



20th
ANNUAL REPORT
2012

Unique Organics Limited

Board of Directors

Mr. J. P. Kanodia, *Managing Director*
Mrs. Madhu Kanodia
Mr. Dilip Kumar Joshi
Mr. Amardeep Singh Ahluwalia

Auditors

M/s. A. K. Meharia & Associates
Chartered Accountants
2, Garstin Place,
5th Floor, Kolkata-700001

Bankers

Bank of Baroda
Nehru Place, Tonk Road, Jaipur

Regd. Office & Works

E-521, Sitapura Industrial Area,
Near Sanganer, Tonk Road, Jaipur-(Raj.)
E-mail : unique@uniqueorganics.com

Registrar & Share Transfer Agent**ABS Consultants (P) Ltd.**

99, Stephen House, 6th Floor,
4, B.B.D. Bag, (East)
Kolkata-700 001
E-mail : absconsultant@vsnl.net

NOTICE

Notice is hereby given that Twentieth Annual General Meeting of the members of Unique Organics Limited will be held on Tuesday, the 31st July, 2012 at 11.00 A.M. at the Regd office of the company, at E-521, Sitapura Industrial Area, Near Sanganer, Tonk Road, Jaipur (Rajasthan) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2012 and the Profit and Loss Account for the year ended on that date, alongwith Reports of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Amardeep Singh Ahlulwalia, who retires by rotation and being eligible offers himself for reappointment.
3. To consider and pass with or without modification, if any, the following resolution as Ordinary Resolution:
“RESOLVED THAT pursuant to provisions of Section 224(6) of the Companies Act, 1956, M/s A.K. Meharia & Associates, Chartered Accountants, Kolkata be and are hereby appointed as the Auditors of the company in place of M/s Gupta Abhishek & Co, Chartered Accountants who tendered resignation on 02.06.2012, from the conclusion of this Annual General Meeting upto the conclusion of next Annual General Meeting of the company at a remuneration & out of pocket expenses as may be decided by Board in consultation with them”.

SPECIAL BUSINESS:

4. To consider and pass with or without modification, if any, the following resolution as Ordinary Resolution:
“RESOLVED THAT Mr. Dilip Kumar Joshi, who was appointed as Additional Director w.e.f 29.05.2012 and hold office upto the date of ensuing Annual General Meeting and in whose favour a notice under section 257 proposing his candidature as director of the company has been received from a member and he being eligible for appointment, be and is hereby appointed as Director of the company”.
5. To consider and pass with or without modification, if any, the following resolution as Special Resolution:
“RESOLVED THAT pursuant to provisions of Section 309(2) and other applicable provisions, if any, of the Companies Act, 1956 read with Rule 10B of the Companies (Central Government's) General Rules & Forms, 1956, a sitting fee of Rs. 500/- [Rs. Five hundred] be paid to each of the Non-executive Directors of the Company for attending every meeting of the Board of Directors or committee, with immediate effect and Article 124 of Articles of Association be amended by substituting Rs. 500/- in place of Rs.250/- therein”

Registered office :
E-521, Sitapura Industrial Area,
Near Sanganer, Tonk Road,
Jaipur (Rajasthan).
Dated : 8th June, 2012.

By Order of the Board.
Sd/-
(Nikita Kumar)
Company Secretary

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and 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 23.07.2012 to 31.07.2012(both days inclusive).
3. The members are requested to notify change of their addresses, if any, at the registered office of the company at an early date.
4. Members are requested to register their email addresses by sending promptly written request to company's Registrar & Share Transfer Agent: M/s ABS Consultants (P) Ltd, 99 Stephen House, 6th Floor, 4.B.B.D., Bag(E), Kolkata-700001 for service of documents/notices by electronic mode.
5. All documents referred to in the Notice & Explanatory Statement will be available for inspection by the members at the Registered office of the company between 11:00A.M. and 01:00 P.M. on all working days upto the date of AGM.

As required under Clause 49 (vi) of the Listing Agreement, brief resume including experience, other directorship and committee membership of the persons proposed for appointment/re-appointment as Director, is given in Report on Corporate Governance.

