



Uniphos Enterprises Limited

44th Annual Report 2012-2013



BOARD OF DIRECTORS

MR. R. D. SHROFF
Chairman & Managing Director

MRS. S. R. SHROFF
Non-Executive Vice Chairman

MR. J. R. SHROFF

MR. A. C. ASHAR

MR. PRADEEP GOYAL

MRS. SWATI S. MAYEKAR

COMPANY SECRETARY

MR. K. M. THACKER

AUDITORS

S. V. GHATALIA & ASSOCIATES LLP
Chartered Accountants

BANKERS

Canara Bank
Yes Bank Ltd.

ADMINISTRATIVE OFFICE

UNIPHOS HOUSE,
C.D.Marg, Khar (West),
Mumbai- 400 052.
Tel. : 2646 8000 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

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. : 2872 4862 Fax : 2875 3485

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44TH ANNUAL GENERAL MEETING

Date : 19th July, 2013

Day : Friday

Time : 9.15 a.m.

Place : Hotel Green View Hall,
National Highway No. 8,
G.I.D.C., Vapi, Dist. Valsad,
Gujarat, Pin – 396 195.

BOOK CLOSURE

Saturday, 6th July, 2013
to
Friday, 19th July, 2013

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

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NOTICE

NOTICE is hereby given that **44th ANNUAL GENERAL MEETING** of the Members of **UNIPHOS ENTERPRISES LIMITED** will be held on Friday, 19th July, 2013 at 9.15 a. m. at Hotel Green View Hall, National Highway No. 8, 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, 2013, Statement of Profit and Loss Account 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. Swati S. Mayekar, who retires by rotation and being eligible, offers herself 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, 6th July, 2013 to Friday, 19th July, 2013 (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, 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, 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, dividends for the financial year 1994-95 and prior to that which remained unclaimed have 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, Dividends 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.

Members are requested to note that **no claim shall lie, against the Company or the said fund, in respect of unclaimed dividend transferred to the Investor Education and Protection Fund.**

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, Mrs. Swati S. Mayekar, Director, retires by rotation and being eligible offer herself for reappointment. In pursuance of Corporate Governance code, information of the aforesaid Director is provided hereunder:

Mrs. Swati S. Mayekar is the Director of the Company since 28th January, 2010 and is a proprietor of Swati S. Mayekar, Practising Company Secretaries. She has many years of experience in the field of corporate laws. She is also a Director on the Board of Prodigy Finvest Private Limited and Sandesh Multi Media Communications Private Limited

Mumbai
25th April, 2013

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.

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, 2013.

FINANCIAL RESULTS

	Year ended 31 st March, 2013	(₹ in lacs) Year ended 31 st March, 2012
Profit/(Loss) before taxation	(1018.47)	104.59
Less: Provision for taxation	-	(14.09)
Profit/(Loss) after taxation	(1018.47)	118.68
Add: Balance brought forward	1938.17	1819.49
Balance carried forward	919.70	1938.17

OPERATIONAL PERFORMANCE

During the year, the Company traded in chemicals of Propionic Acid and Hydrazine Hydrate totaling to ₹ 110.76 lacs.

The Company has incurred loss of ₹1018.47 lacs after tax as compared to profit of ₹118.68 lacs in the previous year.

FUTURE OUTLOOK

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

DIVIDEND

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

RIGHTS ISSUE

The Board of Directors of your Company in its meeting held on December 23, 2010 had approved to issue equity shares of face value of ₹2/- each on rights basis to the existing equity shareholders for an amount not exceeding ₹7500 lacs ("Rights Issue"). The objects of the Rights Issue is to deploy the net proceeds for repayment of certain loans availed by the Company and for general corporate purposes. In connection with this proposed Rights Issue, the Company has received observation letter from SEBI, dated 18th March, 2013, for the draft letter of offer filed with it.

AUDITORS AND AUDITORS' REPORT

M/s. S. V. Ghatalia & Associates LLP, 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 2013-14.

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

DEPOSITORY SYSTEM

97.06 % of the total paid up equity shares of the Company are dematerialised as on 31st March, 2013.

DIRECTORS

In accordance with the Provisions of the Companies Act, 1956 and the Articles of Association of the Company, Mrs. Swati S. Mayekar, Director of the Company, retires by rotation at the ensuing Annual General Meeting of the Company, and being eligible, offers himself for re-appointment.

The brief resume of Mrs. Swati S. Mayekar, 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.

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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, 2013 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	2.53

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 ₹ 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 217 (2A) of the Companies Act, 1956, read with Companies (Particulars of employees) Rules, 1975, as amended from time to time, is not applicable and hence not attached.

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, 2013, 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, 2013 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 BSE Ltd. and National Stock Exchange of India Ltd. There is no default in paying annual listing fees.

ACKNOWLEDGEMENT

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

Mumbai
25th April, 2013

On behalf of the Board of Directors

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

R. D. SHROFF
Chairman & Managing Director



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 by undertaking the best Corporate Governance practices. The high standard of Corporate Governance is maintained by being transparent, accountable and being continuously interactive with shareholders, employees, lending institutions, banks, governmental agencies and all the dealers.

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

2. Board of Directors

The Board of Directors consists of 6 Directors.

During the year, four Board Meetings were held on 30th April, 2012, 20th July, 2012, 23rd October, 2012 and 29th January, 2013.

