



25th Annual Report-2017

UNIQUE ORGANICS LIMITED

CIN : L24119RJ1993PLC007148

Board of Directors:

Mr. J.P. Kanodia, Managing Director
Mrs. Madhu Kanodia, Non-executive non-Independent Director
Mr. Sanjay Sharma, Independent Director
Mrs. Vinita Mishra, Non-executive non-Independent Director
Mr. Himanshu Chodhary, Independent Director

Company Secretary & Compliance Officer

Mr. Ramavtar Jangid
Phone : 0141-2521804, E-mail : compliance@uniqueorganics.com

Bankers:

Bank of Baroda, Nehru Place, Tonk Road, Jaipur (Raj.)
Axis Bank, Green House, C-Scheme, Jaipur (Raj.)
State Bank of India, Nhavasheva Port, Navi Mumbai (M.H.)
HDFC Bank, Ashok Marg, C-Scheme, Jaipur (Raj.)

Statutory Auditors:

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

Internal Auditors:

Gourisaria Goyal & Co.
Chartered Accountants
202, IIInd Floor, Radhey Govind Chambers,
Opp. Amber Tower, S.C. Road, Jaipur-302001 (Raj.)

Secretarial Auditors:

M/s. Ruchi Jain & Associates
Company Secretaries
B-37, Ahinsha Marg, Jai Jawan Colony-I,
Tonk Road, Jaipur-302018 (Raj.)

Registrar & Share Transfer Agent:

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

Reg. Office & Works:

E-521, Sitapura Industrial Area, Jaipur-302022 (Raj.)
Phone: +91-141-2770315, Fax: +91-141-2770509
E-mail: unique@uniqueorganics.com

City Office:

O-407, Arihant Plaza, Calgary Eye Hospital Road,
Malviya Nagar, Jaipur-302017 (Raj.)
Phone: +91-141-2521804, Fax: +91-141-2523653
E-mail: compliance@uniqueorganics.com
Website: www.uniqueorganics.com

NOTICE OF THE 25th ANNUAL GENERAL MEETING- 2017

Notice is hereby given that TwentyFifth Annual General Meeting of the members of Unique Organics Limited [CIN: L24119RJ1993PLC007148] will be held on Tuesday, the 26th September, 2017 at 11.30 A.M. at the registered office of the company, at E-521, Sitapura Industrial Area, Sitapura, Tonk Road, Jaipur-302022, Rajasthan (Location Map enclosed at the end) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements as on 31st March, 2017, e.g. Balance Sheet, Profit and Loss and Cash Flow, alongwith Board of Directors Report, Corporate Governance Report and Statutory Auditors Report thereon.
2. To appoint a director in place of Mrs. Madhu Kanodia, (DIN: 00207604) who retires by rotation and being eligible offers herself for re-appointment.
3. To ratify the appointment of M/s. A.K. Meharia & Associates, Chartered Accountants, Kolkata, having Firm Registration Number: 324666E as approved by Members at the Twenty Third Annual General Meeting as Statutory Auditors of the Company, to hold office from the conclusion of this annual general meeting until the conclusion of next Annual General Meeting, and to fix their remuneration.

By Order of the Board
For Unique Organics Limited

Regd. Office:

E-521, Sitapura Industrial Area,
Sitapura, Tonk Road, Jaipur-302022 (Raj.)
Date: 19.08.2017

Ramavtar Jangid
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 20.09.2017 to 26.09.2017 (inclusive both days).
3. The members are requested to notify promptly change of their registered addresses, if any, and register their e-mail address and changes therein, if any at the registered office of the company or directly to the Share Transfer Agent M/s ABS Consultant Pvt. Ltd., Kolkata.
4. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares for ease of

portfolio management. Members can contact the Company or RTA, ABS Consultant Private Limited for assistance in this regard.