Explanatory Statement pursuant to provisions of Section 173(2) of the Companies Act, 1956:

Item No. 3:

M/s Gupta Abhishek & Co the existing Auditors of the Company resigned from the office of Auditors of the company on 02.06.2012. The vacancy caused by resignation by Auditors can be filled in the general meeting pursuant to provisions of Section 224(6) of the Companies Act, 1956.

The Board considered the offer made by M/s A.K. Meharia & Associates, Chartered Accountants, Kolkata, who provided eligibility certificate to act as Auditors under provisions of Section 224(1B) of the Companies Act, 1956. Therefore, the Board recommend the appointment of M/s A.K. Meharia & Associates, Chartered Accountants, Kolkata as the Auditors of the company in place of M/s Gupta Abhishek & Co, and to hold the office of Auditors of the company from the conclusion of this Annual General Meeting upto the conclusion of next Annual General Meeting of the company at a remuneration & out of pocket expenses as may be decided by Board of Directors in consultation with them.

None of the directors is interested or concerned in the said resolution.

Item No. 4 :

Mr. Dilip Kumar Joshi was appointed as an Additional Direc-

tor of the company w.e.f. 29.05.2012 in terms of Section 260 of the Companies Act, 1956 and he holds office as such upto the date of ensuing annual general meeting. The company has received a notice alongwith a deposit of Rs. 500/- as required by section 257 of the Companies Act, 1956 from a member proposing him for appointment as a Director of the company.

None of the directors, except the proposed appointee, is interested or concerned in the said resolution.

Item No. 5:

Presently the Articles of Association of the Company provides for payment of Sitting Fees not exceeding Rs.250/- (Rupees Two Hundred and Fifty only) to each non-executive Director for each Meeting of the Board or committee attended. It is proposed to increase the Sitting Fees to Rs.500/- (Rupees Five Hundred only) exclusive of travel and out of pocket expenses. Accordingly, the Articles of Association is proposed to be amended by way of special resolution under provisions of Section 31 of the Companies Act, 1956, which is permissible under the rules framed by the Government.

All Directors except the Managing Director would be deemed to be interested in the said Resolution.

DIRECTOR'S REPORT

To,
All Members

The Board of Directors are pleased to present the Twentieth Annual Report together with the Audited Statement of Account for the year ended on 31st March, 2012.

FINANCIAL RESULTS:

(Rs. in Lacs)

	As at 31st March, 2012	As at 31 March, 2011
Sales	11846.86	5861.01
Other Income	385.57	223.07
Total Operational Cost	2545.51	934.69
Interest	85.33	26.21
Depreciation	8.88	13.77
Tax Provision	47.49	11.48
Net Profit (Loss)	125.64	48.01
Paid-up share capital	696.84	696.84
Reserve & Surplus	79.21	18.07
Transfer to Reserves (CRR)	60.00	—
Profit & Loss A/c (debit balance)	1.13	(64.50)

OPERATIONS:

During the year under review, the company registered a remarkable growth in turnover despite stiff competition in international market. As is evident, the turnover increased more than double to Rs 11846.86 lacs during the year under review from Rs. 5861.01 lacs during the previous year, thus registering an increase by 102.13%.

Your directors are glad to inform you that the company has successfully embarked its programme to expand the market

abroad and hope to achieve even further better working results in the current year except the unforeseen circumstances beyond the control of the company.

It may be really encouraging instance that your company received Award for Export Excellence from the Hon'ble Chief Minister, Rajasthan, Shri. Ashok Gehlot on 18.01.2012. Further your company also obtained membership of GAFTA, an International Trade Association Promoting International Trade for more than 135 years.

The Company has plan to establish necessary network to ease out the timely shipment and to further expand the market and strengthen our operations.

FOREIGN EXCHANGE EARNINGS & OUTGO:

2011-12

F.E. Earnings : Export sales Rs. 1,047,492,223.47
F.E. Outgo : Traveling & other exp. Rs. NIL

2010-11

F.E. Earnings : Export sales Rs. 58,60,00,984.49
F.E. Outgo : Traveling & other exp. Rs. NIL

DIRECTORS :

Mr. Amardeep Singh Ahluwalia, Director of the Company, retires at the ensuing Annual General Meeting and being eligible offers himself for re-appointment, in terms of provisions of Articles of Association of the Company.

