

JAWAHAR M. THACKER
B. Com. F.C.A.

To,
The Chairman of the 48th Annual General Meeting,
Uniphos Enterprises Limited
11, G.I.D.C, Vapi,
Gujarat – 396 195

Dear Sir,

REPORT OF SCRUTINIZER

I, Jawahar M. Thacker, Chartered Accountant (Membership No. 030646) has been appointed as the Scrutinizer vide resolution passed by the Board of Directors of **Uniphos Enterprises Limited** at its meeting held on 28th April, 2017 for the purpose of scrutinizing the votes by the Members of the Company in respect of all resolutions set forth in the Notice of the 48th Annual General Meeting (AGM)-

1. through electronic means through the remote e-voting, pursuant to the provisions of section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014 read with Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, services provided by National Securities Depository Limited (NSDL) and
2. through physical votes through ballot paper, pursuant to the provisions of section 109 of the Companies Act, 2013 and rule 21 of the Companies (Management and Administration) Rules, 2014, at the venue of the 48th AGM of **Uniphos Enterprises Limited** held on 8th July, 2017 at Vapi, Gujarat.

I submit my report as under:

I reviewed the remote e-voting process and downloaded the e-votes voted through e-voting services provided by National Securities Depository Limited in the presence of two witnesses not in the employment of the Company.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules framed thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and relating to voting through electronic means (i.e. by remote e-voting) and voting by Ballot at the 48th AGM for the resolutions contained in the Notice to the 48th AGM of the Company. My responsibility as a scrutinizer for the voting process of voting through electronic means (i.e. by remote e-voting) is restricted to make a consolidated scrutinizer's report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the e-voting system provided by NSDL, the Agency authorized under the Rules and from Ballot Papers received at the venue of the AGM of the Company.

After the time fixed for closing of the physical voting at the 48th AGM by the Chairman, one ballot box kept for physical voting was locked in my presence with due identification marks placed by me.

The locked ballot box was subsequently opened in my presence and two witnesses not in the employment of the Company and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.



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-: 2:-

The ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

The combined results of the voting i.e. remote e-voting through e-voting services provided by NSDL and physical voting at the 48th AGM is attached herewith bearing page nos. 1 to 2.

A Compact Disc (CD) containing a list of equity shareholders who voted "FOR" and "AGAINST" for each resolution is enclosed.

The Electronic data and the ballot papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,



JAWAHAR M. THACKER
Chartered Accountant
Membership No. 030646

Place: Vapi

Date: 08/07/2017



AGM DATE: 8TH JULY, 2017 (EVEN - 106233)

Date of the AGM/EGM	8th July, 2017
Total number of shareholders on cut-off date i.e. July 1, 2017	12941
No. of shareholders present in the meeting either in person or through proxy:	42
Promoters and Promoter Group :	2
Public :	40
No. of shareholders attended the meeting through Video Conferencing	Not arranged
Promoters and Promoter Group :	Not arranged
Public :	Not arranged

Agenda-wise disclosure

1. Adoption of Financial Statements for the financial year ended on 31st March, 2017.

Category	Mode of Voting	No. of shares held	Ordinary					% of valid Votes against on votes polled (7)=[(5)/(2)]*100
			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	
Promoter and Promoter Group	E-Voting	50207195	50157795	99.90	50157795	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		50157795	99.90	50157795	0	100.00	0.00
Public-Institutions	E-Voting	9650180	2291602	23.75	2291602	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		2291602	23.75	2291602	0	100.00	0.00
Public-Non Institutions	E-Voting	9688474	71182	0.73	71182	0	100.00	0.00
	Poll		36	0.00	36	0	100.00	0.00
	Total		71218	0.74	71218	0	100.00	0.00
Total		69545849	52520615	75.52	52520615	0	100.00	0.00

Resolution required : (Ordinary / Special)

Whether promoter/promoter group are interested in the agenda/resolution ?

Ordinary

None of the promoters/promoter group has any material interest, direct or indirect, in the resolution except to the extent of their respective shareholdings in the Company.





AGM DATE: 8TH JULY, 2017 (EVEN - 106233)

2. Re-appointment of Mr. Jaidev Rajnikant Shroff (DIN: 00191050) who retires by rotation.

Resolution required : (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution ?		None of the promoters/promoter group has any material interest, direct or indirect, in the resolution except to the extent of their respective shareholdings in the Company.						
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		50157795	99.90	50157795	0	100.00	0.00
	Poll	50207195	0	0.00	0	0	0.00	0.00
	Total		50157795	99.90	50157795	0	100.00	0.00
Public-Institutions	E-Voting		2291602	23.75	2291602	0	100.00	0.00
	Poll	9650180	0	0.00	0	0	0.00	0.00
	Total		2291602	23.75	2291602	0	100.00	0.00
Public-Non Institutions	E-Voting		71182	0.73	71182	0	100.00	0.00
	Poll	9688474	36	0.00	36	0	100.00	0.00
	Total		71218	0.74	71218	0	100.00	0.00
Total		69545849	52520615	75.52	52520615	0	100.00	0.00

3. Appointment of Messrs B S R & Co. LLP, Chartered Accountants, as Auditors and fixing their remuneration.

Resolution required : (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution ?		None of the promoters/promoter group has any material interest, direct or indirect, in the resolution except to the extent of their respective shareholdings in the Company.						
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		50157795	99.90	50157795	0	100.00	0.00
	Poll	50207195	0	0.00	0	0	0.00	0.00
	Total		50157795	99.90	50157795	0	100.00	0.00
Public-Institutions	E-Voting		2291602	23.75	2291602	0	100.00	0.00
	Poll	9650180	0	0.00	0	0	0.00	0.00
	Total		2291602	23.75	2291602	0	100.00	0.00
Public-Non Institutions	E-Voting		71182	0.73	71182	0	100.00	0.00
	Poll	9688474	36	0.00	36	0	100.00	0.00
	Total		71218	0.74	71218	0	100.00	0.00
Total		69545849	52520615	75.52	52520615	0	100.00	0.00

The above Resolutions have, therefore been approved by the members of the Company unanimously.

