



Unique Organics Limited
Estd - 1993



Unique Organics Limited

CIN: L24119RJ1993PLC007148

22nd Annual Report-2014

Board of Directors

Mr. J.P. Kanodia, *Managing Director*
Mrs. Madhu Kanodia, *Non-executive Non-Independent Director*
Mr. Dilip Kumar Joshi, *Independent Director*
Mr. Amardeep Singh Ahluwalia, *Independent Director*
Mr. Sanjay Sharma, *Independent Director*

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
AxisBank, Green House, C-Scheme, Jaipur
State Bank of India, Nhava sheva Port, Navi Mumbai

Reg. Office & Works

E-521, Sitapura Industrial Area,
Near Sanganer, Tonk Road,
Jaipur-302022 (Raj.)
Phone: +91-141-2521804
Fax: +91-141-2523653
E-mail: unique@uniqueorganics.com
: compliance@uniqueorganics.com
Website: www.uniqueorganics.com

Internal Auditors

Gourisaria Goyal & Co.
Chartered Accountants
202, IInd Floor, Radhey Govind Chambers,
16, BichunBagh, Opp. Amber Tower,
Sansar Chandra Road, Jaipur-302001 (Raj.)

Registrar & Share Transfer Agent

ABS Consultant Pvt. Ltd.
99, Stephen House, 6th Floor,
4, B.B.D.Bag, (East)
Kolkata-700001
E-mail: absconsultant@vsnl.net
Phone : 033-22301043
Fax : 033-22430153

NOTICE

Notice is hereby given that Twenty Second Annual General Meeting of the members of Unique Organics Limited [CIN: L24119RJ1993 PLC007148] will be held on Wednesday, the 16th July, 2014 at 11.30 A.M. at the registered 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, 2014 and the Profit and Loss Account for the year ended on that date, alongwith Reports of Directors and Auditors thereon.
2. To declare a dividend on equity shares.
3. To appoint a director in place of Mrs. Madhu Kanodia, (DIN:00207604) who retires by rotation and being eligible offers herself for reappointment.
4. To re-appoint M/s. A.K. Meharia & Associates, Chartered Accountants, Kolkata, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

SPECIAL BUSINESS:

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

"Resolved that, in accordance with the provisions of Section 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Sanjay Sharma, (DIN: 06860402) who was appointed by the Board as an additional director on the Board and who holds office as such upto the date of ensuing annual general meeting and in respect of whom the Company has received a notice proposing his candidature for the office of director, be and is hereby appointed as Independent Director of the Company for five consecutive years, from 16.07.2014 to 15.07.2019"

"Resolved further that, the Secretary of the Company be and is hereby authorized to file necessary e-forms/return and to do all such acts, deeds or things, as may be required or considered necessary or incidental thereto to give effect to this resolution."

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

"RESOLVED THAT pursuant to provisions of Section 197 of Companies Act, 2013 read with schedule V of the Act and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modifications or enactments thereof for

the time being in force, if any, the consent of the Company be and is hereby accorded for payment of increased remuneration and perquisites to Shri J.P. Kanodia Managing (DIN: 00207554) Director w.e.f. 01.04.2014 and up to 30.06.2016, as under:-

1) A monthly remuneration of Rs. 5 Lac per month;

2) Other incentives/Perquisites as below:-

- a. A car with a driver for office use.
- b. Mobile phone for official use (He shall reimburse 1/5 of the mobile bills paid by the company considering the same for personal use)
- c. Other benefits and perquisites as per rules of the company"

"RESOLVED FURTHER THAT the Secretary of the Company be and is hereby authorised for filing of necessary documents with the Registrar of Companies and to do all such acts and things as may be necessary in this regard."