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 & Chairman & Managing Director	4	Absent	9	-	1
Mrs. S. R. Shroff	Promoter & Non-Executive Vice Chairman	3	Absent	8	-	-
Mr. J. R. Shroff	Promoter & Non-Executive Director	3	Absent	8	1	-
Mr. A. C. Ashar	Independent & Non-Executive Director	3	Present	11	-	-
Mr. Pradeep Goyal	Independent & Non-Executive Director	2	Present	5	6	-
Mrs. Sawti S. Mayekar	Independent & Non-Executive Director	4	Absent	-	-	-

Notes: * Excludes Directorship in private limited companies and foreign 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,
- Disclosure of the interest of the Directors,
- Material show cause notices, legal judgments among others,
- Review of the procedure for risk assessment and minimization,
- Approval for any contracts entered into with parties covered in the register under Section 301 of the Companies Act, 1956,
- Consideration of any disclosure made by the senior management relating to any transaction having potential conflict with interests of the Company,
- Availing inter-corporate loans/ financial assistance,
- Minutes of the meetings of Audit Committee and other committees of the Board.

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 are mentioned separately in note no. 24 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.

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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, 2013 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	20,643
Mr. Pradeep Goyal	Nil
Mrs. Swati S. Mayekar	2,224

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.

7. Audit Committee

The Board of the Company has constituted an Audit Committee, comprising of three Independent & 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 30th April, 2012, 20th July, 2012, 23rd October, 2012 and 29th January, 2013.

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	2	3	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.

8. Remuneration Committee

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

The Remuneration Committee has been constituted to recommend / review the remuneration package of the Directors based on their performance and predefined 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, 2013.

The Company has paid the sitting fees for the year ended 31st March, 2013 to two Independent & Non-Executive Directors for attending Board Meetings, Audit Committee Meetings and Shareholders' / Investors' Grievances Committee Meeting as follows:

Mr. Pradeep Goyal ₹6,000/- and Mrs. Swati S. Mayekar ₹13,000/-.

9. 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 29th January, 2013.



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

Composition	Mr. Pradeep Goyal Chairman	Mr. A. C. Ashar	Mrs. Swati S. Mayekar
Meetings 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, redressal of Shareholders' and Investors' Grievances, among others. Share certificates submitted for dematerialisation and request for rematerialisation were also approved by the committee.

The total number of complaints received during the year under review were 7 and all the complaints were replied to the satisfaction of shareholders on or before 31st March, 2013.

No request for transfer of shares was pending for approval as on 31st March, 2013.

10. General Body Meetings

Location and time for last three Annual General Meetings were:

Year	AGM	Location	Date	Time
2009-2010	41st AGM	11, G. I. D. C., Vapi, Dist. Valsad, Gujarat-396 195.	08/09/2010	9.00 a.m.
2010-2011	42nd AGM	Hotel Green View Hall N. H. No. 8, Vapi, Gujarat - 396 195.	26/07/2011	9.30 a.m.
2011-2012	43rd AGM	11, G. I. D. C., Vapi, Dist. Valsad, Gujarat-396 195.	28/09/2012	9.15 a.m.

One special resolution was passed for Alteration of Articles of Association of the Company at the 43rd Annual General Meeting held on 28th September, 2012.

No special resolution was passed through Postal Ballot during the year 2012-2013.

None of the resolutions 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.

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 corporate website, 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 : 19th July, 2013 at 9.15 a.m.
- Venue : Hotel Green View Hall
N. H. No. 8, Vapi, Gujarat - 396 195.

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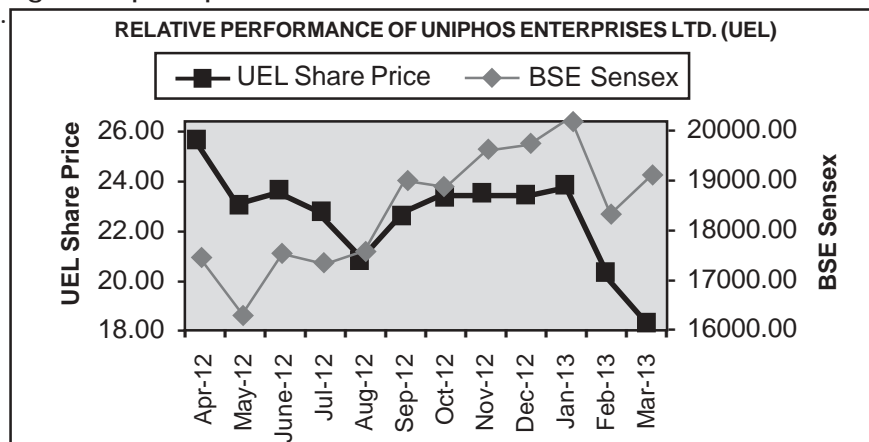
- 13.2. Financial Calendar** : Annual General Meeting – 19th July, 2013
 Results for quarter ending June 30, 2013- On or before 14th August, 2013
 Results for quarter ending September 30, 2013- On or before 14th November, 2013
 Results for quarter ending December 31, 2013- On or before 14th February, 2014
 Results for quarter/ year ending March 31, 2014 - Last week of April, 2014/May 2014.
- 13.3. Book closure date** : 06/07/2013 to 19/07/2013 (Both days inclusive)
- 13.4. Dividend payment date** : Not Applicable
- 13.5. (a) Listing of Equity Shares on Stock Exchanges at** : BSE Ltd. and National Stock Exchange of India Ltd.
(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 in NSDL & CDSL for Equity Shares : INE037A01022

13.7. Stock Market Data

Month	BSE Ltd. (BSE)		National Stock Exchange of India Ltd. (NSE)	
	Month's High Price (In ₹)	Month's Low Price (In ₹)	Month's High Price (In ₹)	Month's Low Price (In ₹)
April 2012	29.45	24.00	28.50	23.70
May 2012	27.90	23.00	27.00	23.00
June 2012	24.10	22.00	24.80	22.00
July 2012	25.80	21.50	25.50	21.35
August 2012	22.80	20.45	22.95	20.20
September 2012	23.55	20.20	23.55	20.25
October 2012	25.45	22.10	27.00	21.95
November 2012	24.90	21.50	24.75	22.05
December 2012	24.75	22.55	24.20	22.45
January 2013	26.70	23.00	26.95	22.00
February 2013	23.70	19.30	23.50	19.00
March 2013	20.45	17.20	20.40	15.70

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 Share Transfer Agent : Sharepro Services (India) Pvt. Ltd.
(Share transfer and communication regarding share certificate, dividends and change of address) Unit : Uniphos Enterprises Limited
13AB, Samhita Warehousing Complex, Second Floor, Sakinaka Telephone Exchange Lane, Off Andheri-Kurla Road, Andheri (E), Mumbai - 400 072.