5. To support the 'Green Initiative' the Members who have not registered their e-mail addresses are requested to register the same with RTA/Depositories.
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. Corporate members intending to send their authorized representative to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting along with proper ID's.
10. Members are requested to send their queries, if any, at least 10 days in advance of the meeting so that the information can be made available at the meeting.
11. Updation of Members' Details: The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company/Registrars and Transfer Agents to record additional details of Members, including their Permanent Account Number details ("PAN"), email address, bank details for payment of dividend, etc. Further, the Securities and Exchange Board of India ("SEBI") has mandated the submission of PAN by every participant in the securities market.

A form for capturing the above details is appended to this Notice. Members holding shares in physical form are requested to submit the filled in form to the Company or its Registrars and Transfer Agents. Members holding shares in electronic form are requested to submit the details to their respective Depository Participant.

12. Voting through electronic means

1. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company

is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be considered at the 25th Annual General Meeting 2017 by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

IV. The remote e-voting period commences on 23.09.2017 (9:00 am) and ends on 25.09.2017 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, at the close of the business hours on 19.09.2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

V. The process and manner for remote e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:

- (i) Open email and open PDF file attached viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder- Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN 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.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "UNIQUE ORGANICS LIMITED".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on

"Submit" and also "Confirm" when prompted.

- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) 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 signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to caravigupta813@gmail.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM [for members having shares in physical mode or whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

EVEN (Eoting Event Number)	USER ID	PASSWORD/PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. 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).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the close of the business hours on 19.09.2017.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares at the close of the business hours on 19.09.2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll

free no.: 1800-222-990.

- XI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XII. Mr. Ravi Gupta, Chartered Accountant and Partner of M/s. Gourisaria Goyal & Co., Chartered Accountants, Jaipur, has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper/ Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XIV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in

favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- XV. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.uniqueorganics.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
- 13. All documents referred to in the accompanying Notice and Statutory Register, Financial Statements 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 up to the date of Annual General Meeting.

By Order of the Board
For Unique Organics Limited

Regd. Office:
E-521, Sitapura Industrial Area,
Sitapura, Tonk Road, Jaipur-302022 (Raj.)
Date: 19.08.2017

Ramavtar Jangid
Company Secretary

BOARD OF DIRECTORS' REPORT

To,
The Members of
Unique Organics Limited

Your directors are pleased to present the Twenty Fifth Annual Report of the company together with the Audited Financial Statement for the year ended on 31st March, 2017, as follows:

FINANCIAL SUMMARY: (₹ In Lakhs)

Particulars	As at 31.03.2017	As at 31.03.2016
Revenue from operations	3176.55	12,441.34
Other Income	41.75	76.42
Total Operational Cost	3278.04	12,216.37
Finance Cost	60.54	150.58
Depreciation	15.49	14.10
Tax Provision	0.14	42.56
Net Profit (Loss)	-135.91	94.15
Paid-up share capital	595.30	595.30
Net surplus in Profit & Loss	370.15	506.06
Total Reserves & Surplus	532.94	668.85

STATEMENT OF COMPANY'S AFFAIRS / COMPANY'S WORKING:

Your company is presently engaged in trading activities of agri commodities.

In the field of animal feed and food ingredients, both international and domestic market witnessed an unexpected downward trend resulting in sharp decline of our exports as well as domestic sales.

In International front, the prices of raw material for animal feed of Indian origin were still non-competitive and hence the demand of Indian origin products continued to be less.

In domestic front, Poultry and Cattle feed industry was deeply affected by sudden price fluctuation of raw materials as well as cheaper imported raw material. It was an unusual situation for Poultry and Cattle feed industry since more industries were reporting operational loss, thus destroying their financial structure and liquidity.

It is a disturbing feature that one of our major buyer Amrit Group of Companies, defaulted by the tune of Rs.9.8 cr. and your company is taking all possible measures in this regard.

Your company reported a total revenue of Rs. 3218.31 Lakhs and net Loss of Rs. 135.91 Lakhs during the period under review.