Mr. Dilip Kumar Joshi, who was appointed as Additional Director on the Board on 29.05.2012, shall hold office upto the date of ensuing annual general meeting. The company has received a notice under section 257 of Companies Act, 1956 proposing his name for appointment as director. Your directors recommend his appointment as director of the company.

Mrs. Vinita Mishra ceased to be the director of the company w.e.f. 29.05.2012 by resignation.

DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to provisions of section 217(2AA) of the Companies Act, 1956, your directors hereby state :

- that in the preparation of the annual accounts, the applicable accounting standards had been followed alongwith proper explanation relating to material disclosures;
- that the directors had selected such accountig policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for that period;
- that the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and

detecting fraud and other irregularities;

- (iv) that the directors had prepared the annual accounts on a going concern basis.

FIXED DEPOSITS:

The company has not invited/accepted any deposits within the meaning of Sections 58A and 58AA of the Companies Act, 1956.

AUDIT COMMITTEE:

In compliance of the provisions of section 292A of Companies Act, 1956, and Clause 49 of the Listing Agreement, an audit committee comprising Shri Amardeep Singh Ahluwalia and Smt. Vinita Mishra, non – executive & independent directors and Shri J.P. Kanodia, Managing Director existed. Consequent upon the appointment of Shri. Dilip Kumar Joshi, the audit committee was reconstituted on 29.05.2012 which comprised Shri Amardeep Singh Ahluwalia, Shri. Dilip Kumar Joshi, non – executive & independent directors and Shri J.P. Kanodia, Managing Director. The powers and functions of the said Audit Committee are as per Section 292A of Companies Act, 1956 and Clause 49 of the Listing Agreement.

LISTING OF SHARES:

The company's equity shares continue to be listed with Bombay Stock Exchange (BSE) which has nationwide trading terminals.

AUDITORS:

M/s Gupta Abhishek & Co the existing Auditors of the Company have resigned from the office of Auditors of the company on 02.06.2012.

The Board of Directors in their meeting held on 08.06.2012 have recommended the appointment of M/s A.K. Meharia & Associates, Chartered Accountants, Kolkata, as Auditors of the company pursuant to provisions of Section 224(6) of the Companies Act, 1956.

PARTICULARS OF EMPLOYEES:

There is no employee covered under section 217(2A) of the Companies Act, 1956 and thus the particulars under the Companies (Particulars of Employees) Rules, 1975, are Nil.

PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO:

Being focused on trading for the year under review, energy cost constituted a small proportion of the total cost and there is not much scope for energy conservation. However, 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, the requisite particulars are furnished at Annexure given hereto forming part of this Report. Foreign exchange earning and outgo are furnished as aforesaid.

DEPOSITORY SYSTEM:

In order to keep pace with the changing technology and to provide the benefits of electronic trading to our members, your company's shares are tradable compulsorily in electronic form and it established connectivity with depositories, viz. National Securities Depositories Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The company also has common agency for transfer of shares both in depository and in physical form.

CORPORATE GOVERNANCE:

Your company has proactively been following some of the best practices adopted by good corporates in India. The report on Corporate Governance forms a part of this report. The Auditor's certificate on the compliance of Corporate Governance embodied in Clause 49 of the Listing Agreement is attached as Annexure and forms a part of this report. All board members have affirmed compliance with Code of Conduct on annual basis.

MANAGEMENT DISCUSSION AND ANALYSIS:

Your directors hereby inform you that apart from manufacturing and marketing of all spices and oilseeds your company has also occupied a good market share for animal feed. The management discussion and analysis is given as under:

- (a) Industry structure and development: The spices and oilseeds industry continued to pass through a difficult phase during the year under review due to the unfavorable raw material prices, heavy fluctuation in Euro zone countries & stiff competition from the manufacturers all over the world. Despite this, your company has been able to come up with commendable working results with even higher expectation in the years to come.
- (b) Opportunity and threats: Your directors are making efforts to explore new markets both for spices and animal feed and are hopeful to achieve even better working results in future. However the company has no control over sudden change in prices of raw materials and changes in Government policies.
- (c) Segment wise performance: The company deals in 2 segments:- Food & Feed.

FOOD: - Semi-automatic plant has already been installed. Production will grow as per the requirements and demand.

