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37TH ANNUAL GENERAL MEETING

Date : 15th September, 2006

Day : Friday

Time : 10.00 a.m.

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

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

Sharepro Services(India) Pvt. Ltd.

Unit : Uniphos Enterprises Limited

Satam Estate, 3rd Floor,

Above Bank of Baroda,

Cardinal Gracious Road,

Chakala, Andheri (East),

Mumbai- 400 099.

Phone No(s) : 91-022-28215168/2821 5991

Fax No. : 91-022-2837 5646

BOOK CLOSURE

Saturday, 9th September, 2006

to

Friday, 15th September, 2006

BOARD OF DIRECTORS

- MR. R. D. SHROFF - Chairman & Managing Director
MRS. S. R. SHROFF - Vice Chairman
MR. J. R. SHROFF
MR. A. C. ASHAR
MR. PRADEEP GOYAL
MR. PRAKASH SHAH

COMPANY SECRETARY

MR. K. M. THACKER

AUDITORS

S. V. GHATALIA & ASSOCIATES
Chartered Accountants

BANKERS

Canara Bank
IDBI Bank Ltd.
State Bank of India
HDFC Bank Ltd.
Yes Bank Ltd.

ADMINISTRATIVE OFFICE

UNIPHOS HOUSE,
C.D.Marg, Khar (West),
Mumbai- 400 052.
Tel. : 2604 1111. Fax : 2604 1010.

REGISTERED OFFICE

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

SECRETARIAL DEPARTMENT

Excel Estate, S. V. Road,
Near Mahesh Nagar,
Goregaon (West), Mumbai- 400 062.
Tel. : 2872 4862 Fax : 2875 3485.



NOTICE

NOTICE is hereby given that **37th ANNUAL GENERAL MEETING** of the Members of **UNIPHOS ENTERPRISES LIMITED** will be held on Friday, 15th September, 2006 at 10.00 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 consider and adopt the audited Balance Sheet as at 31st March, 2006, Profit and Loss Account 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 Mr. Arun C. Ashar, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration.

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.
2. Members/Proxies should bring the Attendance Slip duly filled in for attending the meeting.
3. The Register of Members and The Share Transfer Books of the Company will remain closed from Saturday, 9th September, 2006 to Friday, 15th September, 2006 (both days inclusive).
4. 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, Satam Estate, 3rd Floor, Above Bank of Baroda, Cardinal Gracious Road, Chakala, Andheri (E), Mumbai – 400 099, quoting their Folio Number and in case their shares are held in dematerialised form, the intimation of change of address should be passed on to their respective Depository Participants.
5. 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.
6. 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.
7. Pursuant to the provisions of Section 205A(5) of the Companies Act, 1956, as amended-
 - (a) Dividend for the years 1995-96, 1996-97 and 1997-98 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.
 - (b) Dividend for the year 1998-99 and thereafter, which remain unclaimed for a period of seven years from the date of transfer of same to the respective unpaid dividend accounts of the Company will be transferred to the Investor Education and Protection Fund established by the Central Government pursuant to Section 205C of the Companies Act, 1956.Members who have not so far encashed the Dividend Warrant(s) are requested to make their claims to the Company immediately. **It may be noted that once the unclaimed dividend is transferred to the Investor Education and Protection Fund, no claim shall lie, against the Company or the said fund, in respect thereof.**

8. Additional information on Director being re-appointed as required under Clause 49(VI) of the listing agreement with the Stock Exchanges:

At the ensuing Annual General Meeting, Mr. Arun C. Ashar, Director, retire by rotation and being eligible offer himself for re-appointment In pursuance of Corporate Governance code, information of the aforesaid Director is provided hereunder:

Mr. Arun C. Ashar is the Director of the Company since 28th February, 1992. He is a Chartered Accountant. He was associated with the group in the capacity of consultant prior to his joining of the Board. He looks after the financial functions of the Company. He is on the Board of United Phosphorus Ltd., Enviro Technology Ltd., Bharuch Enviro Infrastructure Ltd., Agrinet Solutions Ltd., SWAL Corporation Ltd., Shroff United Chemicals Ltd., Search Enviro Ltd., Djai Power Ltd., Shivalik Solid Waste Management Ltd. and Associated Environmental Engineers Ltd.

Mumbai
28th April, 2006

By Order of the Board of Directors

Registered Office:

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

K. M. THACKER
Company Secretary



DIRECTORS' 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, 2006.

FINANCIAL RESULTS

	Year ended 31 st March, 2006.	(Rs. in lacs) Year ended 31 st March, 2005.
Profit/(Loss) before taxation	(38.50)	(114.05)
Less Provision for taxation	0.04	0.58
Profit/(Loss) after taxation	(38.54)	(114.63)
Less: Prior period adjustments (Net)	—	76.97
	(38.54)	(191.60)
Add : Balance brought forward	9.75	201.42
Amount available for appropriation	(28.79)	9.82
APPROPRIATIONS:		
Proposed Equity Dividend and tax thereon	—	—
Education Cess on the Dividend of last year	—	0.07
Balance carried forward	(28.79)	9.75
	(28.79)	9.82

OPERATIONAL PERFORMANCE

During the year under review, the net sales have gone up to Rs. 92.97 lacs as against Rs. 40.35 lacs in the previous year.

The Company has suffered loss of Rs. 38.54 lacs after tax and prior period adjustment for taxation as compared to Rs. 191.60 lacs in the previous year.

FUTURE OUTLOOK

The Company is ready to take advantage of the opportunity of trading in chemicals with the reduction in tariffs for imports.

DIVIDEND

In view of the loss, your Directors do not recommend any dividend for the year under review.

INSURANCE

All the properties of the Company have been adequately insured.

AUDITORS AND AUDITORS' REPORT

M/s. S. V. Ghatalia & Associates, Chartered Accountants, the Statutory Auditors are retiring at the ensuing Annual General Meeting and being eligible for re-appointment have expressed their willingness to continue, if re-appointed. Your Directors recommend their appointment as the Statutory Auditors and to fix their remuneration for the year 2006-2007.

The notes to the accounts referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

DEPOSITORY SYSTEM

95.33 % of the total paid up equity shares of the Company are dematerialised as on 31st March, 2006.

DIRECTORS

In accordance with the Provisions of the Companies Act, 1956 and the Articles of Association of the Company, Mr. Arun C. Ashar, Director of the Company, retires by rotation at the ensuing Annual General Meeting of the Company, and being eligible, offer himself for re-appointment.



DIRECTORS' REPORT (Contd.)

The brief resume of Mr. Arun C. Ashar, Director of the Company as required by Clause 49 of the Listing Agreement with the Stock Exchanges, is provided in the notice convening the Annual General Meeting of the Company.

PERSONNEL

The relationship with the employees at all levels continued to be cordial throughout the year. Your Directors would like to place on record their sincere appreciation for the contribution made by the employees and for their commitment in realizing objectives and growth of the Company.

INFORMATION REGARDING CONSERVATION OF ENERGY ETC.

Information required under Section 217 (1) (e) of the Companies Act, 1956, read with Rule 2 of the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, for the year ended 31st March, 2006 is furnished here below.

