

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

To,
The Chairman of the Extra-ordinary General Meeting,
Uniphos Enterprises Limited
11, G.I.D.C, Vapi,
Gujarat – 396 195

Dear Sir,

REPORT OF SCRUTINIZER

I, Jawahar M. Thacker, Chartered Accountants (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 31st January, 2019 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 Extra-ordinary General Meeting (EGM)-

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 EGM of **Uniphos Enterprises Limited** held on 22nd March, 2019 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 EGM for the resolutions contained in the Notice of the EGM 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 EGM of the Company.

Before the commencement of the physical voting at the EGM, 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.



JAWAHAR THACKER & CO.

CHARTERED ACCOUNTANTS

F-305, Manish Park, R. J. Road,
Pump House, Andheri (East),
Mumbai - 400 093.
Phone : 2832 93 56

JAWAHAR M. THACKER

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-: 2:-

I did not find any ballot papers invalid.

The combined results of the voting i.e. remote e-voting through e-voting services provided by NSDL and physical voting at the EGM is attached herewith bearing page nos. 1 and 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 Accountants

Membership No. 030646

Place: Vapi

Date: 23/03/2019



EGM DATE: 22ND MARCH, 2019 (EVEN - 110485)

Date of the AGM/EGM	22nd March, 2019
Total number of shareholders on cut-off date i.e. March 15, 2019	12104
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group :	2
Public :	30
No. of shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group :	Not arranged
Public :	Not arranged

Agenda-wise disclosure

1. Continuation of Directorship by Mrs. Sandra Rajnikant Shroff (DIN: 00189012) as Non-Executive Director of the Company, liable to retire by rotation. ✓

Category	Mode of Voting	No. of shares held (1)	Resolution required : (Ordinary / Special)		% 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
			No. of valid votes polled (2)	Yes					
Promoter and Promoter Group	E-Voting		50157795	Special ✓	99.90	50157795	0	100.00	0.00
	Poll	50207195	0	Yes ✓	0.00	0	0	0.00	0.00
	Total		50157795		99.90	50157795	0	100.00	0.00
Public-Institutions	E-Voting		4499560		43.28	4499560	0	100.00	0.00
	Poll	10397385	0		0.00	0	0	0.00	0.00
	Total		4499560		43.28	4499560	0	100.00	0.00
Public-Non Institutions	E-Voting		1134411		12.69	1134411	0	100.00	0.00
	Poll	8941269	12		0.00	12	0	100.00	0.00
	Total		1134423		12.69	1134423	0	100.00	0.00
Total		69545849	55791778		80.22	55791778	0	100.00	0.00

The above Resolution has, therefore been approved by the members of the Company unanimously.





Uniphos Enterprises Limited

EGM DATE: 22ND MARCH, 2019 (EVEN - 110485)

2. Approval, pursuant to section 185 of the Companies Act, 2013, of loans, Guarantee or Securities in connection with any loan taken by any person in whom any Director of the Company is interested. ✓

Resolution required : (Ordinary / Special)		Special ✓									
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		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		4499560	43.28	4499560	0	100.00	0.00			
	Poll	10397385	0	0.00	0	0	0.00	0.00			
	Total		4499560	43.28	4499560	0	100.00	0.00			
Public-Non Institutions	E-Voting		1134411	12.69	1134411	0	100.00	0.00			
	Poll	8941269	12	0.00	12	0	100.00	0.00			
	Total		1134423	12.69	1134423	0	100.00	0.00			
Total		69545849	55791778	80.22	55791778	0	100.00	0.00			

The above Resolution has, therefore been approved by the members of the Company unanimously.

