



EGM DATE: 7TH MARCH, 2022 (EVEN - 119260)

Date of the AGM/EGM	7th March, 2022
Total number of shareholders on cut-off date i.e. February 28, 2022	12417
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group : Public :	Not Applicable
No. of shareholders attended the meeting through Video Conferencing Promoters and Promoter Group : Public :	5 19

Agenda-wise disclosure

1. To adopt new set of Memorandum of Association of the Company as per the provisions of the Companies Act, 2013 and consequent alteration in Object Clause of the Memorandum of Association of the Company by inserting the new clauses under clause No III A.

Resolution required : (Ordinary / Special)			Special					
Whether promoter/promoter group are interested in the agenda/resolution ?			No					
Category	Mode of Voting	No. of shares held (1)	No. of valid votes polled (2)	% of valid Votes Polled on outstanding shares (3)=[(2) / (1)]*100	No. of valid Votes in favour (4)	No. of valid Votes against (5)	% of valid Votes in favour on votes polled (6)=[(4) / (2)]*100	% of valid Votes against on votes polled (7)=[(5) / (2)]*100
Promoter and Promoter Group	E-Voting	51306595	51306595	100.00	51306595	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		51306595	100.00	51306595	0	100.00	0.00
Public-Institutions	E-Voting	10705654	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-Voting	7533600	3203	0.0425	3012	191	94.0368	5.9632
	Poll		750	0.0100	750	0	100.00	0.00
	Total		3953	0.0525	3762	191	95.1682	4.8318
Total		69545849	51310548	73.7795	51310357	191	99.9996	0.0004

The above Resolution has, therefore been approved by the members of the Company with the requisite majority.






Uniphos Enterprises Limited

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2. To give loans, inter corporate deposits, give guarantees in connection with loans made by any person or body corporate and acquire by way of subscription, purchase or otherwise the securities of any other body corporate in excess of the limits prescribed in Section 186 of the Companies Act 2013.

Resolution required : (Ordinary / Special)			Special					
Whether promoter/promoter group are interested in the agenda/resolution ?			No					
Category	Mode of Voting	No. of shares held (1)	No. of valid votes polled (2)	% of valid Votes Polled on outstanding shares (3)=[(2) / (1)]*100	No. of valid Votes in favour (4)	No. of valid Votes against (5)	% of valid Votes in favour on votes polled (6)=[(4) / (2)]*100	% of valid Votes against on votes polled (7)=[(5) / (2)]*100
Promoter and Promoter Group	E-Voting	51306595	51306595	100.00	51306595	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		51306595	100.00	51306595	0	100.00	0.00
Public-Institutions	E-Voting	10705654	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-Voting	7533600	3203	0.0425	3012	191	94.0368	5.9632
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CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014]

To,
Mr. Arun Ashar
Chairman
Uniphos Enterprises Limited

Dear Sir,

1. I, Bhaskar Upadhyay, Partner, N L Bhatia and Associates, Practicing Company Secretary, (Membership No. FCS 8663/ C. P. No. 9625), have been appointed as the Scrutinizer, by the Board of Directors of UEL Limited ('the Company') for the purpose of scrutinizing the remote e-Voting and voting through electronic voting system during the Extra Ordinary General Meeting ('EGM') on the businesses contained in the Notice of the EGM of the Members of the Company, held on Monday, March 7, 2022 through Video Conferencing / Other Audio visual means ('VC facility').
2. The management of the Company is responsible to ensure the compliance with the requirements of the Act, Rules and notifications relating to voting through electronic means on the businesses set out in the Notice of the EGM of the Members of the Company. My responsibility as a Scrutinizer for the remote e-Voting and e-voting during the EGM is to ensure that the voting process both through remote e-voting and by e-voting during the EGM are conducted in a fair and transparent manner and is restricted in making a Consolidated Scrutinizer's Report of the votes cast "IN FAVOUR" or "AGAINST" the businesses set out in the Notice, based on the reports generated from the e-Voting system of National Securities Depository Limited ('NSDL'), the authorized agency, engaged by the Company, to provide remote e-Voting facilities before and during the EGM.