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

PARTICULARS OF EMPLOYEES

The Company has no employee who- (i) if employed throughout the financial year, was in receipt of remuneration, in aggregate, more than Rs. 24 lakhs, or (ii) if employed for a part of the financial year, was in receipt of remuneration, in aggregate, more than Rs. 2 lakhs per month. Hence, the information required to be given pursuant to the provisions of Section 217 (2A) of the Companies Act, 1956, read with Companies (Particulars of employees) Rules, 1975, as amended from time to time, is not applicable.

DIRECTORS RESPONSIBILITY

Your Directors confirm the following Directors' Responsibility statements pursuant to provisions of Section 217(2AA) of the Companies Act, 1956:

- 1) in the preparation of Annual Accounts for the year ended 31st March, 2006, the Company has followed the applicable accounting standards with proper explanations relating to material departures, if any;
- 2) appropriate accounting policies have been selected and applied consistently and judgements and estimates are made prudently and reasonably so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2006 and of the loss of the Company for that year;
- 3) proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with applicable provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- 4) the annual accounts have been prepared on a going concern basis.

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. The Management Discussion and Analysis Report forms part of this Report. Auditors' Certificate regarding compliance of the conditions of Corporate Governance as stipulated under the said clause is also attached to this Report.

LISTING OF THE COMPANY'S EQUITY SHARES

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

ACKNOWLEDGEMENT

Your Directors take this opportunity in expressing their gratitude to the Government of India, the State Government of Gujarat, Financial Institutions and the Commercial Banks. The Board is also thankful to consumers, distributors, investors, etc. for their unstinted support to the Company.

Mumbai
28th April, 2006

On behalf of the Board of Directors

R.D. SHROFF

Chairman & Managing Director

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



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 wants to enhance shareholder value with best practices of corporate governance. The high standard of corporate governance is maintained by being transparent, accountable and continuous interaction with shareholders, employees, lending institutions, banks, govt. agencies and all the dealers.

The Company is conscious of the fact that to achieve success very high ethical value of the management and the employees is inevitable.

2. Board of Directors

The Board of Directors consists of 6 directors.

During the year, five Board Meetings were held on 29th April, 2005, 28th May, 2005, 22nd July, 2005, 24th October, 2005 and 30th January, 2006.

Composition and other details of Directors is 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 & Non Executive Chairman & Managing Director	4	Present	13	1	—
Mrs. S. R. Shroff	Promoter & Non-Executive Vice Chairman	3	Present	9	—	—
Mr. J. R. Shroff	Promoter & Non-Executive Director	4	Present	15	—	—
Mr. A. C. Ashar	Non-Promoter & Non-Executive Director	4	Present	10	—	1
Mr. Pradeep Goyal	Non-Executive & Independent Director	3	Present	5	3	—
Mr. Prakash Shah	Non-Executive & Independent Director	3	—	4	—	—

Notes: * Excludes Directorship in Private Limited companies.

3. Information supplied to the Board

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,
- Re-appointment of Managing Director,
- Disclosure of the interest of the Directors,
- Inter-corporate loans,
- Material show cause notices, legal judgements, etc.,
- Raising of funds by way of Loans,
- Approval for contracts entered into with parties covered in the register under section 301 of the Companies Act, 1956,
- Approval of Code of Conduct for all Board Members and Senior Management of the Company,
- Review of the procedure for risk assessment and minimization,
- Consideration of any disclosure made by senior management relating to any transaction having potential conflict with interest of the Company,

4. Disclosures

The particulars of transactions between the Company and related parties as per the Accounting Standards are mentioned separately in schedule "N" of the Annual Report. However these transactions are not likely to have any conflict with the Company's interest.

CORPORATE GOVERNANCE (Contd.)

No strictures or penalties have been imposed on the Company by the Stock Exchange 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, pre-clearance 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 pre-clearance of trades in the Company's securities.

Shareholding of the Directors as on 31st March, 2006 was as under:

Name of the Director	Shareholding
Mr. R. D. Shroff	1081905
Mrs. S. R. Shroff	485475
Mr. J. R. Shroff	374263
Mr. A. C. Ashar	20643
Mr. Pradeep Goyal	Nil
Mr. Prakash Shah	1000

5. Audit Committee

The Board of the Company has constituted an Audit Committee, comprising of two Independent & Non-Executive Directors viz. Mr. Pradeep Goyal, Chairman and Mr. Prakash Shah and one Non-Executive Director Mr. A.C. Ashar. Four meetings of the Audit Committee were held on 27th May, 2005, 22nd July, 2005, 24th October, 2005 and 30th January, 2006.

Composition of members of Audit Committee is as follows:

Composition	Mr. Pradeep Goyal Chairman	Mr. Prakash Shah	Mr. A. C. Ashar
Meetings attended during the year	4	4	4

The constitution of Audit Committee also meets with the requirements under Section 292A of the Companies Act, 1956. 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 292A of the Companies Act, 1956 besides other terms as may be referred by the Board of Directors.

6. Remuneration Committee

The Board of the Company has constituted a Remuneration Committee, comprising of two Independent & Non-Executive Directors viz. Mr. Pradeep Goyal, Chairman and Mr. Prakash Shah and one Non-Executive Director Mr. A.C. Ashar.

The Remuneration Committee has been constituted to recommend/review the remuneration package of the Directors based on performance and defined criteria.

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

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, 2006.

CORPORATE GOVERNANCE (Contd.)

The Company has paid the sitting fees for the year ended 31st March, 2006 to Non- Executive & Independent Directors for attending Board Meetings, Audit Committee Meetings and Shareholders'/ Investors' Grievances Committee Meeting as follows:

Mr. Pradeep Goyal Rs.10,000/- and Mr. Prakash Shah Rs.9,000/-.

7. Shareholders'/Investors' Grievance Committee

The Board of the Company has constituted a Shareholders'/Investors' Grievance Committee, comprising of three independent, Non-Executive Directors to look into the Shareholders' and Investors' Grievances. One meeting of the Shareholders'/Investors' Grievance Committee was held on 30th January, 2006

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

Composition	Mr. Pradeep Goyal Chairman	Mr. A. C. Ashar	Mr. Prakash Shah
Meeting attended during the year	1	1	-

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 twice a month to approve transfer of shares, issue of duplicate certificates, etc. Share certificate submitted for dematerialisation and request for rematerialisation are also approved by the committee.

The total number of complaints received during the year under review were 55 and all the complaints were replied to the satisfaction of shareholders on or before 31st March, 2006.

4 requests for transfers and 14 requests for dematerialisation were pending for approval as on 31st March, 2006, which were approved and dealt with by 15th April, 2006.

8. General Body Meetings

Location and time for last three Annual General Meetings were:

Year	AGM	Location	Date	Time
2002-2003	34 th AGM	Hotel Green View Hall N. H. No. 8, Vapi 396 195	24/09/2003	10.00 a.m.
2003-2004	35 th AGM	Hotel Green View Hall N. H. No. 8, Vapi 396 195	28/08/2004	11.30 a.m.
2004-2005	36 th AGM	Hotel Green View Hall N. H. No. 8, Vapi 396 195	31/08/2005	11.30 a.m.

9. (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, etc. that may have potential conflict with the interests of the company at large.

During the year, the Company had no materially significant related party transaction, which are considered to have potential conflict with the interest 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.

10. Means of communication

Half-yearly results for the half-year ended 30th September, 2005 were not sent to each household of shareholder.

