



*Arvind Gaudana & Company*

(Company Secretaries)

#307, Ashirwad Paras, Near Prahladnagar Garden, Corporate Road,

Prahladnagar, Satellite, Ahmedabad-380 015.

Ph. : +91 79 - 40324567 / 40324568

Email: arvindg\_cs@yahoo.com

## 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 23<sup>rd</sup> Annual General Meeting of the Equity Shareholders of **UNIPHOS INTERNATIONAL LIMITED** held on Wednesday, 30<sup>th</sup> September, 2015, at 10.00 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, Proprietor of M/S Arvind Gaudana & Co., (*Practicing Company Secretaries*), (Mem no. F-2838, C.P. no. 2183), Firm having situated at 307, Ashirwad Paras, Corporate Road, Prahaladnagar Cross Road, 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 23<sup>rd</sup> Annual General Meeting held on Wednesday, 30<sup>th</sup> September, 2015 at 10.00 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 27<sup>th</sup> September, 2015 (09.00 a.m.) and ends on 29<sup>th</sup> September, 2015 (05.00 p.m.).



2. The shareholders holding shares as on the "cut off" date i.e, 24<sup>th</sup> September, 2015 were entitled to vote on the proposed resolution (item no. 1 to 5) as set out in the notice of of 23<sup>rd</sup> Annual General Meeting of Company.
3. The votes were unblocked on 29<sup>th</sup> September, 2015 after 5 p.m. in presence of Two witness, 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 **18400** votes.
6. The results of the e-voting and poll paper are as under:

### ORDINARY BUSINESS:

- (a) To receive, consider, approve and adopt the Financial Statements of the Company for the year ended 31st March, 2015 including audited Balance Sheet as at 31st March, 2015, 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	18400	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





- (b) To appoint a Director in place of Mr. Mukul 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
18	18400	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

- (c) 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
18	18400	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

- (d) To appoint M/s Vora & Associates 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	18400	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:**

- (e) To adopt new Articles of Association of the Company containing regulations in conformity with 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	18400	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 poll papers and other relevant data /records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking You

Your Faithfully,

Date: 01/10/2015

Place : Ahmedabad



**For Arvind Gaudana & Co.**  
**(Practicing Company Secretaries)**

**Arvind D. Gaudana,**  
**Proprietor**  
**(Mem. No. 2838, C.P. 2183)**