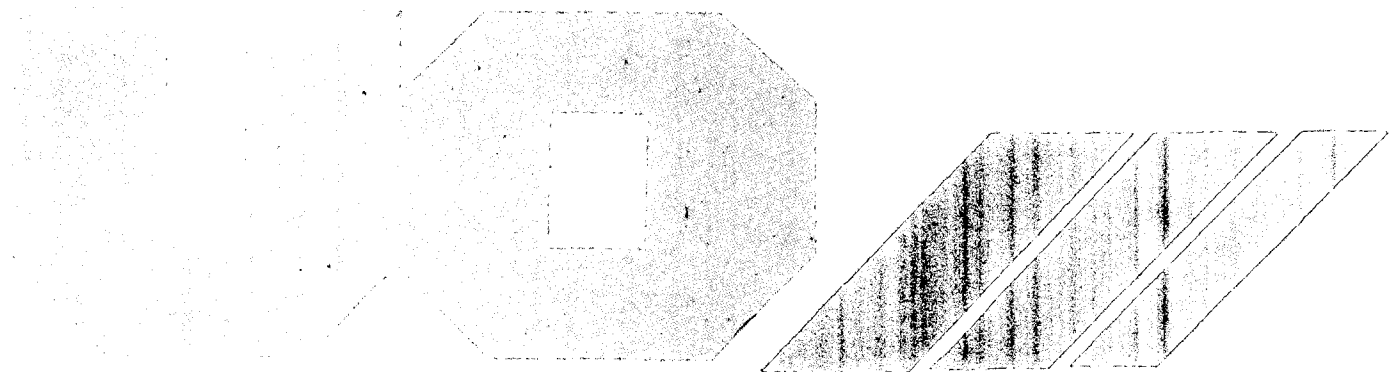


MD	✓		BKC	✓
CS	NA		DPY	NA
RO	✓		DIV	NA
TRA	NA		AC	✓
AGM	✓	✓	SHI	✓
YE	✓	✓		✓



Report  junction.com

# 6<sup>th</sup> Annual Report 1998

**Unique Organics Limited**

**Board of Directors**

Mr. J. P. Kanodia, *Managing Director*  
Mrs. Madhu Kanodia  
Mr. Sanjay Sharma  
Mrs. Bindu Rao (*Nominee, RIICO*)  
Mr. Sajjan K. Gupta  
Mr. S. M. Parekh

**Auditors**

M/s. A. K. Meharia & Co.  
14/3, Chattawala Gally  
Calcutta-700 012

**Bankers**

State Bank of Bikaner & Jaipur  
International Banking Branch  
Chaura Rasta, Jaipur  
Bank of Baroda  
Nehru Place, Jaipur

**Regd. Office &  
Works & Admn. Office**

E-521, Sitapura Industrial Area  
P.O. Sri Ram-ki-Nagal-303 905  
Via Vatika, Jaipur

**SIXTH ANNUAL REPORT 1998****NOTICE**

NOTICE is hereby given that Sixth Annual General Meeting of the members of UNIQUE ORGANICS LTD. will be held on Wednesday the 3rd day of June, 1998 at 10.30 a.m. at the Registered Office of the Company, E-521, Sitapura Industrial Area, Near Sanganer, Jaipur to transact the following business :

**Ordinary Business**

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 1998 and the Profit & Loss Account for the year ended on 31.3.98, along with the Reports of the Auditor's and the Directors thereon.
2. To appoint a director in place of Mr. S. M. Parekh, who retires by rotation and is eligible, for reappointment.
3. To reappoint Auditors and fix their remuneration.

**Special Business**

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution.

"RESOLVED THAT Shri Sanjay Sharma be and is hereby appointed as Director of the Company whose, period of office shall be liable to determination by retirement of Directors by rotation."

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution.

"RESOLVED THAT Shri Sajjan Kumar Gupta be and is hereby appointed as Director of the company whose period of office shall be liable to determination by retirement of Directors by rotation."

