



Gaudana & Gaudana

(Company Secretaries)

Formerly known as Arvind Gaudana & Company
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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,
UNIPHOS INTERNATIONAL LIMITED.
(CIN: U24219GJ1992PLC027317)
11, G.I.D.C., Gujarat Vapi- 396195(Guj.).

Dear Sir,

Subject : Scrutinizer's Report on Remote E-Voting and voting by Poll conducted pursuant to the provisions of Section 108 and 109 of the Companies Act 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendments Rules, 2015 for the EXTRA-ORDINARY GENERAL MEETING of the Equity Shareholders of UNIPHOS INTERNATIONAL LIMITED held on Friday, 19th February, 2021 at UPL House, Off. Western Express Highway, Bandra East, Mumbai - 400051 at 10.00 A.M.

I, Arvind D. Gaudana, Senior Partner of M/s. Gaudana & Gaudana, (Practicing Company Secretaries),(FCS No. F-2838, C.P. No. 2183) have been appointed as Scrutinizer(s) of UNIPHOS INTERNATIONAL LIMITED ("the Company") for the purpose of scrutinizing the remote E-voting and voting by poll at Extra-ordinary General Meeting ("EGM") and ascertaining the requisite majority, on the resolutions contained in the Notice of Meeting of the Equity Shareholders of the Company held on Friday, 19th February, 2021, at 10:00 A.M. at UPL House, Off Western Express Highway, Bandra East, Mumbai-400051.

The Notice dated 13th January, 2021 along with the explanatory statement setting out material facts under section 102 of the Act as confirmed by the Company, were sent to the Shareholders in respect of the below mentioned resolutions proposed to be passed at the Extra-ordinary General Meeting ("EGM") of the Company through electronic mode to those Members whose email addresses are registered with the Company/Depositories as well as physically.



The management of the company is responsible to ensure the Compliance with the requirement of the Companies Act, 2013 and rule relating to voting on the resolutions contained in the Notice of EGM of the members of the Company. My Responsibility as a Scrutinizer for the voting process is restricted to presenting a Scrutinizer's Report of the votes cast "in favour" or "in against" or absent", in respect of the resolutions stated below, based on the reports generated from remote e-voting system provided by National Securities Depository Limited (NSDL), the authorized agency to provide remote E-voting facilities, engaged by the Company 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 16th February, 2021 (09.00 a.m.) and ends on 18th February, 2021 (05.00 p.m.).
2. The Company had also provided remote e-voting facility to the shareholders present at the EGM and who had not cast their vote earlier.
3. The shareholders holding shares as on the "cut off" date i.e, 13th February, 2021 were entitled to vote on the proposed resolution (Item no. 1) as set out in the notice of Extra Ordinary General Meeting of Company.
4. The vote casts under remote e-voting facility were thereafter unblocked.
5. I have scrutinized and reviewed the remote e-voting prior and during the EGM and votes cast therein based on the data downloaded from the NSDL e-voting system and total number of Ballot received.
6. The Corporate members, who had participated in the remote E-voting, had provided the scanned copy of their resolutions passed at the meeting of Board of Directors for authorization to exercise their votes through remote E-voting.
7. A scanned copy of the Board Resolution and Power of Attorney (POA) which have been issued/provided in favour of the Custodian, were uploaded in PDF format.
8. The total number of Ballots (Physical) received were 12 for 10,000 votes.
9. The results of the voting is given as under:



SPECIAL BUSINESS:

- (1) Approval for appointment of Mrs. Sandra Shroff, relative of Mr. R. D. Shroff, a Director of the company holding an office or place of profit as Retainer of Company:

| Voting Method | Total Valid Votes | Votes in favour of the Resolution | | | Votes against the Resolution | | | No. of Invalid Votes | |
|-----------------|-------------------|-----------------------------------|---------------|---------------------------------------|------------------------------|---------------|---------------------------------------|----------------------|---------------|
| | | No. of Folios | No. of Shares | % of total Number of Valid Votes cast | No. of Folios | No. of Shares | % of total Number of Valid Votes cast | No. of Folios | No. of Shares |
| Remote E-voting | 3119600 | 9 | 3119600 | 100 | NIL | NIL | NIL | NIL | NIL |
| E-voting at EGM | 0 | 0 | 0 | 0 | NIL | NIL | NIL | NIL | NIL |
| BY POLL | 10,000 | 12 | 10,000 | 100 | NIL | NIL | NIL | NIL | NIL |
| Total | 3129600 | 21 | 3129600 | 100 | NIL | NIL | NIL | NIL | NIL |

The data sheet relating to remote e-voting of EGM and other related Papers/Registers, Records are handed over to the Chairman/Secretary of the Company.

Thanking You

Yours Faithfully,

For Gaudana & Gaudana
(Company Secretaries)



CS Arvind Gaudana, Scrutinizer
Senior Partner
FCS No: : 2838, C.P. No.: 2183
UDIN: F002838B003251622

Place: Ahmedabad
Date: 22.02.2021