



Gaudana & Gaudana

(Company Secretaries)

Formerly known as Arvind Gaudana & Company
#307, Ashirwad Paras, Nr. Prahladnagar Garden
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FORM No. MGT-13

Report of Scrutinizer

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

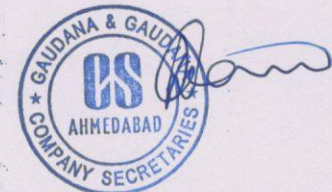
The Chairman of 27th Annual General Meeting of the Equity Shareholders of **UNIPHOS INTERNATIONAL LIMITED** held on Friday, 20th September, 2019, at 9.30 AM at 11, G.I.D.C., Vapi-396195, Gujarat.

Dear Sir,

Subject : Scrutinizer's Report on remote e-voting and Poll conducted pursuant to the provisions of section 108 and section 109 of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014.

I, **Arvind D. Gaudana, Senior Partner of M/s Gaudana & Gaudana, (Practicing Company Secretaries)**, (FCS No. 2838, C.P. No. 2183), firm situated at #307, Ashirwad Paras, Nr. Prahaladnagar Garden, Corporate Road, Prahaladnagar, Satellite, Ahmedabad, Gujarat-380015, appointed as Scrutinizer(s) of UNIPHOS INTERNATIONAL LIMITED ("the Company") pursuant to Section 108 and Section 109 of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rule, 2014 for the purpose of scrutinizing the remote e-voting and the poll process taken at the 27th Annual General Meeting held on Friday, 20th September, 2019 at 9.30 AM at 11, G.I.D.C., Vapi-396195, Gujarat, in fair and transparent manner and ascertaining the requisite majority on remote e-voting and poll carried out as per the provision of the Companies Act, 2013 on the below mentioned resolution(s). We submit our report as under:

1. The remote e-voting period remained open from 17th September, 2019 (09.00 a.m.) and ends on 19th September, 2019 (05.00 p.m.).
2. The shareholders holding shares as on the "cut off" date i.e, 13th September, 2019 were entitled to vote on the proposed resolution (item no. 1 to 3) as set out in the notice of 27th Annual General Meeting of Company.



3. The votes were unblocked on 20th September, 2019 in presence of two witnesses, who are not in the employment of the company.
4. Thereafter, the details, containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website and we noted that no members were participate in e-voting process.
5. The total number of Ballots (Physical) received were 16 for 1, 22,500 votes.
6. The results of the voting is given as under:

ORDINARY BUSINESS:

- (1) To receive, consider, approve and adopt the Financial Statements of the Company for the year ended 31st March, 2019 including audited Balance Sheet as at 31st March, 2019, and the statement of Profit and Loss Account and Cash Flow for the year ended on that date, and the reports of the Board of Directors and Auditors thereon.

(i) Voted in favour of the resolution		
Number of Members present and voting including e-voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
16	1, 22,500	100%

(ii) Voted in against of the resolution		
Number of Members present and voting including e-voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:		
Number of Members present and voting including e-voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



(2) To appoint a Director in place of Mr. M. B. Trivedi, who retires by rotation and being eligible, offers himself for re-appointment..

(i) Voted in favour of the resolution		
Number of Members present and voting including e-voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
16	1, 22,500	100%

(ii) Voted in against of the resolution		
Number of Members present and voting including e-voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:		
Number of Members present and voting including e-voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(3) To appoint a Director in place of Mr. Kalyan Banerjee, who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution		
Number of Members present and voting including e-voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
16	1, 22,500	100%



(ii) Voted in against of the resolution		
Number of Members present and voting including e-voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:		
Number of Members present and voting including e-voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

It may be noted that none of the Share Holders has tendered his vote by e-voting. All the votes were casted in physical mode. We suggest that at least Promoters/Directors should have used e-voting platform.

The register and all other papers and relevant data /records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking You

Place: Ahmedabad

Date: 20/09/2019

Yours Faithfully,

For Gaudana & Gaudana

(Company Secretaries)



CS Arvind Gaudana

Senior Partner

FCS No: 2838, C.P. No: 2183