

**Uniphos Enterprises Limited**

CIN : L24219GJ1969PLC001888

Share Dept. : 8, Shri Krishna Commercial Centre, Ground Floor, Opp. Rabeja Solitaire,
6, Udyog Nagar, Off. S. V. Road, Goregaon (W), Mumbai - 400 062.
Phone : 2872 4862, 2875 5486 Fax : 2875 3485

Regd. Off. : 11, GIDC, Vapi - 396 195 (Guj.) Tel. : (0260) 2400717, 2401718 - 19

Corporate Off. : Uniphos House, Madhu Park, 11th Road, Khar (W),
Mumbai - 400 052. Phone : 2646 8000 Fax : 2604 1010

30th September, 2015

Listing Department
National Stock Exchange of (I) Ltd.
Exchange Plaza, C/1, Block G,
Bandra Kurla Complex, Bandra (East)
MUMBAI 400 051

Dear Sir,

Reg. : Uniphos Enterprises Limited
SYMBOL : UNIENTER

Sub. : **Disclosure of Voting Results of the 46th Annual General Meeting of Uniphos Enterprises Limited held on 30th September, 2015, as per the requirements of Clause 35A of the Equity Listing Agreement.**

Further to the Notice dated 27th April, 2015 of the 46th Annual General Meeting forwarded to you vide our letter dated 1st September, 2015, we have to state as under:

As mentioned in the above notice, the 46th Annual General Meeting of the members of the Company was held on Wednesday, 30th September, 2015 at 9.30 a.m. at Vapi, Gujarat. The members of the Company have accorded their consent to all items of business contained in the said Notice of the 46th Annual General Meeting.

The combined results of the voting i.e. remote e-voting through e-voting services provided by National Securities Depository Limited and physical voting at the 46th Annual General Meeting is attached herewith bearing page nos. 1 to 3 in the format prescribed under Clause 35A of the Equity Listing Agreement with the Stock Exchanges, where the equity shares of the Company are listed.

May we request you to take the same on your record and inform all your constituents accordingly.

Thanking you,

Yours faithfully,
for Uniphos Enterprises Limited

K. M. Thacker
Company Secretary

Encl. : as above


Uniphos Enterprises Limited
CIN : L24219GJ1969PLC001558

Share Dept. : 8, Shri Krishna Commercial Centre, Ground Floor, Opp. Raheja Solitaire,
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Details of Voting Results
(As per Clause 35A of the Equity Listing Agreement)

Date of the 46 th Annual General Meeting :	30 th September, 2015
Date of Report of the Scrutinizer	30 th September, 2015
Date of declaration of Results	30 th September, 2015
Total number of shareholders on cut-off date:	13562
No. of shareholders present in the meeting either in person or through proxy*: (*Based on shareholders registering attendance)	
Promoters and Promoter Group:	2
Public :	31
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not arranged
Public:	Not arranged

The modes of voting for all the resolutions were:

1. Remote E-voting through e-voting services provided by National Securities Depository Limited conducted between 27th September, 2015 to 29th September, 2015.
2. Physical voting conducted at the 46th Annual General Meeting held on 30th September, 2015.

The resolution wise combined results of the voting i.e. remote e-voting through e-voting services provided by National Securities Depository Limited and physical voting at the 46th Annual General Meeting is attached herewith bearing page nos. 1 to 3.

The symbol # is used in the result, which denotes the voting rights of Members in proportion to their shares of the paid up equity share capital of the Company as on cut-off date i.e. September 23, 2015.

for Uniphos Enterprises Limited

K. M. Thacker
Company Secretary

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

B. Com. F.C.A.

To,
The Chairman of the 46th 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 Accountants (Membership No. 30646) has been appointed as the Scrutinizer vide resolution passed by the Board of Directors of **Uniphos Enterprises Limited** at its meeting held on 27th April, 2015 for the purpose of scrutinizing the votes by the Members of the Company in respect of all resolutions set forth in the Notice-

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, 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 46th Annual General Meeting (AGM) of **Uniphos Enterprises Limited** held on 30th September, 2015 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 relating to voting through electronic means (i.e. by remote e-voting) and voting by Ballot at the 46th AGM for the resolutions contained in the Notice to the 46th 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 46th 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.