Your company is continuously working to add new products and market - both for domestic and international- in the supply portfolio of the company.

The manufacturing facility of your company is now fully operational and the facility is being utilized for

- Cattle feed manufacturing in mesh form under its own Brand 'ROHINI' as well as on job work basis.
- Pulverizing and mixing of herbs services on job work basis specially for The Himalaya Drugs Company.
- Despite all teething difficulties being faced, the company is moving ahead with a positive outlook and is hopeful of improved conditions in the current financial year.

DIVIDEND:

No dividend is recommended for the financial year 2016-17.

RESERVES:

No amount transferred to the general reserve during the year 2016-17.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

During the year under review no loans or guarantees given or investment made, covered under Section 186 of the Companies Act, 2013. For details about past transactions, please refer the note No. 15 to the financial statement provided in this Annual Report.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES:

Particulars of contracts or arrangements with related parties referred to in Section 188 of the Companies Act, 2013, in the prescribed form AOC-2, is appended as Annexure 1 to the Board's Report.

DEPOSITS:

The company has not invited/accepted any public deposit whether covered under Chapter V of the Companies Act, 2013 or not and, as such, no amount of principal or interest remained unpaid or unclaimed as at the Balance Sheet date.

QUALIFICATIONS, RESERVATION OR ADVERSE REMARK IN AUDIT REPORTS:

There is no adverse remark or qualification or any disclaimer remark against the Company by

- the statutory auditor in its audit report; and
- the company secretary in practice in its secretarial audit report.

CHANGE IN THE NATURE OF BUSINESS:

The main activity of the company is the export of agri commodities, spices, feed meals etc., but to strengthen the domestic market and as a part of diversification of business, company started manufacturing cattle feed, job work of pulverizing of herbs, roots, medicinal plants spices & other grinding work from this year and exploring for new products and markets as well.

EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS:

There are no such changes/ commitments/events or material changes occurred affecting the financial position of the Company between the end of the financial year (i.e. 31.03.2017) and the date of this report.

SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS:

The Company has not received any significant/ material orders from the statutory regulatory bodies/ courts/ tribunals impacting the going concern status and company's operations in future.

DETAILS OF SUBSIDIARY/ JOINT VENTURES/ ASSOCIATE COMPANIES:

There was no subsidiary, joint venture or associate company of Unique Organics Limited during the year under review.

DETAILS OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS:

Your Company 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 authorized and recorded. With reference to the financial statements, the Company has a continuous monitoring mechanism through Audit Committee, Internal Audit and multistage checking of vouchers and documents which enables the organization to maintain with the same standard of the financial control systems and helps them in managing any default on timely basis because of strong reporting mechanism followed by the company. The Internal Audit System of the company helps to bring out a systematic and disciplined approach to evaluate and improve the effectiveness of internal financial control.

LISTING OF SHARES:

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

CORPORATE GOVERNANCE:

Your company has proactively been following the best practices adopted by good corporates in India. The report on Corporate Governance required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, forms a part of this report. The Auditor's certificate on the compliance of Corporate Governance is attached as Annexure 2 and forms a part of this report.

All board members and senior management have affirmed compliance with Code of Conduct under SEBI (LODR) Regulations, 2015, Companies Act, 2013 and Code of Conduct on SEBI (PIT) Regulations, 2015 on annual basis.

BOARD MEETINGS:

The Board of Directors met 9 (nine) times during the financial year 2016-17, on 25.05.2016, 13.07.2016, 01.08.2016, 31.08.2016, 05.09.2016, 11.11.2016, 03.01.2017, 09.02.2017 and 28.03.2017. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013 read with rules thereunder and Listing Agreement/ SEBI (LODR) Regulations, 2015.

COMMITTEES OF DIRECTORS:

The Board has six committees: Audit Committee, Nomination & Remuneration Committee, Corporate Social Responsibility Committee, Stakeholders Relationship Committee, Internal Complaint Committee and Share Transfer Committee. All committees are formed as per prevailing laws and have proper combinations of independent and non-independent directors in composition.