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution.

"RESOLVED THAT pursuant to provisions of Section 198, 269, 309, Schedule XIII and other applicable provisions of the Companies Act, 1956, consent of the members be and is hereby accorded to the appointment of Mr. Sanjay Sharma as Wholetime Director of the Company for a period of 2 years commencing from 06.04.1998 on the terms & conditions mentioned in the appointment letter dated 06.04.1998 placed on the table, initialled by the chairman for the purpose of identification.

By Order of the Board

Place : Jaipur  
Dated : 4th May, 1998

**J. P. Kanodia**  
*Managing Director*

**NOTES**

1. A member entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and on a poll to vote instead of himself. The proxy need not be a member of the Company. The proxy should be lodged with the Company's Registered Office not less than 48 hours before the commencement of the meeting.
2. The Register of members and share transfer books of the Company will remain closed from 25 May, 1998 to 1st June, 1998 (both days inclusive).
3. The explanatory statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of special business to be transacted under Items No. 4, 5 & 6 of the Notice convening the meeting is annexed herewith.
4. The members are requested to notify their change of address, if any, at the earliest.

**Explanatory Statement under Section 173 (2) of Companies Act, 1956****Item Nos. 4 & 5**

Shri Sanjay Sharma and Shri Sajjan Kumar Gupta were appointed as Additional Directors of the Company in the meeting of Board of Directors of the Company held on 06.04.1998. They hold offices as such up to the date of ensuing Annual General Meeting. Company has received a letters from members signifying intentions to propose the candidatures of Shri Sanjay Sharma and Shri Sajjan Kumar Gupta for the offices of Directors. Board of Director commend the said resolution for approval of shareholders.

Except Shri Sanjay Sharma and Shri Sajjan Kumar Gupta in their respective resolution no Director is interested in the said resolution.

**Item No. 6**

Shri Sanjay Sharma was appointed as Wholetime Director of the Company for a period of 2 years w.e.f. 06.04.1998 on the remuneration and other terms and conditions mentioned in the appointment letter dated 06.04.1998. The appointment and remuneration are in accordance with Section 198, 269, 309, Schedule XIII annexed to the Companies Act, 1956.

The Board of Directors of the Company commended the resolution under item no. 6 of the Notice. The appointment letter dated 06.04.1998 and other documents related with the above appointment will be available for inspection by members at the registered office of the Company on any working day during 11.00 a.m. to 1.00 p.m. before the date of meeting.

Except Mr. Sanjay Sharma, no Director is interested in the said resolution.

By Order of the Board

Place : Jaipur

Dated : 4th May, 1998

**J. P. Kanodia**

*Managing Director*

**SIXTH ANNUAL REPORT 1998****DIRECTORS' REPORT**

To

All the Members of the Company

Your Directors present Sixth Annual Report and Audited Statement of Accounts of the Company for the financial year ended 31st March, 1998.

**Financial Results**

(Rs. in Lacs)

	As at	As at
	31.3.98	31.3.97
Sales	70.56	476.88
Other Income	3.75	11.70
Total Operation Cost	194.01	489.23
Interest	32.28	39.67
Depreciation	24.72	24.97
Tax	—	—
Net Profit (Loss)	(176.70)	(65.29)
Paid-up Share Capital	596.83	596.83
Reserve & Surplus	22.35	22.35

**Operation**

During the year under review, the Company suffered adversity in international market making our spice oleoresin product non-competitive. Secondly, frequent fluctuations in prices of raw-spices created overall instability as to the procurement of inventories which might lead to possible reduction in realisations due to contractual commitment in international as well as domestic markets, thereby causing loss of the Company. Due to considerable fall in prices of chillies, the Company's product could not be off-loaded in the market, being the prices highly uncompetitive. Your Company sustained net loss of Rs. 176.70 lacs during the year under review. Non-operation of Oleoresin plant during major part of the year, withholding of receivables by overseas buyers, sudden decline in prices of products and increased burden of interest on term loan and working capital loan have chiefly contributed to the loss. Despite all odds and unfavourable circumstances, your company has been making strenuous efforts to improve upon its operational performance, boost up present business activities and thereby achieve profitability by exploring possibilities for export trade in company's products.

