


Uniphos Enterprises Limited
AGM DATE: 20TH SEPTEMBER, 2024 (EVEN - 130177)

Date of the AGM/EGM	20th September, 2024
Total number of shareholders on cut-off date i.e., September 13, 2024	13232
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 :	3 39

Agenda-wise disclosure

1. To receive, consider and adopt the audited financial statement of the Company comprising of audited Balance Sheet as at 31st March, 2024, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

Resolution required : (Ordinary / Special)			Ordinary					
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	51305295	100.00	51305295	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		51305295	100.00	51305295	0	100.00	0.00
Public - Institution	E-Voting	10963319	10925390	99.65	10925390	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		10925390	99.65	10925390	0	100.00	0.00
Public - Non Institution	E-Voting	7275935	204233	2.81	204181	52	99.97	0.03
	Poll		400	0.01	400	0	100.00	0.00
	Total		204633	2.81	204581	52	99.97	0.03
Total		69545849	62435318	89.78	62435266	52	100.00	0.00

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





AGM DATE: 20TH SEPTEMBER, 2024 (EVEN - 130177)

2. To declare Dividend on equity shares for the financial year ended 31st March, 2024.

Resolution required : (Ordinary / Special)			Ordinary					
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	51305295	100.00	51305295	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		51305295	100.00	51305295	0	100.00	0.00
Public - Institution	E-Voting	10963319	10925390	99.65	10925390	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		10925390	99.65	10925390	0	100.00	0.00
Public - Non Institution	E-Voting	7275935	204233	2.81	204181	52	99.97	0.03
	Poll		400	0.01	400	0	100.00	0.00
	Total		204633	2.81	204581	52	99.97	0.03
Total		69545849	62435318	89.78	62435266	52	100.00	0.00

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

3. To appoint a Director in place of Mr. Arun Chandrasen Ashar (DIN: 00192088) as Chairman and Non-Executive Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.

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	51305295	100.00	51305295	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		51305295	100.00	51305295	0	100.00	0.00
Public - Institution	E-Voting	10963319	10925390	99.65	10206439	718951	93.42	6.58
	Poll		0	0.00	0	0	0.00	0.00
	Total		10925390	99.65	10206439	718951	93.42	6.58
Public - Non Institution	E-Voting	7275935	204233	2.81	204181	52	99.97	0.03
	Poll		400	0.01	400	0	100.00	0.00
	Total		204633	2.81	204581	52	99.97	0.03
Total		69545849	62435318	89.78	61716315	719003	98.85	1.15

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



**AGM DATE: 20TH SEPTEMBER, 2024 (EVEN - 130177)**

4. To appoint Mr. Suresh Balasubramaniam (DIN: 00424602) as an Independent Director not liable to retire by rotation, to hold office for a first term of 5 (five) consecutive years with effect from August 13, 2024 upto August 12, 2029 (both days inclusive).

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	51305295	100.00	51305295	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		51305295	100.00	51305295	0	100.00	0.00
Public - Institution	E-Voting	10963319	10925390	99.65	10925390	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		10925390	99.65	10925390	0	100.00	0.00
Public - Non Institution	E-Voting	7275935	204233	2.81	204181	52	99.97	0.03
	Poll		400	0.01	400	0	100.00	0.00
	Total		204633	2.81	204581	52	99.97	0.03
Total		69545849	62435318	89.78	62435266	52	100.00	0.00

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

5. To appoint Mr. Prasad Vasudev Paranjape (DIN: 00242305) as an Independent Director not liable to retire by rotation, to hold office for a first term of 5 (five) consecutive years with effect from August 13, 2024 upto August 12, 2029 (both days inclusive).

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	51305295	100.00	51305295	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		51305295	100.00	51305295	0	100.00	0.00
Public - Institution	E-Voting	10963319	10925390	99.65	10925390	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		10925390	99.65	10925390	0	100.00	0.00
Public - Non Institution	E-Voting	7275935	204233	2.81	204181	52	99.97	0.03
	Poll		400	0.01	400	0	100.00	0.00
	Total		204633	2.81	204581	52	99.97	0.03
Total		69545849	62435318	89.78	62435266	52	100.00	0.00

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





Uniphos Enterprises Limited

AGM DATE: 20TH SEPTEMBER, 2024 (EVEN - 130177)

6. To appoint Mrs. Meena Deepak Ved (DIN: 07706272) as an Independent Director not liable to retire by rotation, to hold office for a first term of 5 (five) consecutive years with effect from August 13, 2024 upto August 12, 2029 (both days inclusive).

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	51305295	100.00	51305295	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		51305295	100.00	51305295	0	100.00	0.00
Public - Institution	E-Voting	10963319	10925390	99.65	10925390	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		10925390	99.65	10925390	0	100.00	0.00
Public - Non Institution	E-Voting	7275935	204233	2.81	204181	52	99.97	0.03
	Poll		400	0.01	400	0	100.00	0.00
	Total		204633	2.81	204581	52	99.97	0.03
Total		69545849	62435318	89.78	62435266	52	100.00	0.00

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

7. To authorise renouncing 'rights entitlement' that would arise from investment in equity shares of UPL Limited in favour of related parties.