The quarterly and annual results are published by the Company in the English and Gujarati editions of the 'Financial Express'. The results are also displayed on corporate Website, www.uelonline.com. Official news releases are sent to the Stock Exchanges at Bombay Stock Exchange 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.

11. General Shareholder Information**11.1. Annual General Meeting :**

- Date : 15th September, 2006 at 10.00 a.m.
- Venue : Registered Office of the Company at
11, G.I.D.C., Vapi, Dist. Valsad, Gujarat,
Pin- 396 195.

- 11.2. Financial Calendar :**
- Annual General Meeting –**
15th September, 2006
 - Results for quarter ending**
June 30, 2006- Last week of July, 2006
 - Results for quarter ending**
September 30, 2006- Last week of October, 2006
 - Results for quarter ending**
December 31, 2006- Last week of January, 2007
 - Results for quarter/ year ending March 31, 2007 -**
Last week of April, 2007/June 2007.

- 11.3. Book closure date :** 09/09/2006 to 15/09/2006
(Both days inclusive)

- 11.4. Dividend payment date :** Not Applicable

- 11.5. Listing of Equity Shares
on Stock Exchanges at :** Bombay Stock Exchange Ltd. and
National Stock Exchange of India Ltd.

- 11.6 (a) Stock Code :** **Bombay Stock Exchange Ltd.** : 500429
National Stock Exchange of India Ltd. : UNIENTER

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

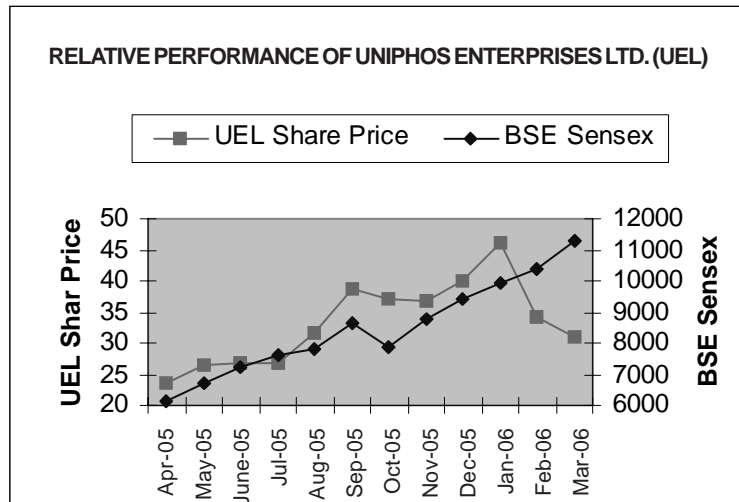
CORPORATE GOVERNANCE (Contd.)

11.7. Stock Market Data

Month	Bombay Stock Exchange (BSE)		National Stock Exchange (NSE)	
	Month's High Price (In Rs.)	Month's Low Price (In Rs.)	Month's High Price (In Rs.)	Month's Low Price (In Rs.)
April 2005	26.80	22.10	27.20	22.10
May 2005	29.65	22.85	29.70	22.85
June 2005	30.40	25.80	30.50	25.80
July 2005	30.00	26.00	29.85	26.00
August 2005	35.95	26.20	35.40	26.20
September 2005	51.00	31.15	51.70	31.15
October 2005	40.50	30.50	40.05	30.50
November 2005	42.55	36.25	42.50	36.25
December 2005	41.15	34.50	41.45	34.50
January 2006	47.00	38.00	46.90	38.00
February 2006	47.20	33.10	46.50	24.00
March 2006	35.45	25.25	35.35	27.95

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

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



11.9. 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
Satam Estate, 3rd Floor,
Above Bank of Baroda, Chakala,
Andheri (E), Mumbai 400 099.

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,
Excel Estate, S. V. Road,
Near Mahesh Nagar,
Goregaon (West), Mumbai 400 062.

11.10 Share Transfer System

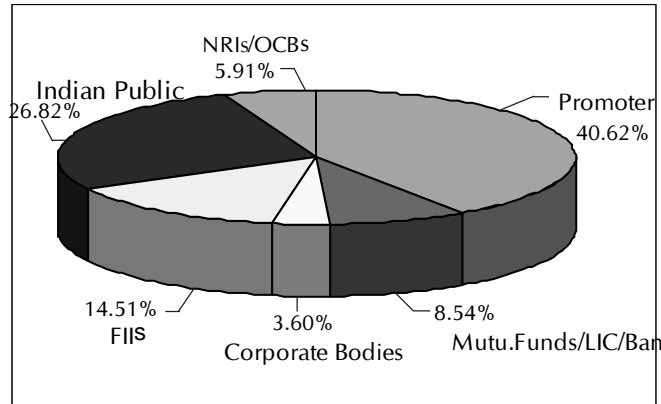
: Presently, the share transfers which are received in physical form are processed and the share certificates returned within a period of 15 days from the date of receipt subject to the documents being valid and complete in all respects.

CORPORATE GOVERNANCE (Contd.)

11.11. Distribution of Shareholdings as on 31st March, 2006 :

Shareholding of Nominal Value of (Rs.)	Shareholders		Share Amount	
	Numbers	% of Total Nos.	In (Rs.)	% of Total Amt.
1 - 5,000	19095	97.65	10967464	21.53
5,001 - 10,000	253	1.29	1873992	3.68
10,001 - 20,000	94	0.48	1392620	2.73
20,001 - 30,000	34	0.17	859638	1.69
30,001 - 40,000	13	0.07	460698	0.90
40,001 - 50,000	14	0.07	655876	1.29
50,001 - 1,00,000	16	0.08	1125232	2.21
1,00,001 and above.	35	0.18	33613820	65.97
Total	19554	100	50949340	100

11.12. Shareholding pattern as on 31st March, 2006 :



11.13. Dematerialisation of Shares : 95.33% of the outstanding equity shares have been dematerialised up to 31st March, 2006. 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 :

The shares of the Company are among the most liquid and actively traded shares. Relevant data for the **average daily turnover** for the financial year 2005 – 2006 is given below:

	Bombay Stock Exchange (BSE)	National Stock Exchange (NSE)	BSE+NSE
In no. of shares (in thousand)	56.17	145.16	201.33
In value terms (Rs. thousand)	1645.79	1233.72	2879.51

11.14. Outstanding GDR/Warrants and Convertible Bonds, Conversion date and likely Impact on the Equity : Outstanding GDRs as on 31st March, 2006 represent 9952 shares (0.39 %). There are no further outstanding instruments, which are convertible into equity in the future.

11.15. Plant Locations : The Company has no manufacturing unit.

CORPORATE GOVERNANCE (Contd.)

11.16. Address for Correspondence**(i) Investor Correspondence****: For Shares held in Physical Form**

Sharepro Services (India) Pvt. Ltd.
Unit : Uniphos Enterprises Limited
Satam Estate, 3rd Floor,
Above Bank of Baroda, Chakala,
Andheri (E), Mumbai 400 099.

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,
Excel Estate, S. V. Road,
Near Mahesh Nagar,
Goregaon (West), Mumbai 400 062.

