Management Personnel and their relatives** (₹ in Lakhs)

Particulars	31-03-15	31-03-14
Remuneration - K M Thacker	40.26	34.72

**(d) Maximum amount outstanding of the Advance taken during the year** (₹ in Lakhs)

Name of the Company	31-03-15	31-03-14
Nerka Chemicals Private Limited (Holding Company)	85.00	60.00

### 24. Micro, small and medium enterprises disclosure

The identification of Micro, Small and Medium enterprises is based on the management's knowledge of their status. The Company has not received any intimation from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006.

### 25. Segment reporting

The Company is engaged in trading business in India, which in the context of Accounting Standard 17 is considered to be its only business segment and thus no geographic segment is applicable.

### 26. Previous Year regrouping

Previous year's figures have been regrouped/ rearranged wherever necessary.

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As per our report of even date

**For S R B C & CO LLP**

Chartered Accountants

ICAI Firm registration number: 324982E

**per Sudhir Soni**

Partner

Membership no. : 41870

Place: Mumbai

Date: 27th April, 2015

For and on behalf of the board of directors of  
**Uniphos Enterprises Limited**

**R.D. Shroff**

Chairman and  
Managing Director

**K.M. Thacker**

Company Secretary

Place: Mumbai

Date: 27th April, 2015

**Arun Ashar**

Director

**B.P. Chheda**

Chief Financial Officer











# UNIPHOS ENTERPRISES LIMITED

CIN : L24219GJ1969PLC001588

Registered office: 11, G.I.D.C., Vapi, Dist. Valsad, Gujarat – 396195

## FORM NO. MGT-11 PROXY FORM

Name of the Member(s):

Registered Address:

Folio No./ DP ID - Client Id:

I/We being the member(s) of \_\_\_\_\_ shares of the above named Company, hereby appoint

1. Name: ..... Address:.....  
 E-mail Id: ..... Signature: .....  
 or failing him;
2. Name: ..... Address:.....  
 E-mail Id: ..... Signature: .....  
 or failing him;
3. Name: ..... Address:.....  
 E-mail Id: ..... Signature: .....  
 or failing him;

as my / our proxy to attend and vote (on a poll) for me / us and on my /our behalf at the 46th Annual General Meeting of the Company to be held on Wednesday, 30th September, 2015 at 9.30 a.m. at the Registered Office of the Company at 11, G.I.D.C., Vapi, Dist. Valsad, Gujarat, Pin- 396 195 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions
<b>Ordinary Business</b>	
1.	Adoption of Financial Statements for the financial year ended 31 <sup>st</sup> March, 2015.
2.	Re-appointment of Mrs. Sandra Rajnikant Shroff (DIN: 00189012), who retires by rotation.
3.	Appointment of M/s. S R B C & CO LLP, Chartered Accountants, as Auditors and fixing their remuneration.
<b>Special Business</b>	
4.	<b>Special Resolution</b> - Adoption of new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013
5.	<b>Special Resolution</b> - Re-appointment of Mr. Rajnikant Devidas Shroff (DIN: 00180810) as Managing Director of the Company

Signed this ..... Day of ....., 2015



Signature of shareholder..... Signature of Proxy holder(s).....

### Notes :

1. The proxy need not be a member.
2. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
3. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 46th Annual General Meeting.
4. Please complete all details including details of member(s) in above box before submission.
5. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

**If undelivered, please return to:**

 **UNIPHOS ENTERPRISES LIMITED**

Secretarial Department  
8, Shri Krishna Commercial Centre,  
Ground Floor, Opp. Raheja Solitaire,  
6, Udyog Nagar, Off S.V. Road,  
Goregaon (West), Mumbai- 400 062