

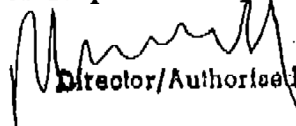
**MINUTES OF THE 46<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF UNIPHOS ENTERPRISES LIMITED HELD AT 11, G.I.D.C., VAPI, DIST. VALSAD, GUJARAT - 396 195, ON FRIDAY, 30<sup>TH</sup> SEPTEMBER, 2015 AT 9.30 A.M.**

**CERTIFIED TRUE COPY.**

**DIRECTORS PRESENT**

MR. R. D. SHROFF - CHAIRMAN

For Uniphos Enterprises Limited

  
Director/Authorized Signatory

**IN PRESENCE**

MR. K. M. THACKER - COMPANY SECRETARY  
MR. BIPIN P. CHHEDA - CFO

**MEMBERS PRESENT**

- 31 MEMBERS WERE PRESENT IN PERSON
- 2 MEMBER WAS PRESENT BELONGING TO PROMOTER GROUP

1. Mr. R. D. Shroff, the Chairman of the meeting occupied the Chair.
2. The Chairman then announced that since the quorum, as per Section 103 of the Companies Act; 2013, for the meeting was present, and the meeting duly constituted, the formal proceedings of the meeting could commence.
3. The Chairman informed that other five Directors who were absent and could not attend the Annual General Meeting as they were out of India / out of station.
4. The Register of Director's and key managerial personnel and their shareholding maintained pursuant to section 170 of the Companies Act, 2013 were kept open for inspection by the shareholders during the continuance of the meeting.
5. With the permission of the members, the notice convening the meeting and the Director's Report having been circulated to the members were taken as read.
6. The Chairman informed the members that with their permission, the Auditor's Report without any qualifications or adverse remarks can be taken as read. The members agreed to the same.
7. The Chairman welcomed the members and read his statement.
8. The Chairman thereafter invited the members to speak at the meeting or seek any clarifications for the accounts. There upon one shareholder spoke at the meeting and asked few questions and made suggestions.

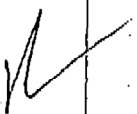
CHAIRMAN'S INITIAL



The Chairman thanked the member for his words of appreciation and suggestions made by him. The Chairman suitably answered all the questions raised by the shareholder to his satisfaction.

9. The Chairman appraised the members regarding the change brought in under the new Companies Act, 2013 and the Securities Exchange Board of India with regard to voting by the members on the resolutions at the general meetings by permitting members to cast their votes by electronic means, through the e-voting platform provided by the Depositories. In order to comply with this, the Company has signed the agreement with the National Securities Depository Limited ("NSDL") to avail e-voting services for the members to cast their votes on all the resolutions set forth in the notice of the 46<sup>th</sup> Annual General Meeting. The shareholders of the Company, as on the cut-off date 23<sup>rd</sup> September, 2015 were entitled to cast their votes through the e-voting platform. The voting period commenced on Sunday, 27<sup>th</sup> September, 2015 @ 9.00 a.m. and ended on Tuesday, 29<sup>th</sup> September, 2015 @ 5.00 p.m. Mr. Jawahar Thacker, Chartered Accountant was appointed by the Board of Directors as the scrutinizer for the purpose of scrutinizing the votes by the members of the Company in respect of all the resolutions set forth in the Notice convening the 30<sup>th</sup> Annual General Meeting in a fair and transparent manner.
10. The Chairman thereafter requested those members who have not voted electronically to cast their votes physically and for this purpose the Scrutinizer distributed ballot paper to such shareholders present at the meeting. Some of the members present and who had not voted electronically earlier voted physically and the ballot paper were placed in ballot box which was locked. The entire process of physical voting was monitored and supervised by Mr. Jawahar Thacker, the scrutinizer.
11. After this physical voting at the Annual General Meeting completed, the Chairman instructed Mr. Jawahar Thacker, the scrutinizer to submit his final report showing the votes in favour and against the resolutions proposed to be passed as detailed in the notice of the meeting.
12. The scrutinizer, Mr. Jawahar Thacker, Chartered Accountant, has scrutinized the ballot papers diligently and the ballot papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations lodged with the Company and accordingly prepared and submitted to the Chairman, a combined results of the voting i.e. e-voting through e-voting and physical voting at the Annual General Meeting showing number of votes polled in favour and against all the resolutions.
13. The Chairman declared that all the resolutions were passed with requisite majority. The details of the combined results were as under:

CHAIRMAN'S  
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**Resolution No.: 1 – Ordinary Resolution**

“RESOLVED THAT the audited financial statement of the Company comprising of audited Balance Sheet as at 31<sup>st</sup> March, 2015, 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, be and the same are hereby received and adopted.”