.....2..



JAWAHAR THACKER & CO.

CHARTERED ACCOUNTANTS

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Phone : 2832 93 56

JAWAHAR M. THACKER

B. Com. F.C.A.

-: 2:-

I did not find any ballot papers invalid.

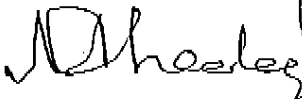
The combined results of the voting i.e. remote e-voting through e-voting services provided by National Securities Depository Limited and physical voting at the 46th AGM is attached herewith bearing page nos. 1 to 3.

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. 30646

Place: Vapi

Date: 30/09/2015

Detail of the Agenda

AGM DATE: 30TH SEPTEMBER, 2015 (EVEN - 102656)

Promoter/Public	No. of shares held #	No. of valid votes polled	% of valid Votes Polled on outstanding shares	No. of valid Votes in favour	No. of valid Votes against	% of valid Votes in favour on votes polled	% of valid Votes against on votes polled
	(1)	(2)	(3)=[(2) / (1)]*100	(4)	(5)	(6)=[(4) / (2)]*100	(7)=[(5) / (2)]*100
ORDINARY RESOLUTION							
Resolution No.: 1 - Adoption of Financial Statements for the financial year ended on 31st March, 2015..							
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
ORDINARY RESOLUTION							
Resolution No.: 2 - Re-appointment of Mrs. Sandra Rajnikant Shroff (DIN:00189012) who retires by rotation..							
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
Total (A)	51340288	51340288	100.00	51340288	5	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	5	100.00	0.00





Uniphos Enterprises Limited

AGM DATE: 30TH SEPTEMBER, 2015 (EVEN - 102656)

Promoter/Public	No. of shares held #	No. of valid votes polled	% of valid Votes Polled on outstanding shares	No. of valid Votes in favour	No. of valid Votes against	% of valid Votes in favour on votes polled	% of valid Votes against on votes polled
	(1)	(2)	(3)=[(2) / (1)]*100	(4)	(5)	(6)=[(4) / (2)]*100	(7)=[(5) / (2)]*100
ORDINARY RESOLUTION							
Resolution No.: 3 - Appointment of M/s. S R B C & CO LLP, Chartered Accountants, as Auditors and fixing their remuneration..							
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
SPECIAL RESOLUTION							
Resolution No.: 4 - To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013..							
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
Total (A)	51340288	51340288	100.00	51340288	5	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	5	100.00	0.00

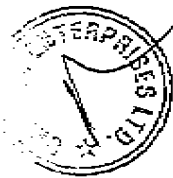




AGM DATE: 30TH SEPTEMBER, 2015 (EVEN - 102656)

Promoter/Public	No. of shares held #	No. of valid votes polled	% of valid Votes Polled on outstanding shares	No. of valid Votes in favour	No. of valid Votes against	% of valid Votes in favour on votes polled	% of valid Votes against on votes polled
	(1)	(2)	(3)=[(2) / (1)]*100	(4)	(5)	(6)=[(4) / (2)]*100	(7)=[(5) / (2)]*100
SPECIAL RESOLUTION							
Resolution No.: 5 - Re-appointment of Mr. Rajnikant Devidas Shroff (DIN: 00180810) as Managing Director of the Company..							
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

The above Resolutions have, therefore been approved by the members of the Company with the requisite majority.



JAWAHAR THACKER & CO.
 CHARTERED ACCOUNTANTS
 F 305, Manish Park, Pump House,
 R. J. Road, Andheri (East),
 Mumbai - 400 093.

FOR JAWAHAR THACKER & CO.

PROPRIETOR