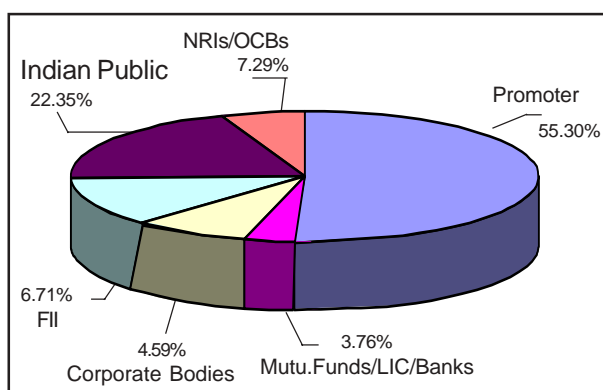
Also, for the benefit of the Shareholders, the documents will continue to be accepted accepted at the Secretarial Department of the Company : Uniphos Enterprises Limited
Secretarial Department,
8, Shri Krishna Commercial Centre Ground Floor, Opp. Raheja Solitaire 6 Udyog Nagar, Off S. V. Road Goregaon (West), Mumbai 400 062.

13.10 Share Transfer System : Presently, the share transfers which are received in 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, 2013 :

Shareholding of Nominal Value of (₹)	Shareholders		Share Amount	
	Numbers	% of Total Nos.	In (₹)	% of Total Amt.
1 – 5,000	14,585	97.71	80,71,512	15.84
5,001 – 10,000	169	1.13	12,86,286	2.52
10,001 – 20,000	90	0.60	12,91,778	2.54
20,001 – 30,000	19	0.13	4,88,040	0.96
30,001 – 40,000	12	0.08	4,26,178	0.84
40,001 – 50,000	13	0.09	5,84,060	1.15
50,001 –1,00,000	19	0.13	14,43,890	2.83
1,00,001 and above.	19	0.13	3,73,57,596	73.32
Total	14,926	100	5,09,49,340	100

13.12. Shareholding pattern as on 31st March, 2013:



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13.13. Dematerialisation of Shares : 97.06% of the outstanding equity shares have been dematerialised up to 31st March, 2013. 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 2012–2013 is given below:

	BSE Ltd. (BSE)	National Stock Exchange of India Ltd. (NSE)	BSE+NSE
In number of shares	9,439	4,606	14,045

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

13.14. Outstanding GDR/Warrants and Conversion date and likely Impact on the Equity : Outstanding GDRs as on 31st March, 2013 represent 44,962 shares (0.18%). 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.

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.

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

(iii) **Exclusive e-mail ID of the grievance redressal division :** uel.investors@uniphos.com

(iv) **Corporate Website :** www.uelonline.com

On behalf of the Board of Directors

Mumbai
25th April, 2013

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, 2013.

Mumbai
25th April, 2013

On behalf of the Board of Directors of
Uniphos Enterprises Limited

R. D. Shroff
(Chairman & Managing Director)

AUDITORS' 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 on March 31, 2013, 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 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 LLP

Chartered Accountants
ICAI Firm registration number: 103162W

per Sudhir Soni
Partner
Membership No. 41870
Mumbai
25th April, 2013

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

1. We have audited the accompanying financial statements of Uniphos Enterprises Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2013, and 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

2. Management is responsible for 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 referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control 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

3. Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. 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.
4. 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 control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, 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.

Opinion

5. 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:
 - (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
 - (b) in the case of the Statement of Profit and Loss, of the loss for the year ended on that date; and
 - (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

6. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
7. As required by section 227(3) of the Act, 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 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 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 Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;
 - (e) On the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For S.V. Ghatalia & Associates LLP
Chartered Accountants
Firm's Registration Number: 103162W

per Sudhir Soni
Partner
Membership Number: 41870

Place of Signature: Mumbai
Date: April 25, 2013



Annexure referred to in paragraph 6 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.
- (c) There was no disposal of a substantial part of fixed assets during the year.
- (ii) The Company did not have any inventory during the year. Accordingly, provisions of clauses 4(ii)(a), 4(ii)(b) and 4(ii)(c) of the Companies (Auditor's Report) Order, 2003 (as amended), in respect of physical verification of inventory, procedure of physical verification followed by the Company and maintenance of proper records of inventory, are not applicable to the Company.
- (iii) (a) 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 301 of the Companies Act, 1956. Accordingly, the provisions of clause 4(iii)(a) to (d) of the Order are not applicable to the Company and hence not commented upon.
- (e) The Company had taken loans from two companies covered in the register maintained under section 301 of the Companies Act, 1956. The maximum amount involved during the year was Rs. 7,610 lakhs and the year-end balance of loans taken from such parties was NIL.
- (f) In our opinion and according to the information and explanations given to us, the rate of interest and other terms and conditions for such loans are not prima facie prejudicial to the interest of the Company.
- (g) In respect of loans taken, repayment of the principal amount is as stipulated and payment of interest has been regular.
- (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 fixed assets and for the sale of goods and services. 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) (a) According to the information and explanations provided by the management, we are of the opinion that the particulars of contracts or arrangements referred to in section 301 of the Companies Act, 1956 that need to be entered into the register maintained under section 301 have been so entered.
- (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of such contracts or arrangements and exceeding the value of Rupees five lakhs have been entered into during the financial year at prices which are reasonable having regard to the prevailing market prices at the relevant time.
- (vi) The Company has not accepted any deposits from the public.
- (vii) In our opinion, the Company has an internal audit system commensurate with the size of the Company and nature of its business.
- (viii) To the best of our knowledge and as explained, the Central Government has not prescribed maintenance of cost records under clause (d) of sub-section (1) of section 209 of the Companies Act, 1956 for the products of the Company.
- (ix) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including income-tax and other material statutory dues applicable to it. The provisions relating to provident fund, investor education and protection fund, employees' state insurance, sales-tax, wealth-tax, service tax, customs duty, excise duty, cess are not applicable to the Company.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, investor education and protection fund, employees' state insurance, income-tax, wealth-tax, service tax, sales-tax, customs duty, excise duty cess and other material statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