**Dividend**

Owing to loss your directors do not recommend dividend for the year 1997-98.

**Directors**

Mr. S. M. Parekh who joined the office as wholetime Director of the Company w.e.f. 17.5.97, ceased to be whole-time Director of the Company w.e.f. 28.10.98. He however, continues to be the Director of the Company.

Mr. Sanjay Sharma and Mr. Sajjan Kumar Gupta were appointed as Additional Directors of the Company w.e.f. 6th April, 1998 and they shall hold their offices as such up to the date of ensuing annual general meeting. Company has received letters from members signifying their intention to propose them for the offices of Directors under Section 257 of Companies Act, 1956. The Board of Directors have commended their appointment by the shareholders in the ensuing annual general meeting.

Mr. S. M. Parekh shall retire by rotation at the ensuing annual general meeting and he being eligible is recommended for reappointment.

Mr. Sanjay Sharma was appointed as wholetime Director of the Company for a period of two years w.e.f. 6.4.1998 pursuant to provisions of Companies Act, 1956.

**Fixed Deposits**

The Company has not accepted any deposits within the meaning of Section 58A of Companies Act, 1956.

**Auditors**

The Auditors of the Company, M/s. A. K. Meharia & Co., Chartered Accountants, retires at the conclusion of the ensuing Annual General Meeting and being eligible offer themselves for reappointment.

**Particulars of Employees**

There is no employee covered under Section 217 (2A) of the Companies Act, 1956 and thus particulars under the Companies (Particulars of Employees) Rules, 1975 may be taken as Nil.

**Particulars of Conservation of Energy, Technology Absorption and Foreign Exchange Earning and Outgo.**

Pursuant to Section 217 (1) (e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars, in the Report of Board of Directors) Rules, 1988 are given in annexure hereto forming part of this report.

**Acknowledgement**

The Board of Directors record their sincere thanks to various departments of Central and State Government, State Financial Institution, Shareholders and Foreign buyers and look forward to their continued support.

On behalf of the Board of Directors

J.P. Kanodia

Chairman &

Managing Director

Place : Jaipur

Dated : 4th May, 1998



## ANNEXURE TO THE DIRECTORS' REPORT

Information under Section 217 (1) (e) of the Companies Act, 1956 read with Companies (Disclosure of particulars in the report of Board of Directors) Rules, 1988 and forming part of the Director's report :

### I. CONSERVATION OF ENERGY

	As at 31.3.98	As at 31.3.97
<b>A. Power &amp; Fuel Consumption</b>		
1. Electricity		
(a) Purchase		
Unit	56507	75822
Total Amount (Rs.)	2,16,221.00	2,84,412.07
Rate/Unit (Rs.)	3.83	3.75
(b) Own Generation		
Through Diesel Generator		
Unit	12,607.32	32717.52
Unit per liter of		
Diesel Oil	4.39	9.35
Cost/Unit (Average) Rs.	2.10	0.95
2. Coal ('B' Grade)	-	-
Quantity (MT.)		
Total Cost (Rs.)		
Average Rate (Rs./MT.)		
3. Furnace Oil	-	-
Quantity (Kilo/Ltr.)		
Total Amount (Rs.)		
Average Rate (Rs./Ltr.)		
4. Diesel	-	-
Quantity (Kilo/Ltr.)	9180	
Total Amount (Rs.)	84,802.00	
Average Rate (Rs./Ltr.)	9.24	
<b>B. Consumption per unit of production</b>		
Electricity (Unit)	0.84	0.28
Coal ('B' Grade) (Kg./TP)		-
Furnace Oil (Kilo/Ltr.)		-
Diesel (Kilo/Ltr.)	1.40	13.23

### II. TECHNOLOGY ABSORPTION

#### A. Research & Development (R & D)

1. Specific Areas in which R & D carried out by the Company : N.A.
2. Benefits derived as a result of R & D : N.A.
3. Future Plan of Action :  
A suitable scheme for diversification based on present product range is being studied for implementation.