Regd. Office:

E-521, Sitapura Industrial Area,
Near Sanganer, Tonk Road,
Jaipur-302022 (Rajasthan)
Dated: May 23, 2014

By Order of the Board
For Unique Organics Limited

Sd/-
Aayushi Singh
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 scheduled time of meeting.
2. The Register of members and share transfer books of the company will remain closed from 03.07.2014 to 16.07.2014 (both days inclusive).
3. Statement as required under Section 102 of the Companies Act, 2013 in respect of special business is annexed hereto.
4. The members are requested to notify promptly change of their registered addresses, if any, at the registered office of the company at an early date.
5. 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.
6. Pursuant to Section 72 of Companies Act, 2013 shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 with Company's Registrar and Share Transfer Agent. In respect of shares held in electronic/demat form, the nomination form may be filed with respective Depository Participant.
7. Shareholders are requested to bring their copies of Annual Report to the meeting.

8. Members are requested to fill in the attendance slip for attending the meeting and those who hold the shares in dematerialized form to bring their client ID and depository participant ID number for identification for attendance at the meeting.
9. With effect from 01.04.2014, provision of Section 149 of Companies Act, 2013 has been brought into force. In term of said Section read with Section 152 (6) of the Act, provisions of retirement by rotation are not applicable Independent Directors. Therefore, the directors to retire by rotation have been re-ascertained on the date of this notice.
10. The dividend on equity shares if declared at the ensuing Annual General Meeting, will be credited/dispatched between 17th July, 2014 and 14th August, 2014, as under:-
 - (a) To all the members holding shares in electronic form as per beneficial ownership data as may be available to the company by NSDL & CDSL as at the end of the business day hours on 02.07.2014 or
 - (b) To all the members holding shares in physical form whose name appears on the Register of members of the company after giving effect to all the valid share transfers in physical form lodged with the company /Registrar upto the close of business hours on 02.07.2014.
11. Corporate members intending to send their authorised representative to attend the meeting are requested to send a certified copy of the Board resolution authorising their representative to attend and vote on their behalf at the meeting alongwith proper ID.
12. Members are requested to send their queries, if any, atleast 10 days in advance of the meeting so that the information can be made available at the meeting. 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.
13. **E-Voting Option and procedure:**
In compliance with the Section 108 of the Companies Act, 2013 and relevant rules thereunder, the Company is pleased to provide its members facility to exercise their right to vote at Annual General Meeting by electronic means. The business to be transacted at general meeting can be transacted through electronic voting service provided by NSDL. However it is not mandatory for a member to vote using the e-Voting facility, and a member may avail of the facility at his/her discretion, subject to compliance with the instructions prescribed below:-

The instructions for e-Voting are as under:

- I. The Notice of the 22nd AGM of the Company inter alia the process and manner of e-voting process with printed

Attendance Slip and Proxy Form is being dispatched to all the Members, initial Password is provided as below / at the bottom of the Attendance Slip for 22nd AGM.

EVEN (E voting Event Number)	USER ID	PASSWORD / PIN

- II. NSDL shall also be sending the User-ID Password, to those members whose shareholding is in the dematerialized format and whose email addresses are registered with the Company/Depository Participants(s). For members who have not registered their email address, can use the details as provided below.
 - (i) Launch internet browser by typing the following URL:
<https://www.evoting.nsdl.com/>
 - (ii) Click on Shareholder - Login.
 - (iii) Put User ID and password as initial password noted in step (I) above. Click Login.
 - (iv) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (v) Home page of e-Voting opens. click on e-Voting: Active Voting Cycles.
 - (vi) Select "EVEN" of UNIQUE ORGANICS LIMITED
 - (vii) Now you are ready for e- Voting as cast Vote page opens.
 - (viii) Cast your vote by selecting appropriate option and click on. "Submit" and also "Confirm" when prompted
 - (ix) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (x) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xi) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF, JPG format) of the relevant Board Resolution / Authority letter etc., together with attested specimen of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through e-mail sandeepgourisaria@yahoo.com, with a copy marked to evoting@nsdl.com.
 - (xii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com.
- (III) If you are already registered with NSDL for e-voting then you can use your existing user ID and Password for casting your vote.