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- (d) According to the information and explanations given to us, there are no dues of income tax, sales-tax, wealth tax, service tax, customs duty, excise duty and cess which have not been deposited on account of any dispute.

Name of the Statute	Nature of Dues	Amount (Rs. Lakhs)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income-tax Demands	52.82	AY 01-02	Income-tax Appellate Tribunal
Income Tax Act, 1961	Income-tax Demands	11.90	AY 02-03	Income-tax Appellate Tribunal
Income Tax Act, 1961	Income-tax Demands	444.24	AY 03-04	Income-tax Appellate Tribunal
Income Tax Act, 1961	Income-tax Demands	24.46	AY 09-10	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income-tax Demands	193.03	AY 10-11	Commissioner of Income Tax (Appeals)

- (x) The Company has no accumulated losses at the end of the financial year, *however it has incurred cash loss in the current year*. Further, in the immediately preceding financial year, the Company has not incurred cash loss.
- (xi) 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.
- (xii) 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.
- (xiii) In our opinion, the Company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.
- (xiv) 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 (as amended) are not applicable to the Company.
- (xv) According to the information and explanations given to us, the Company has not given guarantee for loans taken by others from bank or financial institutions.
- (xvi) The Company did not have any term loans outstanding during the year.
- (xvii) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, *we report that funds amounting to Rs. 8,873 lakhs raised on short term basis in the form of short term loan from banks have been used for long-term investment*.
- (xviii) The Company has not made any preferential allotment of shares to parties or companies covered in the register maintained under section 301 of the Companies Act, 1956.
- (xix) The Company did not have any outstanding debentures during the year.
- (xx) The Company has not made any public issue during the year, and accordingly the question of disclosing the end use of money raised by public issue does not arise.
- (xxi) 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 course of our audit.

For S.V. Ghatalia & Associates LLP
Firm registration number: 103162W
Chartered Accountants

per Sudhir Soni
Partner
Membership No.: 41870

Place of Signature: Mumbai
Date: April 25, 2013



BALANCE SHEET AS AT 31ST MARCH, 2013

Rs. in Lacs

	Notes	31-Mar-13	31-Mar-12
Equity and liabilities			
Shareholders' funds			
Share capital	3	509.49	509.49
Reserves and surplus	4	18,584.74	19,603.21
		19,094.23	20,112.70
Current liabilities			
Short-term borrowings	5	9,020.00	8,630.00
Trade payables		13.49	913.15
Other current liabilities	6	117.07	79.96
		9,150.56	9,623.11
TOTAL		28,244.79	29,735.81
Assets			
Non-current assets			
Fixed assets			
Tangible assets	7	17,393.63	17,394.27
Non-current investments	8	8,392.97	8,398.17
Non-current loans and advances	9	2,180.64	2,084.35
		27,967.24	27,876.79
Current assets			
Trade receivables	10	-	938.88
Cash and bank balances	11	240.71	381.79
Current loans and advances	9	0.30	0.69
Other current assets	12	36.54	537.66
		277.55	1,859.02
TOTAL		28,244.79	29,735.81

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.V. GHATALIA & ASSOCIATES LLP**
Firm registration number : 103162W
Chartered Accountants

For and on behalf of the Board of Directors of
Uniphos Enterprises Limited

per **Sudhir Soni**
Partner
Membership No. 41870

R. D. SHROFF
Chairman and
Managing Director

Arun Ashar
Director

K. M. THACKER
Company Secretary

Place : Mumbai
Date : 25th April, 2013

Place : Mumbai
Date : 25th April, 2013

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STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2013

Rs. in Lacs

	Notes	31-Mar-13	31-Mar-12
Income			
Revenue from operations	13	110.76	938.88
Other income	14	223.86	1,020.86
Total revenue (I)		334.62	1,959.74
Expenses			
Purchase of traded goods	15	107.57	908.42
Employee benefits expense	16	29.57	26.72
Other expenses	17	130.34	30.46
Total (II)		267.48	965.60
Profit before interest, tax, depreciation and amortisation (I) – (II)		67.14	994.14
Depreciation and amortisation expense	18	5.31	5.70
Finance costs	19	1,080.30	883.85
Profit/(loss) before tax		(1,018.47)	104.59
Tax Expenses			
(Excess) / short tax of earlier year		-	(14.09)
Total Tax Expenses		-	(14.09)
Profit/(loss) for the year		(1,018.47)	118.68
Earnings per equity share			
[nominal value of share Rs 2 (31 March 2012: Rs 2)]	20		
Basic and Diluted (Rs.)		(4.00)	0.47

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.V. GHATALIA & ASSOCIATES LLP
Firm registration number : 103162W
Chartered Accountants