A detailed note on the Board and its committees is provided under the Corporate Governance Report section in this Annual Report.

PARTICULARS OF EMPLOYEES:

Particulars of employees in accordance with the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is appended in Annexure 3 to the

Board's Report.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMAN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013.

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Woman at the workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaint Committee (ICC) has been setup to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

No complaint pertaining to sexual harassment at workplace, was received during the year under review.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION:

Company has constituted Nomination and Remuneration Committee (Details of which is part of Corporate Governance Report in this Annual Report) and adopted Nomination and Remuneration Policy formulated in compliance with Section 178 of the Companies Act, 2013 read with rules thereunder and of the SEBI (LODR) Regulations, 2015. The said policy includes criteria for determining qualifications, positive attributes, independence of directors and other matters provided. The said policy is appended as Annexure 4 to this Report and also available on Company's website on below web-link: <http://www.uniqueorganics.com/cg.php>

DIRECTORS:

a) Changes in Directors and Key Managerial Personnel

- During the year, Mr. Dilip Kumar Joshi independent director (DIN: 01130637) resigned from the office due to personal reasons and short of time w.e.f. 23rd Dec. 2016.

b) Declaration by an Independent Director(s)

- Company received declarations from its independent directors Shri Dilip Kumar Joshi, Shri Sanjay Sharma and Shri Himanshu Chodhary under sub section (7) of section 149 of the Companies Act, 2013 confirming that they meet the criteria as laid down in Section 149(6) of the Companies Act, 2013 read with rules thereunder and SEBI (LODR) Regulations, 2015.

c) Performance Evaluation of Board and re-appointment

The company has developed and implemented a policy for formal annual evaluation. The Committee/Board evaluated the performance of Board, its Committees, and its individual directors including Chairman/Managing Director and Independent Directors of the Company with reference to the authority under the Policies of the Company framed in accordance with the relevant provisions of Companies Act, 2013 read with rules thereunder, Listing Agreement and based on their functions and the criteria for the evaluation of the performance as prescribed in the policy. Evaluation of Independent Directors were carried on by the entire Board in the same way as it is done for the Executive Directors/Non-Independent Directors of the Company except the Director getting evaluated keeping in view the inputs provided by Nomination & Remuneration Committee. The Policy on

Annual Performance Evaluation of the Board, its Committee's and individual directors is appended as Annexure 5 to this report and also available on Company's website at below web-link:

<http://www.uniqueorganics.com/cg.php>

Mrs. Madhu Kondia, (DIN: 00207604) 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. The Board recommends her re-appointment.

d) Familiarization Program for Directors:

The newly independent directors inducted in to the Board, generally attends an orientation programme at his convenient time. The details are provided in Corporate Governance Report.

DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to provisions of clause (c) of sub-section (3) of section 134 of the Companies Act, 2013, your directors hereby state that:

- in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- 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 the year ended on that date;
- the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- the directors have prepared the annual accounts on a going concern basis;
- the directors, laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and are operating effectively; and
- the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

STATUTORY AUDITORS:

M/s A.K. Meharia & Associates, Chartered Accountants, Kolkata, were appointed as Statutory Auditors of your Company at the Annual General Meeting held on 18th August, 2015 for a term of five consecutive years (F.Y. 2015-16 to F.Y. 2019-20). As per the provisions of Section 139 of the Companies Act, 2013, the appointment of Auditors is required to be ratified by Members at every Annual General Meeting.

SECRETARIAL AUDITOR AND REPORT:

M/s Ruchi Jain & Associates, Company Secretaries, B-37, Ahinsha Marg, Jai Jawan Colony-I, Tonk Road, Jaipur (Raj.) were appointed as Secretarial Auditor to conduct the secretarial audit

of the company for the financial year 2016-17, as required under Section 204 of the Companies Act, 2013 and Rules thereunder. The secretarial audit report for the financial year 2016-17 forms part of the Report as an Annexure 6.