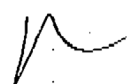
| Promoter/Public                    | No. of shares held # | No. of valid votes polled | % of valid Votes Polled on outstanding shares<br>(3)=[(2)/(1)]*100 | No. of valid Votes in favour | No. of valid Votes against | % of valid Votes in favour on votes polled<br>(6)=[(4)/(2)]*100 | % of valid Votes against on votes polled<br>(7)=[(5)/(2)]*100 |
|------------------------------------|----------------------|---------------------------|--|------------------------------|----------------------------|---|---|
| (1)                                | (2)                  | (3)                       | (4)  | (5)                          | (6)                        | (7)   |   |
| <b>Mode of Voting : (E-voting)</b> |                      |                           |  |                              |                            |   |   |
| Promoter and Promoter Group        | 49819612             | 49819612                  | 100.00   | 49819612                     | 0                          | 100.00  | 0.00  |
| Public Institutional holders       | 0                    | 0                         | 0.00   | 0                            | 0                          | 0.00  | 0.00  |
| Public – Others                    | 1520676              | 1520676                   | 100.00   | 1520676                      | 55                         | 100.00  | 0.00  |
| <b>Total (A)</b>                   | <b>51340288</b>      | <b>51340288</b>           | <b>100.00</b>  | <b>51340288</b>              | <b>55</b>                  | <b>100.00</b>   | <b>0.00</b>   |
| <b>Mode of Voting : (Poll)</b>     |                      |                           |  |                              |                            |   |   |
| Promoter and Promoter Group        | 0                    | 0                         | 0.00   | 0                            | 0                          | 0.00  | 0.00  |
| Public Institutional holders       | 0                    | 0                         | 0.00   | 0                            | 0                          | 0.00  | 0.00  |
| Public – Others                    | 31545                | 31545                     | 100.00   | 31545                        | 0                          | 100.00  | 0.00  |
| <b>Total (B)</b>                   | <b>31545</b>         | <b>31545</b>              | <b>100.00</b>  | <b>31545</b>                 | <b>0</b>                   | <b>100.00</b>   | <b>0.00</b>   |
| <b>Result (A+B)</b>                | <b>51371833</b>      | <b>51371833</b>           | <b>100.00</b>  | <b>51371833</b>              | <b>55</b>                  | <b>100.00</b>   | <b>0.00</b>   |

**Resolution No.: 2 – Ordinary Resolution**

“RESOLVED THAT Mrs. Sandra Rajnikant Shroff (DIN: 00189012) - Director who retires by rotation and is eligible for re-appointment be and is hereby appointed as a Director of the Company.”

| Promoter/Public                    | No. of shares held # | No. of valid votes polled | % of valid Votes Polled on outstanding shares<br>(3)=[(2)/(1)]*100 | No. of valid Votes in favour | No. of valid Votes against | % of valid Votes in favour on votes polled<br>(6)=[(4)/(2)]*100 | % of valid Votes against on votes polled<br>(7)=[(5)/(2)]*100 |
|------------------------------------|----------------------|---------------------------|--|------------------------------|----------------------------|---|---|
| (1)                                | (2)                  | (3)                       | (4)  | (5)                          | (6)                        | (7)   |   |
| <b>Mode of Voting : (E-voting)</b> |                      |                           |  |                              |                            |   |   |
| Promoter and Promoter Group        | 49819612             | 49819612                  | 100.00   | 49819612                     | 0                          | 100.00  | 0.00  |
| Public Institutional holders       | 0                    | 0                         | 0.00   | 0                            | 0                          | 0.00  | 0.00  |
| Public – Others                    | 1520676              | 1520676                   | 100.00   | 1520676                      | 5                          | 100.00  | 0.00  |
| <b>Total (A)</b>                   | <b>51340288</b>      | <b>51340288</b>           | <b>100.00</b>  | <b>51340288</b>              | <b>5</b>                   | <b>100.00</b>   | <b>0.00</b>   |

