Uniphos Enterprises Limited

Share Dept. : 8, Shri Krishna Commercial Centre, Ground Floor, Opp. Raheja 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

11th August, 2011

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

Sir,

REG. : UNIPHOS ENTERPRISES LIMITED
SYMBOL : UNIENTER

SUB : PROCEEDINGS OF 42ND ANNUAL GENERAL MEETING

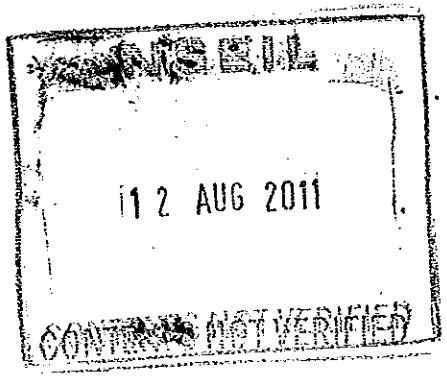
Further to our earlier letter dated 26th July, 2011 informing the outcome of the 42nd Annual General Meeting held on 26th July, 2011, we are now, pursuant to Clause 31(d) of the Listing Agreement, enclosing herewith a copy of the Proceedings of the 42nd Annual General Meeting, which we trust you will find in order.

Thanking you,

Yours faithfully,
for **UNIPHOS ENTERPRISES LIMITED**

K. M. THACKER
COMPANY SECRETARY

Encl : As above.



MINUTE BOOK

MINUTES OF THE 42ND ANNUAL GENERAL MEETING OF THE MEMBERS OF UNIPHOS ENTERPRISES LIMITED HELD AT HOTEL GREEN VIEW HALL, NATIONAL HIGHWAY NO. 8, G.I.D.C., VAPI-396 195, ON TUESDAY, 26TH JULY, 2011 AT 9.30 A.M.

CERTIFIED TRUE COPY.
For UNIPHOS ENTERPRISES LIMITED
Company Secretary

DIRECTORS PRESENT

MR. R. D. SHROFF - CHAIRMAN
MRS. S. R. SHROFF
MR. A. C. ASHAR

IN PRESENCE

MR. K. M. THACKER - COMPANY SECRETARY

MEMBERS PRESENT

- TEN MEMBERS WERE PRESENT IN PERSON
- ONE MEMBER WAS PRESENT AS REPRESENTATIVE OF BODY CORPORATE

1. Mr. R. D. Shroff, the Chairman of the meeting 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.

CHAIRMAN'S INITIAL

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:

- There were no sales during the year. The other income was ₹514.62 lacs during the year under review as against ₹396.44 lacs in the previous year. The loss, after taxation, during the year under review was ₹183.28 lacs as compared to profit of ₹1984.49 lacs during the previous year.

- At present there is no activity of the Company; however it 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 31st March, 2011 as follows -

"**RESOLVED THAT** the audited Balance Sheet as at 31st March, 2011 and the Profit and Loss Account for the year 31st March, 2011 together with the Directors' Report and Auditors' Report thereon, be and the same are hereby received and adopted."

Mr. Rohinton Batiwala, 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 first speaker Mrs. Shobhana Mehta spoke at the meeting. She appreciated that the Annual General Meeting was called forty-three days earlier than the last year. She thanked the management and the secretarial department. for timely despatch of informative Annual Report. She wanted to know the rate and the year of last dividend declared by the Company. She also inquired regarding status of the proposed rights issue.

Thereafter Mr. Rohinton Battiwala, the shareholder spoke at the meeting. He was happy that this Annual General Meeting was called in July as compared to September in the last year.

The next speaker was Mr. Jehangir Battiwala. He wanted to know the possibility of getting dividend in future.

Thereafter, the last speaker Mr. A. Mascarenhas spoke at the meeting. He wanted to know the future plans of the Company.

CHAIRMAN'S INITIAL

MINUTE BOOK

The Chairman of the Meeting, Mr. R D Shroff and Mr. Arun Ashar, Director of the Company, 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. Pradeep Goyal, who retires by rotation and is eligible for re-appointment as follows -

"**RESOLVED THAT** Mr. Pradeep Goyal who retires by rotation and is eligible for re-appointment be and is hereby appointed as a Director of the Company."

Mr. Jehangir Battiwala, 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."

Mr. A. Mascarenhas, a shareholder, seconded this resolution.

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

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

CHAIRMAN'S INITIAL

Confirmed,
August 3, 2011.

CHAIRMAN