FEED: - Maximum business of your company is from Animal Feed export. Looking to the regular demand of Animal Feed throughout the world & India being a competitive supplier, we expect regular growth in the business. Presently, your company is catering to South-east Asian countries with a vision to explore European Market in near future.

- (d) Outlook: We have excellent forward visibility and expectedly hope to achieve steady growth in 2012-13.

The company is entering into new markets and contacting new buyers overseas to expand business as may be possible by making available the quality products at competitive prices. For the domestic market, we are in contact with big institutional buyers, food/snack processors for tie ups.

- (e) Risk and concerns: The business of the company depends on the world economic scenario, as the company is in export business which involved greater risks like: Political & Economic instability in importing countries, Currency fluctuations etc. thereby incurring loss due to change in attitude of buyers abroad.
- (f) Internal control system: The Company is maintaining proper and safe internal control systems, providing adequate safeguard and effective monitoring of transactions. The internal audit system of the company is adequate.
- (g) Discussion on financial performance with respect to operating performance: Your company has witnessed a phenomenal rise in turnover, and further improved business is expected in the years to come. The operating performance is highlighted in the para "Financial results" above.
- (h) Developments in human resources and industrial relations: Employees are vital to the company. Your company takes great pride in the commitment, competence and vigour shown by its workforce in all realms of busi-

ness. The company continues to take new initiatives to further align its HR policies to meet the growing needs of its business. People's development continues to be a focus area at Unique Organics. Cordial and peaceful Industrial relation prevailed throughout the year.

- (i) Cautionary statement: The business of the company depends on the international business scenario, prevailing recessionary trend, government policy, demand of products and government support by way of some assistance for export of its products.

ACKNOWLEDGEMENT:

Your directors express their sincere thanks to Central and State Government departments, Banks, foreign buyers and customers for their cooperation and encouragement they always extended to the company and look forward to their continued support. For the continuous support and meticulous efforts of Dealers, Business Associates and employees in ensuring an all round improved operational performance, your directors wish to place on record their sincere thanks and appreciation.

For & On behalf of the Board of Directors.

Sd/-
(J. P. Kanodia)

Chairman & Managing Director

Place : Jaipur
Dated : 08.06.2012.

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 Directors' Report :

	As at 2011-2012	As at 2010-2011
I. CONSERVATION OF ENERGY		
A. Power & Fuel consumption		
1. Electricity		
(a) Purchase		
Units	103,827	12,106
Total Amount (Rs.)	492,251	107,295
Rate/Unit (Rs.)	4.74	8.86
(b) Own Generation		
Through Diesel Generator		
Unit	—	—
Unit per litre of Diesel Oil	—	—
Cost/Unit (Average) Rs.	—	—
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.)	—	—
Total Amount (Rs.)	—	—
Average Rate (Rs./Ltr.)	—	—
B. Consumption per unit of production		
Electricity (Unit)	—	—
Coal (B-Grade) (Kg/TP)	—	—
Furnace Oil (Kilo/Ltr.)	—	—
Diesel (Kilo/Ltr.)	—	—
II. TECHNOLOGY ABSORPTION:		
A. Research & Development (R & D)	—	—
1. Specific Areas in which R & D carried out by the Company :	N.A.	N.A.
2. Benefit derived as a result of R & D :	N.A.	N.A.
3. Future Plan of Action :	N.A.	N.A.
4. Expenditure on R & D :	NIL	NIL
B. Technology Absorption, Adaptation and Innovation : The indigenous technology was already adopted.		

For & On behalf of the Board of Directors.

Sd/-
(J. P. KANODIA)
Chairman & Managing Director

Place : Jaipur
Dated : 08-06-2011

CORPORATE GOVERNANCE REPORT

1. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE:

It has always been the company's endeavour to excel through better Corporate Governance and fair and transparent practices. Your company does not merely believe in the compliances under regulations to be a compliant company as per the laws of the land, rather it emphasizes that the adoption of best corporate governance practices is a key driver to achieve higher levels of stakeholders' satisfaction. In order to achieve this goal, the working operations of the company are based on broad principles of transparency, accountability and integrity in functioning.