For and on behalf of the Board of Directors of
Uniphos Enterprises Limited

per Sudhir Soni
Partner
Membership No. 41870

R. D. SHROFF
Chairman and
Managing Director

Arun Ashar
Director

K. M. THACKER
Company Secretary

Place : Mumbai
Date : 25th April, 2013

Place : Mumbai
Date : 25th April, 2013



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2013

Rs. in Lacs

	31-Mar-13	31-Mar-12
Cash flow from operating activities		
Profit / (Loss) before tax from operations	(1,018.47)	104.59
Non-cash adjustment to reconcile profit before tax to net cash flows :		
Depreciation/ amortization on operation	5.31	5.70
Interest expense	1,080.30	883.85
Profit on sale of Fixed assets	(0.88)	-
Interest (income) (Including Interest on Income Tax Refund)	(96.29)	(14.37)
Dividend (income)	(126.69)	(1,006.49)
Operating profit before working capital changes	(156.72)	(26.72)
Movements in working capital :		
Increase/ (decrease) in trade payables and other current liability	(825.78)	928.78
Decrease / (increase) in trade receivables	938.88	(938.88)
Decrease / (increase) in loans and advances	0.39	(0.93)
Decrease / (increase) in other current assets	506.74	-
Cash generated from / (used in) operations	463.51	(37.75)
Direct taxes paid (net of refunds)	(96.30)	(0.21)
Net cash flow from/ (used in) operating activities (A)	367.21	(37.96)
Cash flows from investing activities		
Purchase of non-current investments	-	(655.07)
Proceeds from sale of Fixed Assets	1.42	-
Loan given	-	734.00
Loan repayment received	-	(734.00)
Interest received	96.29	14.37
Dividends received	126.69	499.75
Net cash flow from/ (used in) investing activities (B)	224.40	(140.95)
Cash flows from financing activities		
Proceeds from short-term borrowings	18,755.00	30,329.82
Repayment of short-term borrowings	(18,365.00)	(28,994.82)
Unclaimed dividend Paid	-	(0.50)
Share Issue Expenses	(5.62)	(0.11)
Interest paid	(1,117.07)	(870.86)
Net cash flow from/ (used in) in financing activities (C)	(732.69)	463.53
Net increase/ (decrease) in cash and cash equivalents (A + B + C)	(141.08)	284.62
Cash and cash equivalents at the beginning of the year	381.79	97.17
Cash and cash equivalents at the end of the year	240.71	381.79
Components of cash and cash equivalents		
Cash on hand	0.06	0.08
With banks- on current account	240.65	381.71
- on deposit account	240.71	381.79
Total cash and cash equivalents (note 11)	240.71	381.79
Summary of significant accounting policies	2.1	

As per our report of even date

For S.V. GHATALIA & ASSOCIATES LLP
Firm registration number : 103162W
Chartered Accountants

For and on behalf of the Board of Directors of
Uniphos Enterprises Limited

per Sudhir Soni
Partner
Membership No. 41870

R. D. SHROFF
Chairman and
Managing Director

Arun Ashar
Director

K. M. THACKER
Company Secretary

Place : Mumbai
Date : 25th April, 2013

Place : Mumbai
Date : 25th April, 2013

Notes to financial statements for the year ended 31st March, 2013

1. Corporate information

Uniphos Enterprises Limited is a public limited company incorporated under the provision of the Companies Act 1956. The Company is engaged in the business of trading of chemicals and other products. Its shares are listed on two stock exchanges in India and GDRs are listed on Luxembourg Stock exchange.

2. Basis of preparation

The financial statements have been prepared to comply in all material respects with the Accounting Standards notified by Companies (Accounting Standards) Rules, 2006, (as amended) and the relevant provisions of the Companies Act, 1956. 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

Depreciation on fixed assets is calculated 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. Assets costing Rs 5,000 or less have been depreciated at the rate of 100%. 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) 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.

(e) Government grants and subsidies

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.

(f) 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.



Notes to financial statements for the year ended 31st March, 2013

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.

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.

Depreciation on investments in property has been provided on written down value basis in accordance with Section 205(2)(a) of the Companies Act, 1956 at the rates prescribed in Schedule XIV to the Companies Act, 1956.

(g) Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.

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, 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.

(h) 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.

(i) 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.

Notes to financial statements for the year ended 31st March, 2013

(j) 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.

(k) 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.

(l) 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

Rs. in Lacs

	31-Mar-13	31-Mar-12
Authorized shares		
15,00,00,000 (Previous Year : 15,00,00,000) equity shares of Rs 2/- each	3,000.00	3,000.00
70,00,000 (Previous Year : 70,00,000) preference shares of Rs 100/- each	7,000.00	7,000.00
Issued, subscribed and fully paid-up shares		
2,54,74,670 (Previous Year : 2,54,74,670) equity shares of Rs 2/- each fully paid up	509.49	509.49
Total issued, subscribed and fully paid-up share capital	509.49	509.49

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

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

	31-Mar-13 Rs. Lacs	31-Mar-12 Rs. Lacs
Nerka Chemcials Private Limited, the holding company *		
13,669,179 (31 March 2012: 12,429,220) equity shares of 2 each fully paid	273	249
* Became holding company during the current year		

(b) Terms/ rights attached to equity shares

The Company has only one class of equity shares having par value of Rs 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.

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

Name of the shareholder	31-Mar-13	31-Mar-12
<i>Equity shares of Rs 2 each fully paid</i>		
Nerka Chemicals Private Limited		
No. of Shares	13,669,179	12,429,220
% of total Share capital	53.66%	48.79%

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.