- (IV) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- (V) The e-voting period commences on 11.07.2014 (9.00 am) and ends on 11.07.2014 (6.00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall also be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (VI) The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company.
- (VII) Since the Company is required to provide members facility to exercise their right to vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, not casting their vote electronically, may only cast their vote at the Annual General Meeting.
- (VIII) The Scrutinizer shall within a period of not exceeding three (3) working days from the conclusion of the e-Voting period unlock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (IX) The Result shall be declared on or after 22nd Annual General Meeting of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's Website www.uniqueorganics.com and on the website of NSDL within two (2) days of passing of the resolutions at the 22nd Annual General Meeting of the Company on 16 July, 2014 and will be communicated to the Stock Exchange (BSE Limited).
14. All documents referred to in the accompanying Notice with Explanatory Statement and Statutory Register as per the provisions of the Companies Act will be available for inspection by the members at the Registered office of the Company during 10:00 AM to 12:00 Noon on all working days upto the date of Annual General Meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No. 5

On recommendation of Nomination and remuneration committee in their meeting held on 30th April, 2014, the Board appointed Sh. Sanjay Sharma (DIN: 06860402) as an additional director (Independent Director) w.e.f. 7th May, 2014, in pursuance to Sections 149, 150, 152, 161 of the Companies Act, 2013 and Article 121 of the Articles of Association of the Company with a view to broad base the existing Board and have increased participation by independent directors and maintain greater transparency in the activities of the company, is proposed

to be appointed as Independent Director for 5 consecutive years w.e.f. 16th July, 2014. As per Section 161 of the Companies Act, 2013, he holds the office up to the date of ensuing annual general meeting. The company has received a notice under Section 160 of the Companies Act, 2013 from a member of the Company with requisite fee, signifying his intention to propose him as a candidate for directorship.

As per Section 152 (5) of Companies Act, 2013, in the opinion of the Board, Mr. Sanjay Sharma fulfills conditions specified in this Act for this appointment.

Accordingly, resolution set out under item 5 is recommended for approval of the shareholders as an ordinary resolution.

None of the directors/ key managerial personnel including their relatives (except Mr. Sanjay Sharma) is concerned or interested in the said resolution.

Item No. 6

The members of the Company had at the 19th Annual General Meeting held on 30th September, 2011 re-appointed Mr. J.P. Kanodia (DIN: 00207554) as Managing Director of the Company for a period of five years with effect from 1st July, 2011 to 30th June, 2016. Sh. J.P. Kanodia (M.D.) has been providing his full time and attention to the activities of the company and his dedicated efforts have resulted into substantial business growth to the company. The company showed a rapid growth in recent years and also achieved good profitability. This all is because of his highly dedicated efforts and continued concentration on business development activity.

Nomination and Remuneration Committee, in their meeting held on 30th April, 2014, has approved the increased remuneration as mentioned in the resolution, payable to Sh. J.P. Kanodia, Managing Director for the said remaining tenure.

Considering his hard work, punctuality, and rich contribution towards company's affairs and to motivate the Managing Director Sh. J.P. Kanodia, Board of Directors of the company in their meeting held on 7th May, 2014 have decided to pay him an increased remuneration during his remaining tenure of service.

Pursuant to provisions of Section 197 of the Companies Act, 2013 the payment of remuneration and other perquisites etc. can be made to the managing director as per norms prescribed in Schedule V with the consent of members by way of special resolution. This shall be treated as an abstract of the terms & conditions of appointment and increase in remuneration payable to Managing Director under Section 197 of the Companies Act, 2013.

Accordingly, resolution set out under item 6 is recommended for approval of the shareholders as a special resolution.

None of the directors/ key managerial personnel (including their relatives), except Mr. J.P. Kanodia and Mrs. Madhu Kanodia, is concerned or interested in the resolution.

Regd. Office:

E-521, Sitapura Industrial Area,
Near Sanganer, Tonk Road,
Jaipur-302022 (Rajasthan)
Dated: May 23rd, 2014

By Order of the Board
For Unique Organics Limited
Sd/-
Aayushi Singh
Company Secretary

DIRECTOR'S REPORT

To,
The Members of
Unique Organics Limited

Your directors are pleased to present the Twenty Second Annual Report together with the Audited Statement of Account for the year ended on 31st March, 2014.