3. Further to above, I submit my report as under:
- 3.1. The Company has provided the remote e-Voting facility and e-voting during the EGM through NSDL, on their website www.evoting.nsdl.com. The Company had uploaded all the items of businesses to be transacted on the website of the Company (www.uelonline.com) and also on the website of NSDL (www.evoting.nsdl.com) to facilitate the Members to cast their votes through remote e-Voting and e-voting during the EGM.
 - 3.2. The Notice of EGM was sent through email to the Members whose email addresses were registered with the Company, containing the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided under Rule 20 of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto and notifications issued by the Ministry of Corporate Affairs ('MCA').
 - 3.3. As prescribed in the Rules and General Circulars issued by the MCA, the Company has also published advertisements in newspapers on Thursday, February 10, 2022 in Financial Express (English) and Western Times in vernacular Language (Gujarati- Ahmadabad) which carried all required information as specified in the said rules and notifications.
 - 3.4. The Members of the Company as on the "Cut-off" date i.e. Monday, February 28, 2022 were entitled to vote on the businesses (item nos. 1 to 2) as set out in the Notice of the EOGM.
 - 3.5. The remote e-Voting **commenced on Friday, March 04, 2022(9.00 a.m. IST)** and **ended on Sunday, March 06, 2022 (5.00 p.m. IST)** and the NSDL e-voting platform was blocked thereafter and then reopened during the EGM.
 - 3.6. It was announced at the EGM, held on Monday, March 07, 2022 held through VC facility that, the Members who have not exercised their votes through remote e-Voting may, if they wish to, can exercise their votes through electronic voting system being provided during the EGM.
 - 3.7. After closure of e-voting at the EGM, the votes cast through e-voting during the EGM and through remote e-voting prior to the date of EGM were unblocked and downloaded from the e-voting website of NSDL (www.evoting.nsdl.com) in the presence of two witnesses, who are not in the employment of the Company. The



e-voting data/results downloaded from the e-voting system of NSDL were scrutinized and reviewed, the votes were counted, and the results were prepared.

- 3.8. The Company's share capital as on Monday, February 28, 2022, cut-off date for e-voting, was 6,95,45,849 equity shares of Rs. 2/- each.
- 3.9. Based on the data downloaded from NSDL e-voting system, the total votes cast in favour or against all the resolutions proposed in the Notice of the EGM are as under:

Item No. 1- As a Special Resolution:

1. Adoption of New Set of Memorandum of Association as per Companies Act, 2013 and consequent alteration in the object of the Memorandum of Association of the Company:

(i) Voted in favour of the resolution:

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
22	51310357	99.9996

(ii) Voted against the resolution:

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
2	191	0.0004

(iii) **Invalid votes**

There are no invalid votes.



Item No. 2 - As a Special Resolution:

2. To give loans, inter corporate deposits, give guarantees in connection with loans made by any person or body corporate and acquire by way of subscription, purchase or otherwise the securities of any other body corporate in excess of the limits prescribed in section 186 of the Companies Act, 2013.

- (i) Voted in favour of the resolution:

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
22	51310357	99.9996

- (ii) Voted against the resolution:

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
2	191	0.0004

- (iii) **Invalid** votes

There are no invalid votes.

The votes cast were unblocked on Monday, March 07, 2022 after the conclusion of the EGM and was witnessed by two witnesses, Yesha Hemani and Bhavik Pandya, who are not in the employment of the Company. They have signed below in confirmation of the same.

Y.B. Hemani

Signature of witness

Bhavik

Signature of witness



In view of the above scrutiny, I hereby certify that all the above Resolutions have been passed with requisite/ unanimous majority on Monday, March 07, 2022.

All the electronic data and relevant records of e-voting will remain in my custody until the Chairman of the Company considers, approves and signs the minutes of the EGM and the same shall be handed over thereafter to the Chairman / Company Secretary of the Company for safe keeping.

Thanking you,

Date: March 07, 2022

Place: Mumbai

For N. L. Bhatia & Associates

Practicing Company

Secretaries

UIN: P1996MH055800

UDIN: F008663C002822364



Bhaskar Upadhyay

Partner

FCS: 8663

CP. No. 9625

Countersigned



Mr. K. M. Thacker

Company Secretary

(ACS-6843)

Date: March 07, 2022

Place: Mumbai