AUDIT COMMITTEE:

In compliance of the provisions of Section 177 of the Companies Act, 2013 read with Rules thereunder and Regulation 18 of the SEBI (LODR) Regulations, 2015, company has an audit committee comprising Shri J.P. Kanodia, managing director as Chairman of the Committee, Shri Sanjay Sharma, independent director & Shri. Himanshu Chodhary, independent director as members. The Committee functions with the powers and responsibilities as specified in the Companies Act, 2013 read with rules thereunder, Regulation 18 of the SEBI (LODR) Regulations, 2015 and other applicable law, if any.

VIGIL MECHANISM / WHISTLE BLOWER POLICY:

In compliance of the provisions of Section 177 of the Companies Act, 2013 and Regulation 22 of the SEBI (LODR) Regulations, 2015, Company has established a Vigil Mechanism (Whistle Blower policy) and formulated a Policy in order to provide a framework to the directors and employees of the company a responsible and secure whistle blowing/ vigil mechanism to report genuine concerns to the Chairman of the Audit Committee. And that Company hereby affirms that no personnel have been denied access to the audit committee. More details about the policy and procedure are stated in Corporate Governance Report forming part of this Annual Report.

RISK MANAGEMENT POLICY/PLAN:

The Company has developed and established a risk management policy/ Plan for the Company which sets out a framework for identification of elements of Risk, if any which in the opinion of the Board may threaten the existence of the Company and has devised a proper system of risk management and internal compliance and control through its Board, Audit Committee, KMP's and other Senior personnel of the Company.

SHARE CAPITAL:

There was no change in the Share Capital during the year under review as under:

a) Issue of equity shares with differential rights

The company didn't issue any equity shares with differential rights or other securities during the year under review.

b) Issue of sweat equity shares

The company didn't issue any Sweat equity shares during the year under review.

c) Issue of employee stock options

The company didn't issue any ESOP during the year under review.

d) Provision of money by company for purchase of its own shares by employees or by trustees for the benefit of employees

Company didn't make any Scheme or Provision of money for purchase of its own shares by employees or by trustees

for the benefit of employees during the year under review.

CORPORATE SOCIAL RESPONSIBILITY (CSR):

Company has constituted the Corporate Social Responsibility (CSR) Committee of Directors in accordance with the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility) Rules, 2014. The brief outline of the CSR Policy, including overview of the programs/ activities undertaken/ to be undertaken, the composition of the CSR Committee, average net profit of the Company for the past three financial years are given in the policy. Company didn't spend on CSR during the financial year 2016-17, owing to losses maintained and non-availability of liquidity, as also explained in Annexure 7 to this Report. Details about the CSR Policy and initiative taken by the Company during the previous years are available on Company's website on investor page under CSR menu. <http://www.uniqueorganics.com/csr.php>

EXTRACTS OF ANNUAL RETURN:

In accordance with Section 134(3)(a) of the Companies Act, 2013, an extract of the annual return in prescribed format (MGT-9) is appended as Annexure 8 to the Board's Report.

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

Having 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 134 of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014, the requisite particulars are furnished at Annexure 9 given hereto forming part of this Report.

Foreign exchange earnings and outgo are furnished as under:

FOREIGN EXCHANGE EARNINGS & OUTGO:

(₹ in Lakhs)

Particulars		2016-17	2015-16
Foreign Exchange Earnings	Export	2590.56	4427.76
Foreign Exchange Outgo:	Brokerage,	58.20	83.61
claims & deductions Expenses			
CIF Value of Imports		48.23	395.94

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.

MANAGEMENT DISCUSSION & ANALYSIS:

Your directors are glad to present below the management discussion and analysis for the year 2016-17:

Industry structure and developments:

The de-oiled meals export during the start of the year 2016-17, showed sudden fall however, it started improving marginally during the end of the year. The decrease in export was concentrated not only to de-oiled meals but also spices, grains

and other products.