CHAIRMAN'S INITIAL



| Mode of Voting : (Poll)      |          |          |        |          |   |        |      |
|------------------------------|----------|----------|--------|----------|---|--------|------|
| Promoter and Promoter Group  | 0        | 0        | 0.00   | 0        | 0 | 0.00   | 0.00 |
| Public Institutional holders | 0        | 0        | 0.00   | 0        | 0 | 0.00   | 0.00 |
| Public - Others              | 31545    | 31545    | 100.00 | 31545    | 0 | 100.00 | 0.00 |
| Total (B)                    | 31545    | 31545    | 100.00 | 31545    | 0 | 100.00 | 0.00 |
| Result (A+B)                 | 51371833 | 51371833 | 100.00 | 51371833 | 5 | 100.00 | 0.00 |

### Resolution No.: 3- Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014, (the Rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Messrs S R B C & CO LLP, Chartered Accountants, Mumbai having ICAI Firm Registration No.324982E, who have offered themselves for re-appointment and have confirmed their eligibility to be appointed as Auditors, in terms of provisions of Section 141 of the Act, and Rule 4 of the Rules, be and are hereby re-appointed as Statutory Auditors of the Company for the year, 2015-16, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to service tax and re-imburement of out of pocket expenses incurred by them in connection with the audit of Accounts of the Company.”

| Promoter/Public              | No. of shares held # | No. of valid votes polled | % of valid Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of valid Votes in favour | No. of valid Votes against | % of valid Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of valid Votes against on votes polled (7)=[(5)/(2)]*100 |
|------------------------------|----------------------|---------------------------|---|------------------------------|----------------------------|--|--|
|                              | (1)                  | (2)                       | (3)   | (4)                          | (5)                        | (6)  | (7)  |
| Mode of Voting : (E-voting)  |                      |                           |   |                              |                            |  |  |
| Promoter and Promoter Group  | 49819612             | 49819612                  | 100.00  | 49819612                     | 0                          | 100.00   | 0.00   |
| Public Institutional holders | 0                    | 0                         | 0.00  | 0                            | 0                          | 0.00   | 0.00   |
| Public - Others              | 1520652              | 1520652                   | 100.00  | 1520652                      | 55                         | 100.00   | 0.00   |
| Total (A)                    | 51340264             | 51340264                  | 100.00  | 51340264                     | 55                         | 100.00   | 0.00   |
| Mode of Voting : (Poll)      |                      |                           |   |                              |                            |  |  |
| Promoter and Promoter Group  | 0                    | 0                         | 0.00  | 0                            | 0                          | 0.00   | 0.00   |
| Public Institutional holders | 0                    | 0                         | 0.00  | 0                            | 0                          | 0.00   | 0.00   |
| Public - Others              | 31545                | 31545                     | 100.00  | 31545                        | 0                          | 100.00   | 0.00   |
| Total (B)                    | 31545                | 31545                     | 100.00  | 31545                        | 0                          | 100.00   | 0.00   |
| Result (A+B)                 | 51371809             | 51371809                  | 100.00  | 51371809                     | 55                         | 100.00   | 0.00   |

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INITIAL

**Resolution No.: 4- Special Resolution**

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

| Promoter/Public                | No. of shares held # | No. of valid votes polled | % of valid Votes Polled on outstanding shares<br>(3)=[(2)/(1)]*100 | No. of valid Votes in favour | No. of valid Votes against | % of valid Votes in favour on votes polled<br>(6)=[(4)/(2)]*100 | % of valid Votes against on votes polled<br>(7)=[(5)/(2)]*100 |
|--------------------------------|----------------------|---------------------------|--|------------------------------|----------------------------|---|---|
| (1)                            | (2)                  | (2)                       | (3)  | (4)                          | (5)                        | (6)   | (7)   |
| Mode of Voting : (E-voting)    |                      |                           |  |                              |                            |   |   |
| Promoter and Promoter Group    | 49819612             | 49819612                  | 100.00   | 49819612                     | 0                          | 100.00  | 0.00  |
| Public - Institutional holders | 0                    | 0                         | 0.00   | 0                            | 0                          | 0.00  | 0.00  |
| Public - Others                | 1520676              | 1520676                   | 100.00   | 1520676                      | 5                          | 100.00  | 0.00  |
| <b>Total (A)</b>               | <b>51340288</b>      | <b>51340288</b>           | <b>100.00</b>  | <b>51340288</b>              | <b>5</b>                   | <b>100.00</b>   | <b>0.00</b>   |
| Mode of Voting : (Poll)        |                      |                           |  |                              |                            |   |   |
| Promoter and Promoter Group    | 0                    | 0                         | 0.00   | 0                            | 0                          | 0.00  | 0.00  |
| Public - Institutional holders | 0                    | 0                         | 0.00   | 0                            | 0                          | 0.00  | 0.00  |
| Public - Others                | 31545                | 31545                     | 100.00   | 31545                        | 0                          | 100.00  | 0.00  |
| <b>Total (B)</b>               | <b>31545</b>         | <b>31545</b>              | <b>100.00</b>  | <b>31545</b>                 | <b>0</b>                   | <b>100.00</b>   | <b>0.00</b>   |
| <b>Result (A+B)</b>            | <b>51371833</b>      | <b>51371833</b>           | <b>100.00</b>  | <b>51371833</b>              | <b>5</b>                   | <b>100.00</b>   | <b>0.00</b>   |