For Shares held in Demat form

To the Depository Participant (s)

(ii) Any query on Annual Report

: Mr. K. M. Thacker
C/o. Uniphos Enterprises Limited
Secretarial Department
Excel Estate, S.V. Road,
Goregaon (West), Mumbai 400 062.
E-Mail : thackerkm@uniphos.com

On behalf of the Board of Directors

Mumbai
28th April, 2006

R. D. Shroff
(Chairman & Managing Director)

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, 2006

Mumbai
28th April, 2006

For Uniphos Enterprises Limited
R. D. Shroff
(Non-Executive Chairman & Managing Director)

CERTIFICATE

To The Members of
UNIPHOS ENTERPRISES LIMITED

We have examined the compliance of conditions of corporate governance by Uniphos Enterprises Limited for the year ended 31st March 2006, 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 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 above mentioned Listing Agreement.

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.V. GHATALIA & ASSOCIATES**
Chartered Accountants

(P. V. Paranjape)
Partner

Membership No. 047296

Mumbai
28th April, 2006

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.

RISK AND CONCERNS

The Company had trading activity during the year. Adequate risk management steps are taken in this regard. All the properties of the Company are also adequately insured.

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.



AUDITORS' REPORT

TO
THE MEMBERS OF
UNIPHOS ENTERPRISES LIMITED

We have audited the attached Balance Sheet of UNIPHOS ENTERPRISES LIMITED as at 31st March, 2006, the Profit and Loss Account of the Company and the Cash Flow Statement for the year ended on that date, annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956, we enclose in the Annexure, a statement on the matters specified in paragraphs 4 and 5 of the said Order, on the basis of such checks of the books and records of the Company as we considered appropriate and the information and explanations given to us during the course of our audit.

Further to our comments in the Annexure referred to above, we report that:

- (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
- (c) The Balance Sheet, the Profit and Loss Account and the Cash Flow Statement dealt with by this report are in agreement with the books of account;
- (d) In our opinion, the Balance Sheet, the Profit and Loss Account and the Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956;
- (e) On the basis of written representations received from the Directors and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31st March, 2006 from being appointed as a Director under clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956;
- (f) In our opinion and to the best of our information and according to the explanations given to us, the accounts, read together with the notes thereon, give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - (i) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2006;
 - (ii) In the case of the Profit and Loss Account, of the loss of the Company for the year ended on that date; and
 - (iii) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Mumbai
28th April, 2006

For **S. V. GHATALIA & ASSOCIATES**
Chartered Accountants
(P.V. PARANJAPE)
Partner
Membership No. 47296

ANNUAL REPORT 2005-2006

ANNEXURE TO THE AUDITORS' REPORT

(* Referred to in our Report of even date on the accounts of Uniphos Enterprises Limited for the year ended 31st March, 2006)

1. (a) The Company has maintained proper records to show full particulars including quantitative details and situation of fixed assets.
(b) As explained to us, all the fixed assets have been physically verified by the management. The frequency of verification is reasonable and no discrepancies have been noticed on such verification.
(c) During the year, the Company has not disposed off a substantial part of the fixed assets.
2. (a) The inventories have been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable.
(b) In our opinion, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
(c) The Company has maintained proper records of inventories. No discrepancies have been noticed on physical verification of stocks as compared to book records.
3. (a) The Company had not granted any loan to companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956.
(b) Since the Company has not granted any loan to companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956, the provisions of clauses 4(iii)(b), 4(iii)(c) and 4(iii)(d) of the Companies (Auditor's Report) Order, 2003, in respect of rate of interest and other terms and conditions of the loans granted, whether the principal amount and interest has been paid regularly and whether reasonable steps for recovery of principal amount and interest have been taken is not applicable to the Company.
(c) The Company has taken loan from a company covered in the register maintained under Section 301 of the Companies Act, 1956. The maximum amount involved during the year was Rs.20 lacs and the year-end balance of the said loan was Rs. Nil.
(d) In our opinion, the rate of interest and other terms and conditions of the loan taken from a company covered in the register maintained under Section 301 of the Companies Act, 1956 are not, *prima facie*, prejudicial to the interest of the Company.
(e) In respect of the aforesaid loan taken, the Company is regular in repayment of the principal amount as stipulated and has been regular in payment of interest.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchases of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system.
5. (a) In our opinion and according to the information and explanations given to us, the particulars of contracts or arrangements referred to in Section 301 of the Companies Act, 1956 have been entered in the register maintained under the said section.
(b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under Section 301 of the Companies Act, 1956 and exceeding the value of rupees five lacs in respect of any party during the year have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time. However, in respect of certain transactions of purchases and sales of goods, materials or services, we are unable to comment in respect thereof in the absence of similar transactions with other parties.
6. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public and accordingly, the provisions of Sections 58A and 58AA of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975 with regard to the deposits accepted from the public are not applicable to the Company. We have been informed that no Order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal.

ANNEXURE TO THE AUDITORS' REPORT (Contd.)

7. In our opinion, the Company has an internal audit system commensurate with its size and nature of its business.
8. We have been informed that the Central Government has not made any Order for the maintenance of cost records under Section 209(1)(d) of the Companies Act, 1956 for any of the product of the Company.
9. (a) According to the records of the Company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth-tax, Service-tax, Custom Duty, Excise duty, cess and any other statutory dues have generally been deposited regularly during the year with the appropriate authorities. There were no arrears of the aforesaid dues as on the date of the Balance Sheet for a period of more than six months from the date they became payable.
- (b) According to the records of the Company, the dues of sales tax, income tax, custom duty, wealth tax, excise duty, service tax, cess which have not been deposited on account of disputes and the forum where the dispute is pending are as under:

Sr. No.	Name of the statute	Nature of dues	Amount (Rs. in lacs)	Forum where dispute is Pending
1	Income tax Act, 1961	Income-tax Demands	441.67	Commissioner of Income-tax (Appeals)

10. The Company has no accumulated losses as at year-end and has incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
11. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to a financial institution or bank.
12. According to the information and explanations given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion, the Company is not a chit fund company or a nidhi / mutual benefit fund / society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
14. In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
15. In our opinion and according to the information and explanations given to us, the terms and conditions on which the Company has given guarantees for loans taken by others from banks or financial institutions are not prejudicial to the interest of the Company.
16. In our opinion and according to the information and explanations given to us, the Company has generally applied the term loans for the purpose for which the loans were obtained.
17. According to the information and explanations given to us and on an overall examination of the balance sheet and the cash flow statement of the Company, we are of the opinion that the funds raised on short-term basis have not been used for long-term investments.
18. In our opinion and according to the information and explanations given to us, the Company has not made any preferential allotment of shares during the year to parties and companies covered in the register maintained under Section 301 of the Companies Act, 1956.
19. According to information and explanations given to us, the Company has not issued any debentures. Accordingly, the provisions of clause 4(xix) of the Companies (Auditor's Report) Order, 2003 in respect of creation of security for debentures issued are not applicable to the Company.
20. The Company has not raised any money by public issue during the year, and accordingly, the question of disclosing the end use of money raised by public issue does not arise.
21. According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

For **S. V. GHATALIA & ASSOCIATES**
Chartered Accountants

(P.V. PARANJPE)