(d) The rights in respect of 1,015 (Previous year : 1,015) Equity Shares of Rs. 10 each arising out of part conversion of 17% Secured Redeemable Partly Convertible Debentures and 1,015 (Previous year : 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

(e) There are 44,962 (Previous Year : 45,532) underlying Equity Shares of the Company in respect of GDR's listed on Luxembourg Stock Exchange



Notes to financial statements for the year ended 31st March, 2013

4. Reserves and surplus	Rs. in Lacs	
	31-Mar-13	31-Mar-12
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
Closing Balance	64.39	64.39
Revaluation reserve { Refer Note 2.1(b) }		
Balance as per the last financial statements	14,500.00	14,500.00
Closing Balance	14,500.00	14,500.00
General reserve		
Balance as per the last financial statements	3,100.65	3,100.65
Closing Balance	3,100.65	3,100.65
Surplus in the statement of profit and loss		
Balance as per last financial statements	1,938.17	1,819.49
Profit/(Loss) for the year	(1,018.47)	118.68
Net surplus in the statement of profit and loss	919.70	1,938.17
Total Reserves and Surplus	18,584.74	19,603.21

5. Short-term borrowings	Rs. in Lacs	
	31-Mar-13	31-Mar-12
(i) Loans (Secured)		
From Non Banking Financial companies [Refer Note (a) below]	9,000.00	1,000.00
(ii) Loan and advances from related parties repayable on demand (unsecured) [Refer Note (b) below]	-	7,610.00
(iii) Other Loans (Unsecured) [Refer note (c) below]	20.00	20.00
	9,020.00	8,630.00
The above amount includes		
Secured borrowings	9,000.00	1,000.00
Unsecured borrowings	20.00	7,630.00

Notes :a) **Loans from Non Banking Financials Companies includes the following :**

- 1) Loan amounting to Rs. 500 Lacs (Previous Year: Rs.1,000 Lacs) is secured by way of pledge of 9,40,000 (Previous Year : 15,50,000) equity shares of United Phosphorus Limited. The loan carries interest of 13.25 % p.a. and is repayable in July 2013.
- 2) Loan amounting to Rs. 7,500 Lacs (Previous Year: NIL) is secured by way of pledge of 1,31,75,000 equity shares of United Phosphorus Limited. The loan carries interest of 12.25 % p.a. and is repayable in March 2014.
- 3) Loan amounting to Rs. 1,000 Lacs (Previous Year: NIL) is secured by way of pledge of 20,00,000 equity shares of United Phosphorus Limited. The loan carries interest of 12.00 % p.a. and is repayable in March 2014.

b) Unsecured short term loans from related parties were carrying rate of interest ranging from 13% p.a. to 14 % p.a.

c) Other loan from a private Limited company of Rs. 20 Lacs (Previous Year Rs. 20 Lacs) is interest free Loan repayable on demand.

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Notes to financial statements for the year ended 31st March, 2013

6. Other current liabilities	Rs. in Lacs	
	31-Mar-13	31-Mar-12
a) Interest accrued but not due on short term borrowings	14.78	51.55
b) Dividend in abeyance	0.02	0.02
c) TDS payable	102.27	28.39
	117.07	79.96

7. Tangible assets	Rs. in Lacs		
	Land	Vehicles	TOTAL
Cost or valuation			
At 1st April 2011	17,393.63	5.41	17,399.04
Additions (2011-12)	-	-	-
At 31st March 2012	17,393.63	5.41	17,399.04
Additions (2012-13)	-	-	-
Deletion (2012-13)		(5.41)	(5.41)
At 31st March 2013	17,393.63	-	17,393.63

Depreciation			
At 1st April 2011	-	4.54	4.54
Charge for the year (2011-12)	-	0.23	0.23
At 31st March 2012	-	4.77	4.77
Charge for the year (2012-13)	-	0.11	0.11
Deletion (2012-13)		(4.88)	(4.88)
At 31st March 2013	-	-	-

Net Block			
At 31st March 2012	17,393.63	0.64	17,394.27
At 31st March 2013	17,393.63	-	17,393.63

8. Non-current investments	Rs. in Lacs	
	31-Mar-13	31-Mar-12
1) Investment property (at cost less accumulated depreciation)		
Cost of building	134.41	134.41
Less: Accumulated depreciation	35.60	30.40
Net value [A]	98.81	104.01
2) Trade investments (valued at cost unless stated otherwise)		
<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 Fumigant, Inc.	4.91	4.91
Less: Provision for Diminution in value of Long-Term Investments	(5.89)	(5.89)
Net value [B]	-	-



Notes to financial statements for the year ended 31st March, 2013

8. Non-current investments (Contd..)	Rs. in Lacs	
	31-Mar-13	31-Mar-12
3) Non-trade investments (valued at cost unless stated otherwise)		
(i) Investment in equity instruments (quoted)		
a) 2,53,37,060 (Previous Year : 2,53,37,060) Equity shares of Rs. 2 each fully paid-up in United Phosphorus Limited (Refer note "f" below)	8,121.53	8,121.53
b) 40,000 (Previous Year : 40000) Equity shares of Rs. 10 each fully paid-up in Advanta India Limited	145.27	145.27
(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]	8,294.16	8,294.16
Total [A+B+C]	8,392.97	8,398.17

Notes :

	Rs. in Lacs	
a) Aggregate amount of quoted investments (Market value: Rs. 30,100.99 Lacs (31 March 2012: Rs.33,113.78 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	98.81	104.01
e) Aggregate provision for diminution in value of investments	(5.89)	(5.89)
f) 1,61,15,000 (Previous Year : 15,50,000) equity shares of United Phosphorus Limited have been pledged against short term loan taken from Non Banking Financial Companies. (Also refer note "a" in note 5 - Short term borrowings)		