The Board of Directors evolved and adopted a Code of Conduct based on the principles of good corporate governance and best management practices being followed. The Company complies with the revised Clause 49 of the Listing Agreement.

II. BOARD OF DIRECTORS:

The Board of Directors of the company is duly constituted as per the requirements of the Listing Agreement which requires 50% of the board's strength of Independent Directors. Accordingly the board comprises 4 directors, including one Managing Director (viz. executive director), one non-executive director and two non-executive independent directors. The Non-executive independent directors of your company have experience in business, education and finance.

The directors do not have any pecuniary relationship with the company and no remuneration or sitting fee, etc paid to the Managing Director or any other director.

A. COMPOSITION OF BOARD OF DIRECTORS AS ON 08.06.2012 :

Name of Directors	Designation	Executive/ Non-executive/ Independent	No. of other directorship in Pub. Ltd. Companies	No. of other Board/Committee of which member
Shri J. P. Kanodia	Managing Director	Executive	-	-
Smt. Madhu Kanodia	Director	Non-executive Non-Independent	-	-
Shri Amardeep Singh Ahluwalia	Director	Non-executive Independent	-	-
Smt. Vinita Mishra*	Director	Non-executive Independent	-	-
Shri Dilip Kumar Joshi**	Director	Non-executive Independent	-	-

* She ceased to be a director on 29.05.2012 by resignation.

** He was appointed as Additional Director on 29.05.2012.

B. BOARD PROCEDURE :

In compliance with the Listing Agreement, the members of the Board are provided with requisite information within the stipulated time period, which are dealt with properly. The Board of Directors considers all matters required to be considered statutorily. In addition, following matters are discussed at the meetings of the Board:

1. Business Strategies and plans.
2. Annual operating and capital expenditures.
3. Human Resource policies.
4. Compliance with regulatory requirements and review of major outstanding legal issues.
5. Approval of quarterly/half yearly annual results, after consideration by audit committee.
6. Transactions pertaining to purchases/disposal of assets.
7. Modifications in the financial policies, whenever required.
8. Foreign exchange exposure and risks.

All the directors who are members of various committees are within the permissible limits of Listing Agreement. They intimate about their membership in various committees in other companies.

During the year 2011-12, nine meetings of Board of Directors were held on 11.04.2011, 20.04.2011, 12.05.2011, 30.06.2011, 21.07.2011, 12.08.2011, 14.11.2011, 22.11.2011, & 10.02.2012. The maximum time gap between any two meetings was not more than four calendar months.

C. ATTENDANCE OF DIRECTORS AT MEETINGS OF THE BOARD AND ANNUAL GENERAL MEETING:

Name of the Directors	No. of Board meetings attended during 1.4.2011 to 31.3.2012	Whether present at AGM
Shri. J.P. Kanodia	9	Yes
Smt. Madhu Kanodia	9	Yes
Smt. Vinita Mishra*	9	No
Shri Amardeep Singh Ahluwalia	9	Yes
Shri Dilip Kumar Joshi**	N.A.	N.A.

* She ceased to be a director on 29.05.2012 by resignation.

** He was appointed as Additional Director on 29.05.2012.

III. REMUNERATION OF DIRECTORS:

As approved in the last AGM held on 30.09.2011 the Managing Director is paid a monthly remuneration of Rs. 1,25,000/- per month w.e.f 01st July, 2011. The board in its meeting held on 29.05.2012 decided to pay sitting fees of Rs. 500/- to each non-executive director for attending each meeting of the Board or Committee. The Board has recommended requisite alteration in the Articles of Association for consideration by members.

IV. COMMITTEES OF THE BOARD :**A. AUDIT COMMITTEE:**

- The said committee was reconstituted on 29.05.2012 and it comprised Shri. Amardeep Singh Ahluwalia, Shri Dilip Kumar Joshi, independent directors and Shri. J.P. Kanodia, Managing Director.
- Five meetings of the committee were held during the year on 12.05.2011, 21.07.2011, 12.08.2011, 14.11.2011 & 10.02.2012.
- The powers and functions of audit committee are as provided in section 292A of the Companies Act, 1956 and Clause 49 of the Listing Agreement.
- Company Secretary acts as a Secretary to the Audit Committee.