Partner
Membership No. 47296

Mumbai
28th April, 2006

ANNUAL REPORT 2005-2006

BALANCE SHEET AS AT 31ST MARCH, 2006

	<u>Schedule</u>	<u>Rs. in lacs</u>	<u>As at 31st March, 2006 Rs. in lacs</u>	As at 31st March, 2005 Rs. in lacs
SOURCES OF FUNDS:				
1 SHAREHOLDER'S FUNDS:				
(a) Capital	'A'	509.49		509.49
(b) Reserves and Surplus	'B'	3,136.24		3,174.78
			3,645.73	3,684.27
2 LOAN FUNDS:				
(a) Secured Loans	'C'	1,003.67		1,004.43
(b) Unsecured Loans	'D'	1,820.00		1,441.70
			2,823.67	2,446.13
3 DEFERRED TAX LIABILITY (NET)			23.90	30.86
	TOTAL		6,493.30	6,161.26
APPLICATION OF FUNDS:				
1 FIXED ASSETS:	'E'			
(a) Gross Block		891.84		893.11
(b) Less: Depreciation		385.04		357.33
(c) Net Block		506.80		535.78
(d) Capital Work-in-Progress		934.78		98.84
			1,441.58	634.62
2 INVESTMENTS	'F'		5,320.62	5,320.62
3 CURRENT ASSETS, LOANS AND ADVANCES:				
(a) Inventories	'G'	—		0.62
(b) Cash and Bank Balances	'H'	31.84		37.53
(c) Loans and Advances	'I'	1,507.31		1,633.65
		1,539.15		1,671.80
Less: CURRENT LIABILITIES AND PROVISIONS:				
Liabilities	'J'	1,808.05		1,465.78
NET CURRENT ASSETS			(268.90)	206.02
	TOTAL		6,493.30	6,161.26
NOTES ON ACCOUNTS	'N'			

As per our attached Report of even date
For **S.V. GHATALIA & ASSOCIATES**
Chartered Accountants

P.V. PARANJPE
Partner

R. D. SHROFF
Chairman and Managing Director

S. R. SHROFF
Vice Chairman

K. M. THACKER
Company Secretary

Mumbai, 28th April, 2006

Mumbai, 28th April, 2006

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2006

	Schedule	Rs. in lacs	Current Year Rs. in lacs	Previous Year Rs. in lacs
INCOME:				
Sale of Products:		118.48		46.15
Less: Rebates & Discounts		25.51		5.80
			92.97	40.35
Other Income	'K'		384.28	174.71
			477.25	215.06
Increase/ (Decrease) in Stocks of Traded Goods			(0.62)	0.62
			476.63	215.68
EXPENDITURE:				
Purchases of Traded Goods		30.66		13.59
Administrative and Other Expenses	'L'	270.73		146.75
Depreciation/Amortisation		36.51		28.11
Interest and Other Financial Cost (Net)	'M'	177.23		141.28
			515.13	329.73
PROFIT/(LOSS) BEFORE TAXATION			(38.50)	(114.05)
Less: Provision for Taxation				
Current		—		—
Deferred		(6.96)		0.58
Fringe Benefits Tax		7.00		—
			0.04	0.58
PROFIT /(LOSS) AFTER TAXATION			(38.54)	(114.63)
Less: Prior Period Adjustments(Net) Taxation			—	76.97
			(38.54)	(191.60)
Balance brought forward from Previous Year			9.75	201.42
AMOUNT AVAILABLE FOR APPROPRIATION			(28.79)	9.82
Appropriations:				
Tax on Distributed Profits on Equity Dividend [Includes Education Cess in respect of earlier year Rs. 0.07 Lacs]			—	0.07
Balance Carried to Balance Sheet			(28.79)	9.75
EARNING PER SHARE				
(Refer Note No. 11 in Schedule 'N')				
Basic and Diluted Earnings per Share (Rs.)			(0.15)	(0.75)
Face Value per Share (Rs.)			2.00	2.00
NOTES ON ACCOUNTS	'N'			

As per our attached Report of even date
For **S.V. GHATALIA & ASSOCIATES**
Chartered Accountants

P.V. PARANJPE
Partner

R. D. SHROFF
Chairman and Managing Director

S. R. SHROFF
Vice Chairman

K. M. THACKER
Company Secretary

Mumbai, 28th April, 2006

Mumbai, 28th April, 2006



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2006

	For the year ended 31st March, 2006 (Rs. in lacs)	For the year ended 31st March, 2005 (Rs. in lacs)
(A) CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit Before Tax and Extraordinary Items	(38.50)	(114.05)
Adjustments For :		
Depreciation/Amortisation	36.51	28.11
Interest paid	177.23	141.28
Dividend Received	(88.54)	(66.41)
Interest received	(184.62)	(0.30)
	(59.42)	102.98
Operating Profit Before Working Capital Changes	(97.92)	(11.37)
Adjustments for :		
Trade and other Receivables	247.16	(258.62)
Inventories	0.62	(0.62)
Trade Payable and other Liabilities	314.94	187.15
Cash Generated from Operations	464.80	(83.46)
Total interest paid	(188.12)	(186.45)
Taxes Paid	(127.82)	(45.10)
Net Cash from (used in) Operating Activities	148.86	(315.01)
(B) CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Intangible Assets	(40.00)	—
Purchase of Fixed Assets	(798.59)	(39.96)
Sale of Fixed Assets	8.16	—
Sale of Intangible assets	32.00	—
Dividend Received	88.54	66.41
Interest Received	184.62	0.30
Net Cash from Investing activities	525.27	26.75
(C) CASH FLOW FROM FINANCING ACTIVITIES		
Borrowings (Net)	377.54	316.55
Dividends Paid	(6.82)	(24.23)
Tax on Distributed Profits	—	(3.33)
Net Cash From (used in) Financing Activities	370.72	288.99
(D) Net Cash Increase in Cash and Cash Equivalents	(5.69)	0.73
Cash and Cash Equivalents as at the Beginning of the year	37.53	36.80
Cash and Cash Equivalents as at the Close of the year	31.84	37.53

As per our attached Report of even date

For **S.V. GHATALIA & ASSOCIATES**

Chartered Accountants

P.V. PARANJAPE

Partner

R. D. SHROFF

Chairman and Managing Director

S. R. SHROFF

Vice Chairman

K. M. THACKER

Company Secretary

Mumbai, 28th April, 2006

Mumbai, 28th April, 2006

SCHEDULE FORMING PART OF THE BALANCE SHEET

	As at 31st March, 2006 Rs. in lacs	As at 31st March, 2005 Rs. in lacs
SCHEDULE 'A':		
CAPITAL:		
Authorised:		
15,00,00,000 Equity Shares of Rs. 2 each	3,000.00	3,000.00
70,00,000 Preference Shares of Rs. 100 each	7,000.00	7,000.00
	10,000.00	10,000.00
Issued, Subscribed and Paid-up:		
2,54,74,670 Equity Shares of Rs. 2 each fully paid-up	509.49	509.49
TOTAL	509.49	509.49

Notes:

1. Of the above Equity Shares of Rs.2 each fully paid-up:
 - (a) 1,74,87,335 Equity Shares have been allotted by way of Bonus Shares by capitalisation of General Reserve.
 - (b) 50,000 Equity Shares have been allotted pursuant to a scheme of amalgamation, without payments being received in cash.
 - (c) 45,95,835 Equity Shares have been allotted on partial conversion of Secured Redeemable Convertible Debentures in pursuance of the terms of issue of the said Debentures.
 - (d) 9,00,000 Equity Shares have been allotted in respect of warrants issued to the promoters.
2. The rights in respect of 1,015 Equity Shares of Rs. 2 each arising out of part conversion of 17% Secured Redeemable Partly Convertible Debentures and 1,015 Equity Shares arising as a result of issue of Bonus Shares have been kept in abeyance under Section 206A of the Companies Act,1956.