**Resolution No.: 5- Special Resolution**

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and all other applicable provisions, if any, of the Companies Act, 2013, as amended or re-enacted from time to time, read with Schedule V to the Companies Act, 2013, the consent of the Company be and is hereby accorded to the re-appointment of Mr. Rajnikant Devidas Shroff (DIN: 00180810) as Managing Director of the Company for a period of 5 (five) years with effect from April 1, 2015, without payment of any remuneration and upon the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment in such manner as may be agreed to between the Board of Directors and Mr. Rajnikant Devidas Shroff.

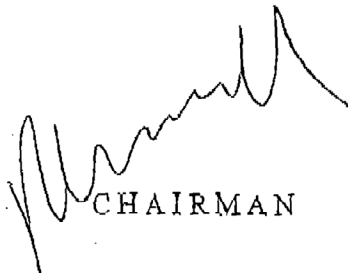
CHAIRMAN'S  
INITIAL


RESOLVED FURTHER that the Board of Directors or a Committee thereof be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

| Promoter/Public              | No. of shares held # | No. of valid votes polled | % of valid Votes Polled on outstanding shares<br>(3)=[(2)/(1)]*100 | No. of valid Votes in favour | No. of valid Votes against | % of valid Votes in favour on votes polled<br>(6)=[(4)/(2)]*100 | % of valid Votes against on votes polled<br>(7)=[(5)/(2)]*100 |
|------------------------------|----------------------|---------------------------|--|------------------------------|----------------------------|---|---|
|                              | (1)                  | (2)                       |  | (4)                          | (5)                        |   |   |
| Mode of Voting : (E-voting)  |                      |                           |  |                              |                            |   |   |
| Promoter and Promoter Group  | 49819612             | 49819612                  | 100.00   | 49819612                     | 0                          | 100.00  | 0.00  |
| Public Institutional holders | 0                    | 0                         | 0.00   | 0                            | 0                          | 0.00  | 0.00  |
| Public - Others              | 1520676              | 1520676                   | 100.00   | 1520676                      | 55                         | 100.00  | 0.00  |
| Total (A)                    | 51340288             | 51340288                  | 100.00   | 51340288                     | 55                         | 100.00  | 0.00  |
| Mode of Voting : (Poll)      |                      |                           |  |                              |                            |   |   |
| Promoter and Promoter Group  | 0                    | 0                         | 0.00   | 0                            | 0                          | 0.00  | 0.00  |
| Public Institutional holders | 0                    | 0                         | 0.00   | 0                            | 0                          | 0.00  | 0.00  |
| Public - Others              | 31545                | 31545                     | 100.00   | 31545                        | 0                          | 100.00  | 0.00  |
| Total (B)                    | 31545                | 31545                     | 100.00   | 31545                        | 0                          | 100.00  | 0.00  |
| Result (A+B)                 | 51371833             | 51371833                  | 100.00   | 51371833                     | 55                         | 100.00  | 0.00  |

14. The Chairman thereafter, inform the Members that the details of the above combined voting results along with the scrutinizer report will be placed on the website of the Company and will also be submitted, not later than three days of the conclusion of the Annual General Meeting, to BSE Ltd. and National Stock Exchange of India Ltd., where the equity shares of the Company are listed and also to NSDL.
15. There being no other business the meeting terminated with a vote of thanks to the Chair.

Confirmed,  
1<sup>st</sup> October, 2015

  
CHAIRMAN