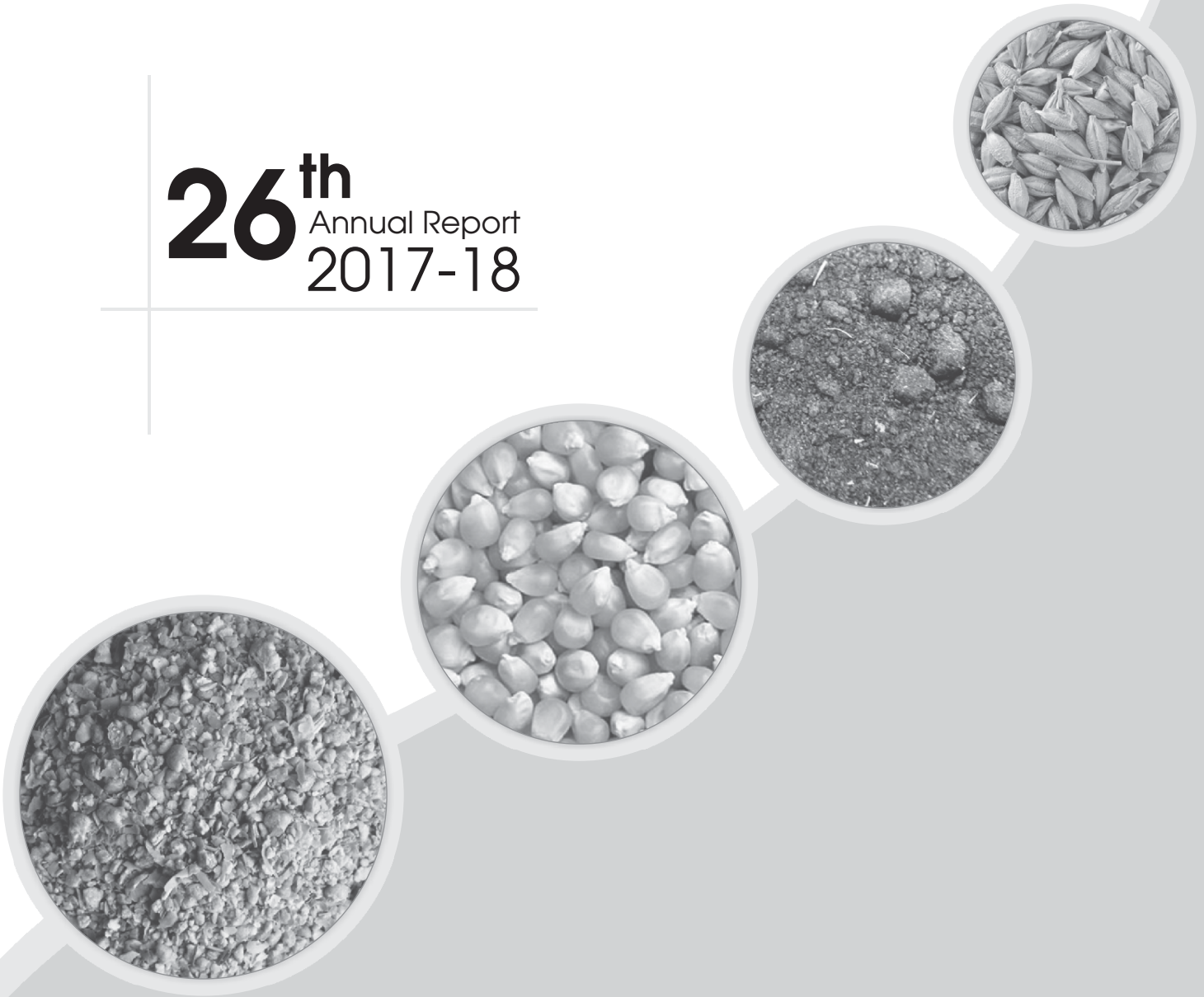


**26<sup>th</sup>** Annual Report  
2017-18



**UNIQUE ORGANICS LIMITED**

CIN : L24119RJ1993PLC007148

### Board of Directors:

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

### Company Secretary cum Compliance Officer:

**Mr. Ramavtar Jangid,**  
Phone: +91-141-2770315 / 2770509  
E-mail: [compliance@uniqueorganics.com](mailto: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, 5<sup>th</sup> Floor, Kolkata-700001 (W.B.)

### Internal Auditors:

**Gourisaria Goyal & Co.**  
Chartered Accountants  
202, IInd 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](mailto:absconsultant@vsnl.net)

### Reg. Office & Works:

E-521, Sitapura Industrial Area, Jaipur-302022 (Raj.)  
Phone: +91-141-2770315 / 2770509  
E-mail: [unique@uniqueorganics.com](mailto:unique@uniqueorganics.com)  
Website: [www.uniqueorganics.com](http://www.uniqueorganics.com)

## NOTICE OF THE 26<sup>th</sup> ANNUAL GENERAL MEETING - 2018

Notice is hereby given that Twenty Sixth Annual General Meeting of the members of Unique Organics Limited [CIN: L24119RJ1993PLC007148] will be held on Tuesday, the 25<sup>th</sup> September, 2018 at 11.30 A.M. at the registered office of the company, at E-521, Sitapura Industrial Area, Tonk Road, Jaipur-302022, Rajasthan (*Location Map enclosed at the end*) to transact the following business:

### ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors ('the Board') and auditors thereon.
2. To appoint a director in place of Mr. J. P. Kanodia (M.D.), (DIN:00207554) who retires by rotation and being eligible offers himself for re-appointment.