9. Loans and advances	Rs. in Lacs			
	Non-current		Current	
	31-Mar-13	31-Mar-12	31-Mar-13	31-Mar-12
Security deposit				
Unsecured, considered good	0.43	0.43	-	-
Advances recoverable in cash or kind				
Unsecured considered good	-	-	0.30	0.69
Other loans and advances				
Advance income-tax (net of provision for taxation)	2,180.21	2,083.92	-	-
Total	2,180.64	2,084.35	0.30	0.69

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Notes to financial statements for the year ended 31st March, 2013

10. Trade receivables		Rs. in Lacs	
		Current	
		31-Mar-13	31-Mar-12
Other receivables			
(Outstanding for a period of less than six months from the date they are due for payment)			
Unsecured, considered good		-	938.88
		-	938.88

11. Cash and bank balances		Rs. in Lacs	
		Current	
		31-Mar-13	31-Mar-12
Cash and cash equivalents			
<i>Balances with banks:</i>			
– On current accounts		240.65	381.71
Cash on hand		0.06	0.08
		240.71	381.79

12. Other current assets		Rs. in Lacs	
		Current	
		31-Mar-13	31-Mar-12
Dividend Receivable		-	506.74
Miscellaneous Expenses (Refer note below)		36.54	30.92
		36.54	537.66

Note :

Upto March 31, 2013, the Company has incurred an amount of Rs. 36.54 lacs in connection with the proposed rights issue of it's equity shares. This amount shall be adjusted against Securities Premium account arising from the proposed rights issue of equity shares, as permitted under section 78 of the Companies Act, 1956. Accordingly, this amount has been carried forward and disclosed separately under the head "Other current assets" in the Balance sheet.

13. Revenue from operations		Rs. in Lacs	
		31-Mar-13	31-Mar-12
Revenue from operations			
Sale of products			
Traded goods - chemicals		110.76	938.88

14. Other income		Rs. in Lacs	
		31-Mar-13	31-Mar-12
Interest income on			
Bank deposits		-	0.14
Others		96.29	14.23
Dividend income on			
Long-term investments		126.69	1,006.49
Profit on sale of fixed asset		0.88	-
		223.86	1,020.86



Notes to financial statements for the year ended 31st March, 2013

15. Purchase of Traded Goods

Details of purchase of traded goods	Rs. in Lacs	
	31-Mar-13	31-Mar-12
Chemicals	107.57	908.42
	107.57	908.42

16. Employee benefits expense

	Rs. in Lacs	
	31-Mar-13	31-Mar-12
Salaries, wages, bonus and other benefits [Refer Note No. 24(b)(7)]	29.57	26.72
	29.57	26.72

17. Other expenses

	Rs. in Lacs	
	31-Mar-13	31-Mar-12
Electricity Charges	1.13	1.38
Rates and taxes	6.00	6.04
Repairs and maintenance (Others)	1.56	1.48
Security Charges	3.20	4.59
Printing and stationery	1.01	1.95
Legal and professional fees	16.61	8.38
Postage & Stamps	1.45	1.84
Payment to auditor (Refer details below)	5.62	4.03
Foreign Exchange Fluctuation	83.60	-
Demat charges	8.78	0.01
Miscellaneous expenses	1.38	0.76
	130.34	30.46

Payment to auditor

	Rs. in Lacs	
	31-Mar-13	31-Mar-12
As auditor:		
Audit fee	3.93	2.81
Others	1.69	1.22
	5.62	4.03

18. Depreciation and amortization expense

	Rs. in Lacs	
	31-Mar-13	31-Mar-12
Depreciation of tangible assets	0.11	0.23
Depreciation of investment property	5.20	5.47
	5.31	5.70

19. Finance costs

	Rs. in Lacs	
	31-Mar-13	31-Mar-12
Interest on Term Loans from Bank	-	559.61
Interest on short term Loans from others	1,058.99	324.08
Bank charges & other financials charges	21.31	0.16
	1,080.30	883.85

Notes to financial statements for the year ended 31st March, 2013

20. Earning per share (EPS)

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

	Rs. in Lacs	
	31-Mar-13	31-Mar-12
Profit / (Loss) after taxation as per statement of profit and loss [A]	(1,018.47)	118.68
Weighted average number of Equity Shares Outstanding (B) (Nos.)	25,474,670	25,474,670
Basic and Diluted Earning Per Share (in Rs) [(A)/(B)]	(4.00)	0.47
Face Value Per Share (in Rs)	2.00	2.00

21. Contingent liabilities

	Rs. in Lacs	
	31-Mar-13	31-Mar-12
Disputed Income-tax liability	3,348.93	3,353.96

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 2010-11 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.

22. Expenditure in foreign currency (accrual basis)

	Rs. in Lacs	
	31-Mar-13	31-Mar-12
Stock Exchange fees	2.53	2.37

23. Value of Imports calculated on CIF Basis

	Rs. in Lacs	
	31-Mar-13	31-Mar-12
Traded goods	107.57	908.42

24. Related Party Disclosure

Related party disclosure as required by Accounting Standard (AS) - 18 'Related Party Disclosures' notified by Companies (Accounting Standards) Rules, 2006 is given below:

(a) Relationship :**(i) Holding company**

Nerka Chemicals Private Limited ('Nerka') w.e.f. April 10, 2012

(ii) Ultimate Holding Company

Demuric Holdings Private Limited ('Demuric') w.e.f. April 10, 2012

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

United Phosphorus Limited ('UPL')

SWAL Corporation Limited ('SWAL')

Uniphos International Limited (Formerly known as Uniphos Agro Industries Limited) ('UIL')

(iv) Key Management Personnel and their relatives :

