



# Gaudana & Gaudana

(Company Secretaries)

Formerly known as Arvind Gaudana & Company

#307, Ashirwad Paras, Nr. Prahladnagar Garden

Corporate Road, Prahladnagar, Satellite, Ahmedabad-380015.

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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 26<sup>th</sup> Annual General Meeting of the Equity Shareholders of **UNIPHOS INTERNATIONAL LIMITED** held on Friday, 28<sup>th</sup> September, 2018, at 9.00 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, (Formerly Known as Arvind Gaudana & Co.) (Practicing Company Secretaries), (FCS no. F-2838, C.P. No. 2183), Firm having 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 26<sup>th</sup> Annual General Meeting held on Friday, 28<sup>th</sup> September, 2018 at 9.00 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 25<sup>th</sup> September, 2018 (09.00 a.m.) and ends on 27<sup>th</sup> September, 2018 (05.00 p.m.).
2. The shareholders holding shares as on the "cut off" date i.e, 21<sup>st</sup> September, 2018 were entitled to vote on the proposed resolution (item no. 1 to 6) as set out in the notice of 26<sup>th</sup> Annual General Meeting of Company.



3. The votes were unblocked on 28<sup>th</sup> September, 2018 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 18 for 1, 20,500 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 31<sup>st</sup> March, 2018 including audited Balance Sheet as at 31<sup>st</sup> March, 2018, 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
18	1,20,500	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 Shri R. D. Shroff, 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
18	1,20,500	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 Shri S. R. Shroff, 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
18	1,20,500	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

- (4) To appoint M/s Vora & Associates, Chartered Accounts as Statutory Auditors of the Company, to hold office from the conclusion of the Annual General Meeting to the conclusion of the next Annual General Meeting and to fix their remuneration.

(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
18	1,20,500	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



**SPECIAL BUSINESS:**

- (5) Approval for providing Loan, Investment and Guarantee by the Company under Section 186 of the Companies Act, 2013.

(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
18	1,20,500	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

- (6) To Borrow a sum not exceeding Rs. 200 Crores under Section 180(1)(c) of the Companies Act, 2013.

(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
18	1,20,500	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

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

Yours Faithfully,

**Place: Ahmedabad**

**Date: 29/09/2018**

**For Gaudana & Gaudana**  
(Company Secretaries)  
(Formerly known as Arvind Gaudana & Company)



**CS Arvind Gaudana**  
**Senior Partner**  
FCS No: 2838, C.P. No: 2183