FINANCIAL RESULTS: (Rs. in Lacs)

Particulars	As at 31.3.2014	As at 31.3.2013
Sales	23912.74	16016.03
Other Income	319.08	129.85
Total Operational Cost	2518.02	2215.40
Finance Cost	159.50	138.45
Depreciation	15.02	14.61
Tax Provision	225.39	111.18
Net Profit (Loss)	455.90	188.31
Paid-up Share Capital	596.84	596.84
Reserves & Surplus	514.95	198.34
Transfer to Reserves (CRR)	-	40.00
Profit & Loss	362.68	80.20

OPERATIONS

The Company operates in a highly competitive and rapidly changing market and has competitors in each of major business products/supplies on a local, national and international level. During the year under review, the company saw a robust growth in sales-domestic as well as exports despite stiff competition. The revenue showed an increase from Rs. 16225.60 lakhs to Rs. 24220.11 lakhs, thus registering a growth of 49.3% in revenue.

In exports, your company explored a few new markets as in UK, Philippines and commodities as in Guar Meal. Further the management shall continue to strive further explore newer markets and commodities and hope to do fairly well in the FY 2014-15 except the unforeseen circumstances being usual to an exports business.

The domestic sales outshined previous results and grew up by 175.5%. Your company has started catering to the consumer needs both in the Southern & Eastern part of India and further we hope to strive and reach every corner of the domestic sales market all over India.

DIVIDEND

With your whole hearted support and considering your Company's profitability & smooth cash flow, your Directors are pleased to recommend a Dividend of 20% i.e. Re. 2/- per equity share on a face value of Rs. 10/- each on 59,53,000 equity shares fully paid-up. The proposed dividend, if approved by the members at the Annual General Meeting, will absorb a sum of Rs. 119.06 lakhs (excluding Dividend Distribution Tax) for the year ended 31st March, 2014.

FOREIGN EXCHANGE EARNINGS & OUTGO

(Rs. in Lacs)

Particulars	2013-14	2012-13
Foreign Exchange Earnings : Export Sales	14862.83	12718.28
Foreign Exchange Outgo : Traveling & Other Exp.	191.07	117.67

DIRECTORS

- Mrs. Madhu Kanodia, Director of the Company, retires at the ensuing Annual General Meeting and, being eligible, offers herself for re-appointment, in terms of provisions of Articles of Association of the Company.
- Mr. Sanjay Sharma joined the Board on 7th May, 2014 as Additional Director and proposal for appointing him as Independent Director is for consideration before the shareholders.

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 departures;
- that the directors had selected such accounting policies and applied them consistently and made judgments 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;
- 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 & Shri. Dilip Kumar Joshi, non – executive & independent directors and Shri J.P. Kanodia, Managing Director existed. 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 A.K. Meharia & Associates, Chartered Accountants, Kolkata, Statutory Auditors of the company, hold office until the conclusion of the ensuing annual general meeting and, they being eligible, offer themselves for re-appointment.

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 earnings 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 demat and in physical form.

CORPORATE GOVERNANCE

Your company has proactively been following 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 & ANALYSIS

Your directors are glad to inform the members that your company has occupied a good market share for animal feed. The management discussion and analysis is given as under:-

Business Environment: The year under review was a challenging year where Indian Economy faced various global as well as domestic challenges. The challenges were not only in terms of political and economic situation around the globe but also due to the paradigm shift in the existing markets. On one hand, the Indian economy saw high inflation and sharp declining in value of Indian Currency, which affected adversely the costs

and the margins, while on the other hand we saw new products and prospective markets emerging up to achieve newer heights in growth.

Opportunities: Your Company led by energetic management, which is constantly making efforts for the expansion of the business, foresees various opportunities in the coming years:

- Potential untapped markets of both animal feed and food products.
- Demand of new animal feed and food products across the world where India holds an edge over other countries and thus we can prove not only to be competitive enough but also maintain sustainable high quality standards.