	As at 31st March, 2006 Rs. in lacs	As at 31st March, 2005 Rs. in lacs
SCHEDULE 'B'		
RESERVES AND SURPLUS:		
1. Capital Reserve:		
(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
	64.39	64.39
2. General Reserve :		
Balance as per last Balance Sheet	3,100.64	3,100.64
	3,165.03	3,165.03
Add/(Less) : Balance in Profit and Loss Account	(28.79)	9.75
TOTAL	3,136.24	3,174.78

SCHEDULE FORMING PART OF THE BALANCE SHEET

	As at 31st March, 2006	As at 31st March, 2005
	Rs. in lacs	Rs. in lacs
SCHEDULE 'C':		
SECURED LOANS :		
From Bank		
(a) On Term Loan Accounts (Refer Note 1 below)	1,000.00	1,000.00
(b) Under Vehicle Finance Scheme (Refer Note 2 below)	3.67	4.43
TOTAL	<u>1,003.67</u>	<u>1,004.43</u>

Notes:

1. Term Loan from YES Bank Limited, is to be secured by a first exclusive charge on the immovable fixed assets of the Company situated at Mumbai.
2. Vehicle finance loan from ICICI Bank Limited is secured by way of hypothecation of vehicle purchased under the said scheme.

SCHEDULE 'D':

UNSECURED LOANS :

Short Term Loans From Bank	1,000.00	—
Short Term Loans from Companies	820.00	1,441.70
TOTAL	<u>1,820.00</u>	<u>1,441.70</u>

SCHEDULE 'E':

FIXED ASSETS:

(Rs. in lacs)

Sr. No.	Description of Assets	GROSS BLOCK (AT COST OR BOOK VALUE)				DEPRECIATION				NET BLOCK	
		As at 31st March, 2005	Additions during the year	Deductions during the year	As at 31st March, 2006	Upto 31st March, 2005	Deductions/ Adjustments	Provided during the year	Total upto 31st March, 2006	As at 31st March, 2006	As at 31st March, 2005
1.	Buildings	886.42	—	—	886.42	357.08	—	26.47	383.55	502.87	529.34
2.	Plant & Machinery	—	2.53	2.53	—	—	0.03	0.03	—	—	—
3.	Furniture, Fixtures and Equipments	1.40	5.03	6.43	—	0.13	0.77	0.64	—	—	1.27
4.	Vehicles	5.29	0.13	—	5.42	0.12	—	1.37	1.49	3.93	5.17
	Total	893.11	7.69	8.96	891.84	357.33	0.80	28.51	385.04	506.80	535.78
	Previous Year	886.42	6.69	—	893.11	329.22	—	28.11	357.33		
	Capital Work-in-Progress									934.78	98.84
	Total									1,441.58	634.62

SCHEDULE FORMING PART OF THE BALANCE SHEET

	Rs. in lacs	As at 31st March, 2006 Rs. in lacs	As at 31st March, 2005 Rs. in lacs
SCHEDULE 'F':			
INVESTMENTS (At Cost):			
Long Term:			
1. TRADE INVESTMENTS : (Unquoted)			
(a) 1,000 Equity Shares of no par value in Kaw Vally, Inc.	0.98		0.98
(b) 250 Equity Shares of no par value in Midland Flumigant, Inc.	4.91		4.91
		5.89	5.89
2. IN SHARES (OTHER THAN TRADE):			
(a) Quoted:			
1,10,67,565 Equity shares of Rs.2 each (Previous year : 22,13,513 Equity Shares of Rs. 10 each fully paid-up in United Phosphorus Limited	5,293.25		5,293.25
(b) Unquoted:			
(i) 1,00,000 Equity Shares of Rs.10 each fully paid-up in Harsora Hotels Private Limited	25.00		25.00
(ii) 100 Equity Shares of Rs. 10 each fully paid-up in Industrial Grahak Sahakari Bhandar Limited	0.01		0.01
(iii) 20,000 Equity Shares of Rs. 10 each fully paid-up in Saket Projects Limited	2.00		2.00
(iv) 156 Equity Shares of Rs. 100 each fully paid-up in Sardar Bhiladwala Pardi People's Co-operative Bank Limited	0.16		0.16
(v) 40 Equity Shares of Rs. 500 each fully paid-up in Shree Ganesh Khand Udyog Sahakari Mandi Limited	0.20		0.20
	27.37		27.37
		5,320.62	5,320.62
		5,326.51	5,326.51
Less : Provision for Diminution in value of Long- Term Investments		5.89	5.89
TOTAL		5,320.62	5,320.62
Notes:			
1. Aggregate amount of Quoted Investments:			
Cost		5,293.25	5,293.25
Market Value		29,238.29	16,163.07
2. Aggregate amount of Unquoted Investments:			
Cost (Net of Provision for Diminution)		27.37	27.37
SCHEDULE 'G':			
INVENTORIES :			
(Taken, valued and certified by a Director of the Company) (At lower of Cost or Net Realisable Value)			
Stock-in-Trade			
Traded Goods		—	0.62
		—	0.62
TOTAL		—	0.62

SCHEDULE FORMING PART OF THE BALANCE SHEET

	Rs. in lacs	As at 31st March, 2006 Rs. in lacs	As at 31st March, 2005 Rs. in lacs
SCHEDULE 'H' :			
CASH AND BANK BALANCES :			
1. Cash on Hand		0.12	0.01
2. Bank Balances :			
With Scheduled Banks :			
(i) In Current Accounts	2.21		1.19
(ii) In Unclaimed Dividend Accounts	29.51		36.33
		31.72	37.52
TOTAL		31.84	37.53
SCHEDULE 'I' :			
LOANS AND ADVANCES :			
Unsecured and Considered Good, unless otherwise stated :			
1. Advances recoverable in cash or kind or for value to be received		0.50	8.09
2. Payment of taxes less provision for taxation		1,481.86	1,361.04
3. Advance for Capital Expenditure		24.93	263.52
4. Sundry Deposits		0.02	1.00
		1,507.31	1,633.65
TOTAL		1,507.31	1,633.65
SCHEDULE 'J':			
LIABILITIES :			
1. Sundry Creditors (Other than small scale industrial undertaking)		16.22	9.02
2. Advances against Orders		—	38.25
3. Trade Deposits		—	8.93
4. Investor Education and Protection Fund shall be credited by the following amount, as and when due :-			
Unpaid Dividend		29.51	36.33
5. Bank account excess drawn		1,556.75	—
6. Interest accrued but not due on Loans		99.93	65.78
7. Other Liabilities		105.64	1,307.47
		1,808.05	1,465.78
TOTAL		1,808.05	1,465.78
SCHEDULE 'K':			
OTHER INCOME :			
1. Income from Long Term Investments : Dividend on Other than trade Investments		88.54	66.41
2. Rent		111.12	108.00
3. Interest on Income Tax Refund		184.62	0.30
		384.28	174.71
TOTAL		384.28	174.71