Resolution required : (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution ?			Yes					
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	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 - Institution	E-Voting	10963319	10925390	99.65	10206439	718951	93.42	6.58
	Poll		0	0.00	0	0	0.00	0.00
	Total		10925390	99.65	10206439	718951	93.42	6.58
Public - Non Institution	E-Voting	7275935	204233	2.81	204171	62	99.97	0.03
	Poll		400	0.01	400	0	100.00	0.00
	Total		204633	2.81	204571	62	99.97	0.03
Total		69545849	11130023	16.00	10411010	719013	93.54	6.46

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





Uniphos Enterprises Limited

AGM DATE: 20TH SEPTEMBER, 2024 (EVEN - 130177)

8. To approve transfer of part of investment held in equity shares of UPL Limited to related parties at market price.

Resolution required : (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution ?			Yes					
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	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 - Institution	E-Voting	10963319	10925390	99.65	7580419	3344971	69.38	30.62
	Poll		0	0.00	0	0	0.00	0.00
	Total		10925390	99.65	7580419	3344971	69.38	30.62
Public - Non Institution	E-Voting	7275935	204233	2.81	204171	62	99.97	0.03
	Poll		400	0.01	400	0	100.00	0.00
	Total		204633	2.81	204571	62	99.97	0.03
Total		69545849	11130023	16.00	7784990	3345033	69.95	30.05

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





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 Secretaries (Membership No. FCS 8663/ C. P. 9625), have been appointed as the Scrutinizer by the Board of Directors of Uniphos Enterprises Limited (the 'Company') for the purpose of scrutinizing the remote e-Voting and voting through electronic voting system during the Annual General Meeting ('AGM') carried out as per the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto on the business contained in the Notice of the 55th AGM of the Members of the Company, held on Friday, September 20, 2024 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 55th AGM of the Members of the Company. My responsibility as a Scrutinizer for the remote e-Voting and e-voting during the AGM ('e-voting facilities') is to ensure that the voting process both through remote e-voting and by e-voting during the AGM 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 e-voting facilities before and during the AGM.

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 AGM 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 AGM. Only those members who were present at the AGM through VC facility and who had not voted through remote e-voting were allowed to cast their votes through e-voting system during the AGM.
 - 3.2. The Notice of AGM was sent through email to the Members whose email addresses were registered with the Company along with Annual Report of 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 Wednesday, August 28, 2024 in Financial Express (English) and Western Times in vernacular Language (Gujarati-Ahmedabad) 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. Friday, September 13, 2024 were entitled to vote on the businesses (item nos. 1 to 8) as set out in the Notice of the 55th AGM.
 - 3.5. It was announced at the 55th AGM, held on Friday, September 20, 2024 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 AGM.
 - 3.6. The remote e-Voting commenced on Tuesday, September 17, 2024 (9.00 a.m. IST) and ended on Thursday, September 19, 2024 (5.00 p.m. IST) and the NSDL e-voting platform was blocked thereafter and then reopened during the AGM.
 - 3.7. After closure of e-voting at the AGM, the votes cast through e-voting during the AGM and through remote e-voting prior to the date of AGM 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 Friday, September 13, 2024, 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 AGM are as under:

Item No. 1- As an Ordinary Resolution:

To receive, consider and adopt the audited financial statements of the Company comprising of audited Balance Sheet as at 31st March, 2024, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon:

- (i) Voted in **favour** of the resolution:

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
62	62435266	100.00*

*Rounded off

- (ii) Voted **against** the resolution:

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
2	52	0.00

Item No. 2 - As an Ordinary Resolution:

To declare dividend on equity shares for the financial year ended 31st March, 2024:

- (i) Voted in **favour** of the resolution:

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
62	62435266	100.00*

- (ii) Voted **against** the resolution:

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
2	52	0.00

*Rounded off

Item No. 3 - As a Special Resolution:

To appoint a Director in place of Mr. Arun Chandrasen Ashar (DIN: 00192088) as Chairman and Non-Executive Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment:

(i) Voted in **favour** of the resolution:

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
61	61716315	98.85

(ii) Voted **against** the resolution:

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
3	719003	1.15

Item No. 4 - As a Special Resolution.

To appoint Mr. Suresh Balasubramaniam (DIN: 00424602) as an Independent Director 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
62	62435266	100.00*

(ii) Voted **against** the resolution:

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
2	52	0.00

*Rounded off

Item No. 5 - As a Special Resolution:

To appoint Mr. Prasad Vasudev Paranjape (DIN: 00242305) as an Independent Director 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
62	62435266	100.00*

(ii) Voted **against** the resolution:

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
2	52	0.00

*Rounded off

Item No. 6 - As a Special Resolution:

To appoint Mrs. Meena Deepak Ved (DIN: 07706272) as an Independent Director 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
62	62435266	100.00*

(ii) Voted **against** the resolution:

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
2	52	0.00

*Rounded off

Item No. 7 - As an Ordinary Resolution:

To authorise renouncing 'rights entitlement' that would arise from investment in equity shares of UPL Limited in favour of related parties at a market price:

(i) Voted in **favour** of the resolution:

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
56	10411010	93.54

(ii) Voted **against** the resolution:

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
4	719013	6.46

Item No. 8 - As an Ordinary Resolution:

To approve transfer of part of the investment held in equity shares of UPL Limited to related parties at a market price:

(i) Voted in **favour** of the resolution:

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
51	7784990	69.95

(ii) Voted **against** the resolution:

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
9	3345033	30.05

The votes cast were unblocked on Friday, September 20, 2024 after the conclusion of the AGM.

In view of the above scrutiny, I hereby certify that all the above Resolutions have been passed with requisite majority on Friday, September 20, 2024.

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 55th AGM and the same shall be handed over thereafter to the Chairman / Company Secretary of the Company for safe keeping.

Thanking you,

Date: September 20, 2024

Place: Mumbai

For N. L. Bhatia & Associates
Practicing Company Secretaries

UIN: P1996MH055800

UDIN: F008663F001268669



Bhaskar Upadhyay

Partner

FCS: 8663

CP. No. 9625

P.R No.: 700/2020

Countersigned



Mr. K. M. Thacker
Company Secretary
(ACS-6843)

Date: September 20, 2024

Place: Mumbai