Threats

- Weather conditions & Monsoon
- Government Policies/Fiscal policies
- Price Volatility
- Local Market (demand & supply)

Segment Wise Performance

Feed Ingredients:

As this is the core business of the company, the management is making efforts to expand it more and more. In fact, in spite of the global and domestic economic conditions your company has successfully managed to achieve the targets.

Now the company's business is not only limited to the South Asian countries but also expanded successfully to European countries by introducing new products as Guar Meal, Wheat, etc.

Domestic sales too, have done fairly well, with added supply of the products to Eastern & Southern regions of India.

Spices/Food:

This too saw considerable increase in business during the year under review. Your company was encouraged by Spices Board of India by providing the subsidy during the year.

Outlook:

With the startling working results achieved during the year under review, the company's management is hopeful to have a steady growth in the year 2014-15 too. The efforts for new business are continued and the results of the same, as were seen during 2013-14, are expected to yield much more laurels in its kitty in the current year.

During the year 2013-14, company's products were displayed in Livestock Philippines 2013 Expo and we are now planning to attend more exhibitions of international repute in the current year. However, the management will keep on reviewing the planning based on market scenario, currency fluctuations, etc.

We are in close contact with many institutional buyers for domestic sales. We have already reached the domestic market in South India & East India and are further planning to enter other regions also with inclusion of new commodities as per consumer needs ahead.

Internal Control System:

Your Company, which is export based, is both ethically and professionally managed. It has developed an internal structure with proper hierarchy, delegation of authority and ethical values so that assets are safeguarded and the transactions are properly authorised and recorded. The Internal Audit System of the company helps to bring out a systematic and disciplined approach to evaluate and improve the effectiveness of risk management, control and governance which helps in establishing competitive advantage by eliminating avoidable cost.

Financial & Operational Performance:

The revenue from operations showed an increase from Rs. 16225.60 lakhs to Rs. 24220.11 lakhs, registering a growth of 49.3% in turnover, and profit after tax (PAT) from Rs. 188.31 lakhs to Rs. 455.91 lakhs, registering a growth of 142.1% in profitability.

Human Resources:

Employees are assets to the company and your company believes that proper management of human resources is the most important ingredient for achieving excellence in performance and sustainable mutual growth.

Cautionary Statement:

Statements made in "Management Discussion & Analysis" describing projections, company's objectives and planning may be somewhat forward looking within the meaning of applicable laws and regulations. The Actual results might differ depending upon prevailing trends, international business scenario, government policies, demand and availability of products and government support by means of direct or indirect assistance for export of products from time to time.

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

Place: Jaipur
Date : 23rd May, 2014

Sd/-
(J.P. Kanodia)
Chairman & Managing Director
DIN: 00207554

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:

I. CONSERVATION OF ENERGY

Power & Fuel Consumption	2013-14	2012-13
1. Electricity		
(a) Purchased Units	31593	340976
Total Amount (Rs.)	366480	66092
Rate/Unit (Rs.)	11.60	5.16
(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.)	—	—
A. 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. Benefits 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

Place: Jaipur
Date : 23rd May, 2014

Sd/-
(J.P. Kanodia)
Chairman & Managing Director
DIN: 00207554

CORPORATE GOVERNANCE REPORT

I. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

It has always been the company's endeavor 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 Companies Act, 1956 as well as Listing Agreement which requires 50% of the board's strength of Independent Directors. Accordingly the board comprises 5 directors, including one Managing Director(viz. executive director), one non-executive non-independent director and three 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. As per the resolution passed in AGM of the company held on 31.07.2012, a sitting fee of Rs.500/- is paid to each non-executive director for every meeting of the board & committee attended by him.