#### 4. Expenditure on R & D

	31.3.98 (Rs.)	31.3.97 (Rs.)
(i) Capital	Nil	9,750.00
(ii) Recurring	4,073.04	30,350.00
(iii) Total	4,073.04	40,100.09
(iv) Total R & D expenditure as a percentage of total turnover	0.06%	0.08%

#### B. Technology Absorption, Adaptation and Innovation :

1. Efforts in brief made towards technology absorption, adaptation and innovation.  
The technology being indigenous has been fully adopted and same has no scope for innovation.
2. Benefits derived as a result of the above efforts. Fully conversant with technology suiting to requirement.

### III. FOREIGN EXCHANGE EARNING & OUTGO

	31.3.98 (Rs. in Lacs)	31.3.97 (Rs. in Lacs)
Total Foreign Exchange Earned	88.51	349.14
Total Foreign Exchange Outgo		
Travelling	1.09	
Marketing & Comm.	1.89	2.98
		5.34

For and on behalf of the Board of Directors

**J. P. Kanodia**

*Managing Director*

Place : Jaipur

Dated : 4th May, 1998



## AUDITORS' REPORT

TO  
THE MEMBERS OF  
UNIQUE ORGANICS LIMITED

We have audited the Balance Sheet of **UNIQUE ORGANICS LIMITED** as at 31st March, 1998 and the Profit & Loss Account of the Company for the year ended on that date annexed hereto and report that :

1. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
2. In our opinion, proper books of accounts as required by law have been kept by the Company so far as appears from our examination of those books.
3. The said Balance Sheet and Profit & Loss Account are in agreement with the books of accounts.
4. In our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with the schedules and notes on accounts, give the informations as required by the Companies Act, 1956 in the manner so required and give a true and fair view :
  - (a) In the case of Balance Sheet of the state of the affairs of the Company as at 31st March, 1998 and
  - (b) In the case of the Profit & Loss Account, of the Loss of the Company for the year ended on that date.
5. As required by the Manufacturing and other Companies (Auditors' Report) Order, 1988 issued by the Company Law Board in terms of Section 227 (4A) of the Companies (Amendment) Act, 1988 and on the basis of such checks as we considered appropriate and the information and explanations given to us during the course of our audit, we further state that :
  - (i) The Company has maintained proper records to show full particulars, including quantitative details and situation of fixed assets. The fixed assets have been physically verified by the management during the year and no material discrepancies have been noticed on such verification. In our opinion, the frequency of physical verification of fixed assets is reasonable having regard to the size of the Company and the nature of its business.
  - (ii) None of the fixed assets have been revalued during the year.
  - (iii) As explained to us, the stocks of finished goods (including goods for trade), stores, spare parts and raw materials have been physically verified during the year at reasonable intervals by the Management.
  - (iv) The procedures of physical verification of stock followed by the management are reasonable and adequate in relation to the size of the Company and nature of its business.
  - (v) The discrepancies noticed on physical verification of stocks as compared to book records which were not material have been properly dealt with in the books of account.
  - (vi) The valuation of stock is fair and proper and in accordance with the normally accepted accounting principles and is on the same basis as in the previous year.
  - (vii) We have been explained that the Company has not taken any loans secured or unsecured from the Companies under the same management as defined under Section 370 (1B) of the Companies Act, 1956. In respect of interest-free unsecured loan taken by the Company from the parties listed in the register maintained under Section 301 of the Companies