B. SHAREHOLDERS' GRIEVANCE COMMITTEE :

As the company focuses on shareholder's satisfaction and enhancing shareholders' value, the shareholders' grievance committee comprised Shri. Amardeep Singh Ahluwalia and Smt. Vinita Mishra, non-executive independent directors was re-constituted on 29.05.2012. As a result, the said committee now comprises Shri. Amardeep Singh Ahluwalia and Shri Dilip Kumar Joshi. During the year under review no meeting of the committee was convened since no complaints/grievances from shareholders were received during the period. The Company Secretary acts as a Secretary to the Committee.

C. REMUNERATION & APPOINTMENT COMMITTEE:

The Remuneration & Appointment Committee of the company comprised two non-executive independent directors namely Shri. Amardeep Singh Ahluwalia and Smt. Vinita Mishra to consider appointment and remuneration payable to directors. The Remuneration & Appointment Committee of the company was also re-constituted on 29.05.2012 which now comprised two non-executive independent directors namely Shri. Amardeep Singh Ahluwalia and Shri Dilip Kumar Joshi to consider appointment and remuneration payable to directors. During the year under review one meeting of the committee was convened on 30.06.2011. The Company Secretary acts as a Secretary to the Committee.

D. SHARE TRANSFER COMMITTEE:

In order to consider matters pertaining to transfer, transmission, splitting and duplicate share certificates etc. company had a share transfer committee comprising Shri. J.P. Kanodia, Managing Director, Shri. Amardeep Singh Ahluwalia and Smt. Vinita Mishra non-executive independent directors. was re-constituted on 29.05.2012 which now comprised Shri. J.P. Kanodia, Managing Director, Shri. Amardeep Singh Ahluwalia and Shri Dilip Kumar Joshi non-executive independent directors. 11 meetings of the committee were convened during the year on 13.04.2011, 17.05.2011, 05.09.2011, 21.09.2011, 15.10.2011, 11.11.2011, 05.12.2011, 27.12.2011, 24.01.2012, 02.03.2012 & 29.03.2012. The Company Secretary acts as Secretary to the Committee.

E. CODE OF CONDUCT:

The Board of Directors has a Code of Conduct & ethics for all Board Members who have affirmed compliance with the same on annual basis. A declaration signed by Managing Director is given at the end of this Report.

F. CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING:

Under provisions of SEBI (Prohibition of Insider Trading Regulations, 1992) Company has formulated a code of conduct for prevention of insider trading. The code is applicable to all the directors and personnels. The trading window is closed at the time of declaration of results, dividend and other material events. The Company takes yearly disclosures under said regulations from Directors/officers/designated employees.

V. SHARE TRANSFERS:

As the company's shares are compulsorily traded in demat segment on BSE, bulk of transfers take place in electronic form. For expediting physical transfer of shares, the company has appointed common agency, M/s, ABS Consultants (P) Ltd, 99 Stephen House, 6th Floor, 4 B.B.D. Bag, (East), Kolkata-700001, for demat as well as physical transfer. The Board has delegated share transfer function to the Share Transfer Committee. Physical transfers are effected well within the statutory period of one month.

A. Shareholding Pattern as on 31.3.2012: (Equity shares of Rs. 10/- each)

S.No.	Category	No. of Holders	No. of Shares	No. of shares in demat	% of shareholding	% of Demat shares
1.	Promoters	6	16,56,394	16,56,394	27.74	27.74
2	Mutual Funds & UTI	Nil	Nil	Nil	Nil	Nil
3.	Bank, Financial Institutions, Ins.Companies (Central/State Govt. Inst., Non-Govt. Inst.)	2	1,87,500	25,000	3.14	0.42
4.	Foreign Inst. Investors	Nil	Nil	Nil	Nil	Nil
5.	Private Corporate Bodies	61	3,01,430	2,22,030	5.05	3.72
6.	Indian Public	4,256	3,826,176	1,988,176	64.07	33.29
7.	NRIs/OCBs	Nil	Nil	Nil	Nil	Nil
8.	GDR	Nil	Nil	Nil	Nil	Nil
	Grand Total	4,325	59,71,500	3,891,600	100.00	65.17

Note: No. of shares pledged are Nil.

