

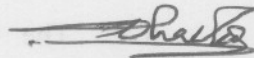
**MINUTES OF THE 43<sup>RD</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF UNIPHOS ENTERPRISES LIMITED HELD AT 11, G.I.D.C., VAPI, DIST. VALSAD, GUJARAT - 396 195, ON FRIDAY, 28<sup>TH</sup> SEPTEMBER, 2012 AT 9.15 A.M.**

**DIRECTORS PRESENT**

MR. A. C. ASHAR - CHAIRMAN  
MR. PRADEEP GOYAL

**CERTIFIED  
TRUE COPY**

For UNIPHOS ENTERPRISES LIMITED

  
Company Secretary

**IN PRESENCE**

MR. K. M. THACKER - COMPANY SECRETARY

**MEMBERS PRESENT**

- SIX MEMBERS WERE PRESENT IN PERSON
- ONE MEMBER WAS PRESENT AS REPRESENTATIVE OF BODY CORPORATES BELONGING TO PROMOTER GROUP
- ONE MEMBER WAS PRESENT AS REPRESENTATIVE OF BODY CORPORATE

1. With the consent of all members, Mr. A. C. Ashar, Director was elected as the Chairman of the meeting and he occupied the Chair.
2. The Chairman then announced that since the quorum for the meeting was there, and the meeting duly constituted, the formal proceedings of the meeting could commence.
3. The Chairman then introduced the colleagues on the dais.
4. The Register of Director's shareholding maintained pursuant to Section 307 of the Companies Act, 1956, was 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 together with explanatory statement annexed to it and the Director's Report having been circulated to the members were taken as read.
6. The Chairman then asked Mr. K. M. Thacker - Company Secretary, to read the Auditor's Report. Thereupon the Company Secretary read the Auditor's Report and the Annexure to the Auditor's Report being taken as read with the permission of the shareholders.
7. The Chairman welcomed the members and read his statement, which has been circulated to the Shareholders earlier. The highlights of the Chairman's statement were as under:

CHAIRMAN'S  
INITIAL



- The total revenue from operations was ₹938.88 lacs during the year. The other income was ₹1020.86 lacs during the year under review as against ₹514.62 lacs in the previous year. The profit, after taxation, during the year under review was ₹118.68 lacs as compared to loss of ₹183.28 lacs during the previous year.
- Company is exploring the opportunities of trading in chemicals and looking out for good proposals.

8. The Chairman, then moved the first resolution, as an ordinary resolution, for considering and adopting the annual accounts of the Company for the year ended 31<sup>st</sup> March, 2012 as follows -

**“RESOLVED THAT** the audited Balance Sheet as at 31<sup>st</sup> March, 2012 and the Profit and Loss Account for the year 31<sup>st</sup> March, 2012 together with the Directors' Report and Auditors' Report thereon, be and the same are hereby received and adopted.”

Mr. M. B. Trivedi, a shareholder, seconded this resolution.

Before putting the resolution to vote, the Chairman invited the members for their comments and to seek any clarifications on accounts. Thereafter, the Mr. Bhavin Shah, a shareholder spoke at the meeting. He wanted to know the future plans of the Company and the possibility of getting dividend in future.

The Chairman of the Audit Committee, Mr. Pradeep Goyal alongwith the Chairman of the Meeting, Mr. A. C. Ashar suitability answered all the questions raised by the shareholders.

Thereafter, the resolution was put to vote and it was carried unanimously by show of hands.

9. The Chairman, then moved the second resolution, as an ordinary resolution for re-appointment of Mr. Jai R. Shroff, who retires by rotation and is eligible for re-appointment as follows -

**“RESOLVED THAT** Mr. Jai R. Shroff who retires by rotation and is eligible for re-appointment be and is hereby appointed as a Director of the Company.”

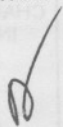
Mr. Bhavin Shah, a shareholder, seconded this resolution.

Thereafter, the resolution was put to vote and it was carried unanimously by show of hands.

10. The Chairman, then moved the third resolution, as an ordinary resolution for appointment of Statutory Auditors as follows -

**“RESOLVED THAT** retiring Auditors Messrs. S. V. Ghatalia & Associates, Chartered Accountants, be and are hereby appointed as Auditors of the Company from the conclusion of this meeting to the conclusion of the next Annual General Meeting of the Company at remuneration to be decided by the Board of Directors.”

CHAIRMAN'S  
INITIAL



Mr. H. N. Mahida, a shareholder, seconded this resolution.

Thereafter, the resolution was put to vote and it was carried unanimously by show of hands.

11. The Chairman, then moved the fourth resolution, as a special resolution for alteration of Articles of Association by inserting new Articles 89A, 99A, 146A, 147A and 185c) after the existing Articles 89, 99, 146, 147 and 185 b) respectively, as follows –

**“RESOLVED THAT** pursuant to the provisions of Section 31 and other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modifications or re-enactment thereof for the time being in force) and the provisions of other statutes as applicable and subject to such approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies, the Articles of Association of the Company be and are hereby altered by

- (i) inserting the margin note and Article 89A, immediately after the existing Article 89 as under:

**Participation in General Meeting(s) by the Members through electronic mode**

89A Notwithstanding anything contrary contained in the Articles of Association, the Company, to the extent permitted by the applicable laws, may, allow the member(s) of the Company to participate in the General Meeting(s) through any type of electronic mode like video conferencing, etc. and the members so participating shall be deemed to be present in such General Meeting(s) for the purposes of the quorum, voting, recording of minutes and all other relevant provisions in this regard.

- (ii) inserting the margin note and Article 99A, immediately after the existing Article 99 as under:

**Postal Ballot**

99A Notwithstanding anything mentioned in these Articles but subject to applicable provisions of the Companies Act, 1956 and any Rules/ Circulars/ Guidelines etc. notified there under, including any amendments made thereto from time to time by the statutory authorities in this behalf, and in case of the resolutions relating to such business as may be permitted to be conducted only by postal ballot (by electronic or any other mode), the Company shall get such resolution passed by means of a postal ballot, instead of transacting the business in General Meeting of the Company.

CHAIRMAN'S  
INITIAL

*[Handwritten Signature]*

- (iii) inserting the margin note and Article 146A, immediately after the existing Article 146 as under:

**Service of Notice of meeting and other communication in Electronic Mode**

146A Notwithstanding anything mentioned in these Articles, the Company may send any communication including notice of every meeting of the Board and other communication to every Director by electronic mode as may be permitted by applicable law.

- (iv) inserting the margin note and Article 147A, immediately after the existing Article 147 as under:

**Participation in Directors' Meeting by the Directors through electronic mode**

147A Notwithstanding anything contrary contained in the Articles of Association, and to the extent permitted by the applicable laws, the Director(s) may participate in the meeting(s) of the Board or any Committee of the Directors through any type of electronic mode like video conferencing etc. and the Director(s) so participating shall be deemed to be present in the meeting for the purposes of the quorum, voting, recording of minutes and all other relevant provisions in this regard.

- (v) inserting the Article 185 c), immediately after the existing Article 185 b) as under:

185c) Notwithstanding anything mentioned in these Articles, the Company may send any communication including notice of General Meeting, annual reports, etc. to any person(s) by electronic mode as may be permitted by applicable law."

Mr. Navin R. Patel, a shareholder, seconded this resolution.

Thereafter, the resolution was put to vote and it was carried unanimously by show of hands.

12. There being no other business the meeting terminated with a vote of thanks to the Chair.

CHAIRMAN'S  
INITIAL

Confirmed,  
October 5, 2012.

AC & V  
CHAIRMAN