Domestic sector could also not remain unaffected from this. However, the growth prospects are still high as Rapeseed meal, Soyabean meal, Maize, etc are indigenous raw material for the cattle feed industry.

Despite various macro-economic challenges your company is expecting an increased growth rate during the year 2017-18 from collective efforts in exports and domestic sector.

Opportunities:

Management is of the opinion that the efforts must be made to utilize the strengths of the company. Since, your company has its own manufacturing set up which is fully operational also, more efforts are being made on the more organised marketing of the products and the services provided by your company.

Your company is backed by following major strengths:

- Continuous Marketing efforts
- Well established running manufacturing facility
- Goodwill in the market
- Team of professionals lead by active management

Threats:

As agriculture market is affected by unforeseen circumstances, your company might be affected by following factors:

- Weather conditions & uncertain Monsoon conditions.
- Government Policies/Fiscal policies.
- Price Volatility.
- Local market (demand & supply).
- International market (being cheaper in other countries may help them to be more price competitive).
- Changing purchasing patterns across the Globe.

Your company's performance has to be viewed in context of the aforesaid economic and market environment.

Segment-wise performance:

a) Feed Products:

Cattle feed ingredients constitute the major portion in your company's product portfolio.

Though international prices are providing stiff competition to Indian origin products, your company is expecting the situation will improve with GST implication.

Hence, your company is of the view to keep the balanced marketing strategies strong enough and minimize the risk-taking practices as the market is not supportive.

b) Spices/Food:

Your company succeeded in generating business from various exhibitions and added new products in its kit.

With manufacturing facilities now being utilized, the company is making efforts for domestic expansion. Overall, the sector is showing positive outlook with lesser overhead expenses.

Outlook:

The outlook for the coming year 2017-18, is good. The company has already started promoting its Cattle Feed Brand 'ROHINI' and exploring more opportunities for its herbal processing plant.

In export segment also, new products and markets are gradual progress what steadily being added which is a good sign for future growth.

Risk and concerns:

Your company had a Risk Management Policy , which helps in identifying the existing and future risks , assessment of the risks viz-a-viz potential control measures.

The commodity based businesses are likely to be affected by weather, demand , currency rates, duties and taxes levied at a point of time , etc. The business will directly depend upon the growth of the cattle feed Industry.

Macro-economic factors including political and economic developments, legislative changes , natural calamities ,competitiveness, etc. which affect the agriculture sector would generally affect your company's business also.

Internal Control System:

Your company is driven by ethics and believes in the concept of professionalism. For managing the complexities of growing business, your company has made internal systems which help out in completing the tasks, in a professional manner. All employees of the company have pre-defined roles to perform which are monitored from time to time and this helps to make sure that systematic and disciplined way of working is followed. An Internal Audit Control has been developed which helps to evaluate and improve the effectiveness of risk management and governance. This helps in getting an edge in this competitive market and eliminating the avoidable costs.

Financial and Operational Performance:

Total revenue from operations showed a decline from Rs. 12517.76 lakhs to Rs. 3218.31 lakhs, decline by 74.47% in turnover, and profit after tax (PAT) from Rs. 94.15 lakhs to Rs. (135.91) lakhs, decline in profitability due to various micro and macro-economic factors.

Human Resources:

With a belief that employees are the assets of the company, your company is committed for proper utilization of its human

resources with an aim to achieve professional excellence and sustainable mutual growth. As on 31st March, 2017, Company has 15 Employees on its roll.

Cautionary Statement:

Some of the statements made in "Management Discussion & Analysis" describing projections, estimates ,company's objectives and planning may be somewhat forward looking within the meaning of applicable laws and regulations. The Actual results might differ substantially or materially 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 for their continued support. For the continuous support and meticulous efforts of Dealers, Business Associates and employees for maintaining confidence in 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: 19.08.2017

J.P. Kanodia
Chairman & Managing Director
DIN: 00207554