B. Number of Shares held by non-executive directors as on 31.03.2012:

S.No.	DIRECTOR	No. OF SHARES
1	Smt. Madhu Kanodia	2,85,100
2	Smt. Vinita Mishra*	NIL
3	Shri. Amardeep Singh Ahluwalia	NIL
4.	Shri Dilip Kumar Joshi**	NIL

* She ceased to be a director on 29.05.2012 by resignation.

** He was appointed as Additional Director on 29.05.2012.

C. Distribution of Shareholding as on 31.3.2011 :

No. of shares	Share Holder (NOS)	Total % (Share Holders)	No. of Shares	Total % (Shares)
1 to 500	3349	77.43	1007760	16.88
501 to 1000	523	12.09	430499	7.21
1001 to 2000	205	4.74	305652	5.12
2001 to 3000	90	2.08	224046	3.75
3001 to 4000	28	0.65	100410	1.68
4001 to 5000	33	0.76	153928	2.58
5001 to 10000	45	1.04	329357	5.52
10001 to 50000	43	0.99	989779	16.58
50001 to 100000	2	0.05	127200	2.13
100001 & above	7	0.16	2302869	38.56
Total	4325	100.00	5971500	10.00

Brief Resume of Directors seeking appointment/re-appointment at the ensuing Annual General Meeting is given below:

(A) Mr. Amardeep singh Ahluwalia (born on 19.08.1973)
 Education: B.E (Computer Science.)
 Experience: 10 years in spice business.
 Other Directorships: Nil
 Committee memberships: 4

(B) Mr. Dilip Kumar Joshi (born on 26.06.1971)
 Education: B.Com.
 Experience: 18 years in IT solutions (Admin & Mktg)
 Other Directorships: Nil
 Committee memberships: 4
 Committee memberships: 2

CEO/CFO Certification

Certification on financial statements to clause 49V of the listing agreement has been obtained from the Managing Director of the company who also heads the finance and accounts. Copy of same is given at the end of this report.

NAME & DESIGNATION OF COMPLIANCE OFFICER:

Miss. Nikita Kumar, Company Secretary of the company is the Compliance Officer of the company for complying with the provisions of Listing Agreement, Company Law and SEBI Rules & regulations. Her Email id : compliance@uniqueorganics.com.

VI. GENERAL SHAREHOLDERS INFORMATION:

- 20th Annual General Meeting (to be held)
 Date : 31.07.2012 Time : 11.00 a.m.
 Venue: E-521, Sitapura Industrial Area, Near Sanganer, Tonk Road, Jaipur (Raj.)
- Date of Book Closure: 23.07.12 to 31.07.12 (both days inclusive)
- Financial Calendar of company for 2012-13:
 The financial year covers the period from April to March. Quarterly Results for
 - First quarter ending June 30, 2012 : before Aug 14, 2012.
 - Half year ending Sept. 30, 2012 : before Nov 15, 2012.
 - Third quarter ending Dec.31, 2012 : before Feb 14, 2012.
 - Fourth quarter ending March 31, 2013 : before 15 May, 2013.
 Note: The above dates are indicative
- Registered Office: E-521, Sitapura Industrial Area, Near Sanganer, Tonk Road, Jaipur (Raj.)
- Dematerialisation of shares and liquidity: The company's shares are available for dematerialisation on both Depositories, viz. NSDL and CDSL. Shares of the company are to be delivered compulsorily in demat form by all investors. Shares representing 65.17% of the paid up capital have so far been dematerialised by investors as on 31.3.2012.
- Stock Code:
 Number in NSDL and CDSL for equity shares : ISIN INE333E01019
 Bombay Stock Exchange, Mumbai : 530997
- Share Price Datas: During the year 2011-12, the monthly high and low share prices of the company traded on Bombay Stock Exchange are as below:-
 (In Rupees)

Month	High Price	Low Price
Apr-11	7.95	4.92
May-11	8.85	6.41
Jun-11	7.56	5.81
Jul-11	7.56	5.81
Aug-11	8.55	7.00
Sep-11	7.73	5.38
Oct-11	6.21	4.60
Nov-11	5.56	4.31
Dec-11	5.20	4.72
Jan-12	5.46	4.00
Feb-12	4.39	3.57
Mar-12	3.69	3.13