A. COMPOSITION OF BOARD OF DIRECTORS AS ON 23.05.2014

S.No.	Name of Directors	Designation	Executive Non-Executive Independent	No. of other Directorship in Public Ltd. Companies	No. of other Board / Committee of Which Member
1.	Sh. J. P. Kanodia	Managing Director	Executive Director	-	-
2.	Smt. Madhu Kanodia	Director	Non-Executive Non Independent	-	-
3.	Sh. Amardeep Singh Ahluwalia	Director	Non-Executive Independent	-	-
4.	Sh. Dilip Kumar Joshi	Director	Non-Executive Independent	-	-
5.	Sh. Sanjay Sharma*	Director	Non-Executive Independent	-	-

*Appointed w.e.f. 7 May, 2014

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 is dealt 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. Modifications in the financial policies, whenever required.
5. Transactions pertaining to purchases/disposal of assets.
6. Foreign exchange exposure and risks.
7. Related Party Transactions.
8. Appointment of key managerial personnel.
9. Credit facility from Bank.
10. Compliance with regulatory requirements and review of major outstanding legal issues.
11. Approval of quarterly/half yearly/annual results, after consideration by audit committee.

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 2013-14, seven meetings of **Board of Directors** were held on **29.05.2013, 08.07.2013, 13.08.2013, 01.11.2013, 01.01.2014, 28.01.2014, 03.03.2014**. 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 01.04.2013-31.03.2014	Whether present at AGM
Shri.J.P. Kanodia	7	Yes
Smt. Madhu Kanodia	7	Yes
Shri. Amardeep Singh Ahluwalia	7	Yes
Shri. Dilip Kumar Joshi	7	Yes

III. REMUNERATION OF DIRECTORS

The Managing Director is paid a monthly remuneration of Rs. 1,25,000/- per month as approved in the AGM held on 31.07.2012. To attract and retain the talent, and motivate the managing director Shri J.P. Kanodia and considering his dedication and continued progress of the company, Nomination & Remuneration Committee in their meeting held on 30th April, 2014 recommended increased remuneration payable to managing director Shri J.P. Kanodia, the Board of directors also approved the said increased remuneration in their meeting held on 7th May, 2014, subject to approval in ensuing annual general meeting by special resolution. A sitting fees of Rs. 500/- is paid to each non-executive director for attending each meeting of the Board or Committee.

IV. COMMITTEES OF THE BOARD

A. AUDIT COMMITTEE :

- The said committee comprised of Shri Amardeep Singh Ahluwalia, Shri Dilip Kumar Joshi, independent directors and Shri. J.P. Kanodia, Managing Director.
- Four meetings of the committee were held during the year on 29.05.2013, 13.08.2013, 01.11.2013 and 28.01.2014.
- 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 :

The company focuses on shareholders' satisfaction and enhancing shareholders' value, the shareholders' grievance committee comprised of Shri Amardeep Singh Ahluwalia and Shri Dilip Kumar Joshi, non-executive independent directors. 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 of 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 no meeting of the committee was convened. The Company Secretary acts as a Secretary to the Committee.

**** The said REMUNERATION & APPOINTMENT COMMITTEE has been re-constituted in the name of "NOMINATION AND REMUNERATION COMMITTEE" as per Companies Act, 2013.W.e.f. 21.04.2014.**

D. SHARE TRANSFER COMMITTEE:

In order to consider matters pertaining to transfer, transmission, splitting and duplicate share certificates etc. company has a share transfer committee comprising Shri J.P. Kanodia, Managing Director, Shri Amardeep Singh Ahluwalia and Shri Dilip Kumar Joshi non-executive independent directors. 15 meetings of the committee were convened during the year on 24.05.2013, 25.06.2013, 06.07.2013, 27.08.2013, 09.09.2013, 05.10.2013, 22.10.2013, 08.11.2013, 21.11.2013, 04.12.2013, 17.12.2013, 27.12.2013, 07.02.2014, 22.02.2014 and 06.03.2014. The Company Secretary acts as Secretary to the Committee.

E. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

As per provisions of Section 135 of Companies Act, 2013, Company has constituted a Corporate Social Responsibility (CSR) Committee w.e.f. 23rd May, 2014, of Board of directors comprising of three directors as under:-

1. Mrs. Madhu Kanodia (Chairperson)
2. Mr. Sanjay Sharma
3. Mr. Amardeep Singh Ahluwalia