SCHEDULE FORMING PART OF THE PROFIT AND LOSS ACCOUNT

	Rs. in lacs	Current Year Rs. in lacs	Previous Year Rs. in lacs
SCHEDULE 'L':			
ADMINISTRATIVE AND OTHER EXPENSES :			
1. PAYMENTS TO AND PROVISIONS FOR EMPLOYEES			
Salaries, Wages, Bonus and Other Benefits		77.99	34.34
2. OPERATING AND OTHER EXPENSES :			
(a) Repairs to Vehicles & Other	—		0.50
(b) Rent	0.95		—
(c) Rates, Taxes and Fees	4.84		10.34
(d) Insurance Charges	0.80		0.95
(e) Cash Discounts / Sales Incentives	1.70		4.51
(f) Advertisement and Sales Promotion	54.60		20.33
(g) Travelling and Conveyance	52.80		18.06
(h) Legal and Professional Fees	8.55		3.01
(i) Charity and Donations	30.00		35.03
(j) Directors' Fees	0.19		0.20
(k) Breeding and Research & Development Expenses	8.66		—
(l) Other Expenses	16.39		15.78
		179.48	108.71
3. CONTAINERS AND PACKING MATERIALS		10.25	3.22
4. TRANSPORT CHARGES		3.01	0.48
TOTAL		270.73	146.75
SCHEDULE 'M':			
INTEREST AND OTHER FINANCIAL COSTS (NET)			
1. On Term Loans		92.72	2.03
2. On Fixed Loans		82.15	130.54
3. Other Interest		1.60	0.46
4. Other Financial Charges		0.76	8.25
TOTAL		177.23	141.28



SCHEDULE FORMING PART OF THE BALANCE SHEET AND THE PROFIT AND LOSS ACCOUNT

SCHEDULE 'N':**NOTES ON ACCOUNTS:****1. SIGNIFICANT ACCOUNTING POLICIES:****(a) System of Accounting:**

- (i) The Company follows the mercantile system of accounting and recognises income and expenditure on accrual basis and for this purpose, certain items of income such as insurance claims, overdue interest from customers, etc. have been considered to the extent the amount is ascertainable/accepted by the parties.
- (ii) Financial statements are based on historical cost. These costs are not adjusted to reflect the impact of the changing value in the purchasing power of money.

(b) Fixed Assets and Depreciation:

- (i) Fixed Assets are stated at cost less depreciation.
- (ii) Depreciation
Depreciation has been provided:
 - (1) On written down value basis in accordance with Section 205(2)(a) of the Companies Act, 1956 at the rates specified in Schedule XIV to the Companies Act, 1956.
 - (2) Assets costing Rs.5,000 or less have been depreciated at the rate of 100%.
 - (3) In respect of additions to/deletions from the Fixed Assets, on pro-rata basis with reference to the month of addition/deletion of the Assets.

(c) Amortisation of Intangible Assets :

Expenditure incurred on Technology Licence fees are amortised over a period of five years

(d) Inventories:

Traded goods are valued at lower of cost or net realisable value.

(e) Investments:

Long-term investments are 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 profit and loss account.

(f) Export Benefits:

The benefit accrued under the Duty Entitlement Pass Book Scheme as per the Import and Export Policy in respect of exports made under the said scheme has been included under the head 'Export Incentives'.

(g) Foreign Currency Transactions:

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 reported using the closing rates. Exchange differences arising as a result of the above are recognised as income or expense in the profit and loss account.

(h) Borrowing Costs:

Interest and other costs incurred for acquisition of qualifying assets, upto the date of commissioning / installation, are capitalised as part of the cost of the said assets.

(i) Grants, Subsidies received:

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.

(j) Taxation:

Income-tax expense comprises current tax and deferred tax charge or credit. The deferred tax charge or credit is recognised using current tax rates. Deferred tax asset is recognised only if there is sufficient evidence that future taxable income will be available.



SCHEDULE FORMING PART OF THE BALANCE SHEET AND THE PROFIT AND LOSS ACCOUNT

SCHEDULE 'N' (Contd.)

2. CONTINGENT LIABILITIES NOT PROVIDED :

	As at 31st March, 2006 Rs. in lacs	As at 31st March, 2005 Rs. in lacs
(a) Disputed Income-tax Liability	2,352.39	1420.06
(b) Guarantee given by the Company to Housing Development Finance Corporation Limited under Employees Housing Loan Scheme.	2.80	6.49
3. Estimated amount of contracts remaining to be executed on capital account (net of advances)	148.50	586.74
4. Break up of Deferred Tax Assets and Deferred Tax Liabilities :		
a) Deferred Tax Assets :		
i) Unabsorbed Depreciation	19.88	5.98
ii) Others	2.45	4.90
	22.33	10.88
b) Derred Tax Liabilities :		
Depreciation	46.23	41.74
	46.23	41.74

Note : Deferred tax asset in respect of unabsorbed depreciation has been recognised since the Company has timing differences, the reversal of which will result in sufficient income.

	Current year Rs. in lacs	Previous year Rs. in lacs
5. Auditors' Remuneration :		
a) Audit Fees	0.45	0.44
b) For Taxation matters	—	0.24
c) For other matters	0.16	0.16
d) For Certification work	0.06	—
6. Additional information pursuant to the provisions of paragraphs 3,4C and 4D of Part II of Schedule VI to the Companies Act, 1956:		

Details of Traded Goods :

Item	Unit	Opening Stock		Purchases		Sales		Closing Stock	
		Quantity	Value (Rs.in lacs)	Quantity	Value (Rs.in lacs)	Quantity	Value (Rs.in lacs)	Quantity	Value (Rs.in lacs)
Seeds	Packets	376	0.50	7,128	10.98	*7,504	39.94	—	—
		(—)	(—)	(9,974)	(13.26)	*(9598)	(45.49)	(376)	(0.50)
	Kg	17	0.12	48,453	19.68	*48,470	78.54	—	—
				(215)	(0.33)	(198)	(0.66)	(17)	(0.12)
		0.62		30.66		118.48		—	
		(—)		(13.59)		(46.15)		(0.62)	

Notes:

- * Includes free Samples/Damaged Stock of 197 Pkts & 1148 Kgs (Previous Year : Free Samples 72 Pkts)
- Figures shown in brackets are in respect of previous year

SCHEDULE FORMING PART OF THE BALANCE SHEET AND THE PROFIT AND LOSS ACCOUNT

SCHEDULE 'N' (Contd.)

	Current year Rs. in lacs	Previous year Rs. in lacs
7. Value of Imports on C.I.F. basis :		
(a) Raw Materials and Traded Goods	—	—
(b) Components and Spare Parts*	—	—
* In giving the above information, the Company has taken the view that components and Spare Parts as referred to in Clause 4-D(a) of Part II of Schedule VI cover only such items as go directly into production and not those used as spares for repairs and maintenance of Plant and Machinery.		
8. Expenditure in Foreign Currency (on cash basis) :		
Stock Exchange fees	1.88	2.02
9. Amount remitted during the year in Foreign Currency on account of dividend :		
(a) Number of Shareholders	—	36
(b) Number of Equity Shares held	—	23,468
(c) Year to which the dividend related	—	2003-04
(d) Amount remitted (net of tax)	—	0.02

10. Related party disclosure as required by Accounting Standard (AS) - 18 'Related Party Disclosures' issued by the Institute of Chartered Accountants of India is given below:

(a) Relationship :

(i) Associate Companies:

Midland Fumigant, Inc.
Kaw Valley, Inc.