Mr Rajanikant D. Shroff

Mrs Sandra R. Shroff

Mr Jaidev R. Shroff



Notes to financial statements for the year ended 31st March, 2013

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

Rs. in Lacs

Nature of Transactions	Holding Company		Ultimate Holding Company		Enterprises over which Key Management personnel and their relatives have significant influence		Total	
	31-Mar-13	31-Mar-12	31-Mar-13	31-Mar-12	31-Mar-13	31-Mar-12	31-Mar-13	31-Mar-12
1. Income								
Sales to UPL	-	-	-	-	82.72	938.88	82.72	938.88
Dividend from UPL	-	-	-	-	126.69	1,006.49	126.69	1,006.49
Interest from UPL	-	-	-	-	-	11.61	-	11.61
2. Finance Expenses								
UPL	-	-	-	-	749.03	239.46	749.03	239.46
SWAL	-	-	-	-	-	2.39	-	2.39
Nerka	1.35	-	-	-	-	7.63	1.35	7.63
Demuric	-	-	223.52	-	-	56.44	223.52	56.44
3. Loan / Advance Taken (Refer note below)								
UPL	-	-	-	-	8,405.00	14,318.00	8,405.00	14,318.00
SWAL	-	-	-	-	-	670.00	-	670.00
UIL	-	-	-	-	-	1.82	-	1.82
Nerka	-	-	-	-	-	210.00	-	210.00
Demuric	-	-	1,850.00	-	-	14,130.00	1,850.00	14,130.00
4. Repayment of Loans/ Advances Taken								
UPL	-	-	-	-	8,405.00	14,318.00	8,405.00	14,318.00
SWAL	-	-	-	-	-	670.00	-	670.00
UIL	-	-	-	-	-	1.82	-	1.82
Nerka	210.00	-	-	-	-	-	210.00	-
Demuric	-	-	9,250.00	-	-	6,730.00	9,250.00	6,730.00
5. Loan / Advance Given								
UPL	-	-	-	-	-	734.00	-	734.00
6. Repayment of Loans/ Advances Given								
UPL	-	-	-	-	-	734.00	-	734.00
7. Salary and other reimbursements								
UPL	-	-	-	-	29.74	26.72	29.74	26.72
Outstandings as at the Balance Sheet								
8. Trade Receivables from UPL	-	-	-	-	-	938.88	-	938.88
9. Dividend receivable from UPL	-	-	-	-	-	506.74	-	506.74
10. Loan Taken								
Nerka	-	-	-	-	-	210.00	-	210.00
Demuric	-	-	-	-	-	7,400.00	-	7,400.00
Interest payable								
UPL	-	-	-	-	-	4.09	-	4.09
Nerka	-	-	-	-	-	6.87	-	6.87
Demuric	-	-	-	-	-	30.65	-	30.65

Notes to financial statements for the year ended 31st March, 2013

(C) Maximum amount outstanding of the Loan taken during the year

Name of the Company	Rs. in Lacs	
	31-Mar-13	31-Mar-12
United Phosphorus Limited	7,400.00	7,166.00
Nerka Chemicals Private Limited (Holding Company)	210.00	210.00
SWAL Corporation Limited	-	670.00
Demuric (Ultimate Holding Company)	7,400.00	7,400.00
Uniphos International Limited	-	1.82

25. 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.

26. 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.

27. Previous Year regrouping

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

As per our report of even date

For S.V. GHATALIA & ASSOCIATES LLP
Firm registration number : 103162W
Chartered Accountants

For and on behalf of the Board of Directors of
Uniphos Enterprises Limited

per Sudhir Soni
Partner
Membership No. 41870
Place : Mumbai
Date : 25th April, 2013

R. D. SHROFF
Chairman and
Managing Director
Place : Mumbai
Date : 25th April, 2013

Arun Ashar
Director

K. M. THACKER
Company Secretary



UNIPHOS ENTERPRISES LIMITED

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

PROXY FORM

I/We _____ of _____
 _____ in the district of _____ being a Member/Members
 of the above named Company hereby appoint _____ of _____ in
 the district of _____ or failing
 him/her _____ of _____ in the
 district of _____ as my/our proxy to attend and vote in my/our behalf
 at the 44th Annual General Meeting of the Company to be held on Friday, the
 19th day of July, 2013 at 9.15 a.m. and at any adjournment thereof.

Signed this _____ day of _____ 2013.

Folio No. _____ DPID* _____ Client ID* _____

No. of Shares held _____

Affix
Revenue
Stamp

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.

(Signature of the Member)



UNIPHOS ENTERPRISES LIMITED

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

ATTENDANCE SLIP

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

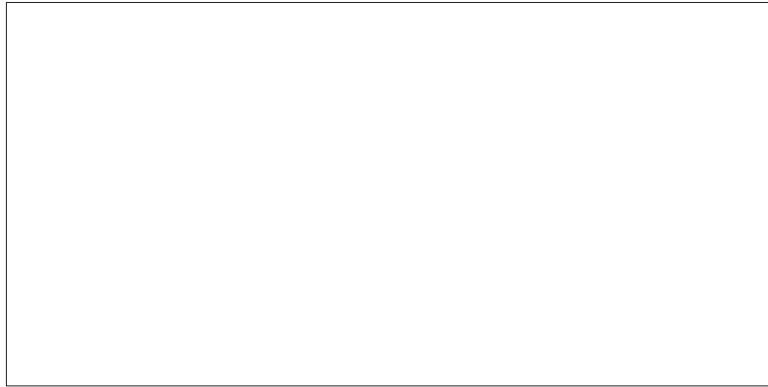
Name of the attending Member	Member's Folio Number	
	DP Id* Client Id*	
Name of the Proxy (in Block Letters) (To be filled in, if the Proxy attends, instead of the Member)	Number of Equity Shares held	

I/We hereby accord my/our presence at the 44th ANNUAL GENERAL MEETING of the Company to be held on Friday, the 19th day of July, 2013 at 9.15 a.m. at Hotel Green View Hall, National Highway No. 8, 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



If undelivered, please return to :

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