(ii) Enterprises over which Key Management personnel and their relatives have significant influence :

United Phosphorus Limited
Uniphos Agro Industries Limited
Bloom Packaging Private Limited
Nerka Chemicals Private Limited
Jai Research Foundation
SWAL Corporation Limited
Uniphos Seeds & Biogenetics Private Limited

(iii) Key Management Personnel and their relatives :

Mr Rajju D. Shroff
Mrs Sandra R. Shroff
Mr Jaidev R. Shroff
Mr Arun C. Ashar



SCHEDULE FORMING PART OF THE BALANCE SHEET AND THE PROFIT AND LOSS ACCOUNT

SCHEDULE 'N' (Contd.)

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

Nature of Transactions	Current Year (Rs. in lacs)	Previous Year (Rs. in Lacs)
	Related Parties#	
1. Income		
Sale of Goods (Net of Rebates and Discounts)	12.32	—
Sale of Fixed Assets	8.75	—
Dividend Received	88.54	66.41
Rent	111.12	108.00
2. Expenses		
Purchase of Fixed Assets	1.00	—
Services	16.00	6.05
Donations	30.00	35.00
3. Finance		
Loans Taken	800.00	35.00
Interest Paid	126.92	128.81
4. Trade Advances		
Given	—	8.20
5. Reimbursements		
Made	355.58	50.44
6. Outstandings as at the Balance Sheet Date		
Payables (Including Trade Advances)	85.58	4.72
Loans Taken	—	20.00
Interest Payable	98.44	64.77

Enterprises over which Key Management personnel and their relatives have significant influence.

	Current Year (Rs. in lacs)	Previous Year (Rs. in lacs)
11. Earning per Share		
Profit /(Loss) after taxation	38.54	(114.63)
Less: Prior Period Adjustments (Net) (A)	—	76.97
	38.54	(191.60)
Number of Equity Shares Outstanding (B)	25,474,670	25,474,670
Earning per Share (In Rupees) [(A)/(B)]	0.15	(0.75)
Face Value Per Share (in Rupees)	2.00	2.00

SCHEDULE FORMING PART OF THE BALANCE SHEET AND THE PROFIT AND LOSS ACCOUNT

SCHEDULE 'N' (Contd.)

12. Additional Information as required under Part IV of Schedule VI to the Companies Act 1956
BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

I. Registration Details

Registration No. State Code
Balance Sheet Date
Date Month Year

II. Capital Raised during the year (Amount in Rs. Thousands)

Public Issue	<input type="text" value="—"/>	Rights Issue	<input type="text" value="—"/>
Bonus Issue	<input type="text" value="—"/>	Private Placement	<input type="text" value="—"/>

III. Position of Mobilisation and Deployment of Funds (Amount in Rs. Thousands)

Sources of Funds	Total Liabilities	<input type="text" value="649,330"/>	Total Assets	<input type="text" value="649,330"/>
	Paid-Up Capital	<input type="text" value="50,949"/>	Reserves & Surplus	<input type="text" value="313,624"/>
	Secured Loans	<input type="text" value="100,367"/>	Unsecured Loans*	<input type="text" value="182,000"/>
Application of Funds	Net Fixed Assets	<input type="text" value="144,158"/>	Investments	<input type="text" value="532,062"/>
	Net Current Assets	<input type="text" value="-26,890"/>	Misc. Expenditure	<input type="text" value="—"/>
	Accumulated Losses	<input type="text" value="—"/>		

* Including Deferred Tax Liability of Rs. 2,390/- (Thousands)

IV. Performance of Company (Amount in Rs. Thousands)

Turnover (Total Revenue)	<input type="text" value="47,725"/>	Total Expenditure	<input type="text" value="51,575"/>
+ / - Profit/Loss Before Tax	<input type="text" value="3,850"/>	+ / - Profit/Loss After Tax	<input type="text" value="3,854"/>
<input type="text" value="-"/> -		<input type="text" value="-"/> -	
Earning per Share in Rs.	<input type="text" value="-0.15"/>	Dividend Rate %	<input type="text" value="—"/>

V. Generic Names of Three Principal Products/Services of Company (as per monetary terms)

Not Applicable

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

As per our attached Report of even date
For **S.V. GHATALIA & ASSOCIATES**
Chartered Accountants

P.V. PARANJAPE
Partner

R. D. SHROFF
Chairman and Managing Director

S. R. SHROFF
Vice Chairman

K. M. THACKER
Company Secretary

Mumbai, 28th April, 2006

Mumbai, 28th April, 2006

UNIPHOS ENTERPRISES LIMITED

PROXY FORM

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

I\We.....of.....
.....in the district of.....being a Member/Members of
the above named Company hereby appoint.....of.....
in the district ofor failing
him/her of.....in
the district ofas my/our proxy to attend and vote in my/our
behalf at the 37th Annual General Meeting of the Company to be held on Friday, the
15th day of September, 2006 at 10.00 a.m. and at any adjournment thereof.

Signed this.....day of.....2006.

Folio No.DPID*.....Client ID*.....

No. of Shares held.....



(Signature of the Member)

NOTES :

1. The proxy need not be a member.
2. The proxy form duly signed across Revenue Stamp should be lodged at the Company's Registered Office at least 48 hours before the time of the meeting.

UNIPHOS ENTERPRISES LIMITED

ATTENDANCE SLIP

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

To be handed over at the entrance of the Meeting Hall.

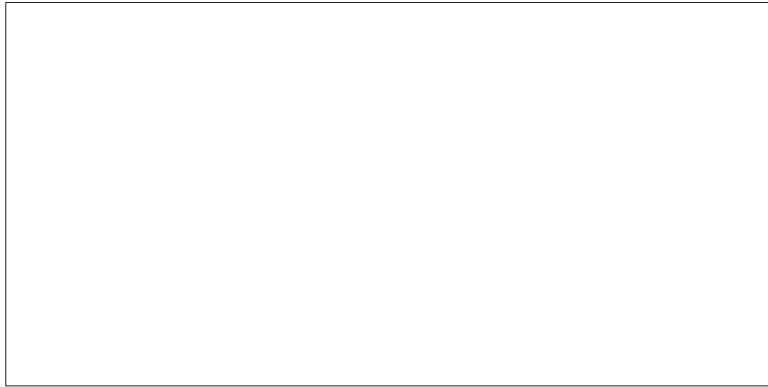
Name of the attending Member	Member's Folio Number	
	DP Id* Client Id*	
Name of the Proxy (in Block Letters) (To be filled in, if the Proxy attends, instead of the Member)	Number of Equity Shares held	

I/We hereby accord my/our presence at the 37th ANNUAL GENERAL MEETING of the Company to be held on Friday, the 15th day of September, 2006 at 10.00 a.m. at Registered Office of the Company at 11, G.I.D.C., Vapi, Dist. Valsad, Gujarat, Pin-396 195.

Member's/Proxy's Signature
(To be signed at the time of handing over this slip)

* Applicable for investor holding shares in electronic form

Book-Post
Under Certificate of Posting



If undelivered, please return to :

Uniphos Enterprises Ltd.
Secretarial Department,
Excel Estate, S. V. Road,
Goregaon (West),
Mumbai - 400 062.