### SPECIAL BUSINESS:

3. Levy of Charges for delivery of any document to member through a particular mode requested by such member.  
To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:-

**"RESOLVED THAT** pursuant to provisions of Section 20 of the Companies Act, 2013 and other applicable provisions, if any, of the said Act and relevant rules prescribed there under, whereby a document may be served on any member by the company by sending it to him by post or by registered post or by speed post or by courier or by delivering to his office or address, or by such electronic or other mode as may be prescribed, the consent of the company be and is hereby accorded to charge from the member the fee in advance equivalent to the estimated actual expenses of delivery of the documents, pursuant to any request made by the shareholder for delivery of such document to him, through a particular mode of services mentioned above provided such request along with requisite fee has been duly received by the company at least one week in advance of the dispatch of document by the company and that no such request shall be entertained by the company post the dispatch of such document by the company to the shareholder."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, directors or key managerial personnel/ Company Secretary of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution."

By Order of the Board  
For **Unique Organics Limited**

### Regd. Office:

E-521, Sitapura Industrial Area,  
Sitapura, Tonk Road, Jaipur-302022 (Raj.)  
Date: 21.08.2018

**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 19.08.2018 to 25.09.2018 (inclusive both days).
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, 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.
5. 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.
6. Members whose shareholding is in electronic mode are requested to direct change of address notifications and updates of bank account details to their respective depository participant(s). We urge the members to utilize the Electronic Clearing System (ECS) for receiving dividends.
7. To support the 'Green Initiative' the Members who have not registered their e-mail addresses are requested to register the same with RTA/Depositories.
8. Shareholders are requested to bring their copies of Annual Report to the meeting.
9. 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.
10. 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.
11. 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.
12. Brief resume including experience, other directorship and committee membership of the persons proposed for re-appointment as Director, is given in Statement pursuant to Section 102(1) of the Companies Act, 2013 in this Report.
13. Route-map of the AGM venue, pursuant to the Secretarial Standard on General Meetings, is also annexed at the end of the report.

14. All documents referred to in the accompanying Notice with Explanatory Statement 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.

**15. First Reminder of letter to Shareholders for updating of BANK, PAN details and advice to convert physical holding in demat:**

I. Pursuant to proviso inserted in Regulation 40(1) of SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015 vide Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 issued by the Securities and Exchange Board of India, requests for transfer of shares cannot be processed unless the shares are held in dematerialized form.

Please note that except in case of transmission or transposition of Securities, requests for effecting transfer of securities shall not be processed on or after **December 5, 2018** unless the securities are held in dematerialized form with a depository.

You are, therefore, requested to convert your shares from physical to demat mode at the earliest, to comply with the legal provisions for transfer of shares prescribed by the Securities and Exchange Board of India. In case you do not have any demat account, you may contact your nearest Depository Participant (DP), who will guide you in opening the same.

II. Pursuant to the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, all listed Companies are required to make payment of dividend, if declared, to investors through electronic mode and to maintain Bank details of investors. We would like to have your bank account, PAN and email id's for speedy communication and disbursement of dividend paid, if any directly to your bank a/c. therefore we request you to kindly fill up the enclosed form with your personal bank account details, sign the form and arrange to dispatch the same (along with required documents as mentioned in attached reminder letter) directly to our RTA-ABS Consultant Pvt. Ltd., 99, Stephen House, 6<sup>th</sup> Floor, 4 B.B.D. Bag [East], Kolkata – 700 001.

**First reminder of the detailed original letter dated 27<sup>th</sup> July 2018, sent to you earlier through Registered Post/ Speed Post w.r.t compliance of the above mentioned Circulars, is annexed with this Report for your reference.**

**16. Voting through electronic means**

I. 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 26<sup>th</sup> Annual General Meeting 2018 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 process and manner for remote e-voting are as under:**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

Step 1: Log in to NSDL's e-voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL's e voting system.

**Step 1**

How to log in to the NSDL e-voting website

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the homepage of the e-voting system is launched, click on the icon, 'Login', available under 'Shareholders'.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL e-services, i.e. IDEAS, you can log in at <https://eservices.nsdl.com/> with your existing IDEAS log-in details. Once you log in to NSDL e-services using your log-in credentials, click on 'e-Voting' and proceed to Step 2, i.e., cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares, i.e., Demat (NSDL or CDSL) or Physical	User ID
a) For members who hold shares in demat accounts with NSDL.	8-character DP ID followed by 8-digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your User ID is IN300***12*****.
b) For members who hold shares in demat account with CDSL.	16-digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For members holding shares in physical form.	EVEN, followed by Folio Number registered with the company For example, if your EVEN is 101456, and Folio Number is 001***, then your User ID is 101456001***.



5. Your password details are given below :
  - a) If you are already registered for e-voting, then you can use your existing password to log in and cast your vote.
  - b) If you are using the NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password', and change your password, as prompted by the system.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you by NSDL from your mailbox. Open the email and open the attachment (it will be a .pdf file). Open the file. The password to open the file is your 8-digit client ID for your NSDL account, or the last 8 digits of your CDSL client ID, or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you have not received the 'initial password', or are unable to retrieve it, or have forgotten your password :
  - a) Click on the 'Forgot User Details / Password?' (for those holding shares in demat accounts with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) A 'Physical User Reset Password?' (for those holding shares in physical mode) option is also available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are unable to get your password following the aforesaid options, you can send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number / folio number, your PAN, your name, and your registered address.
7. After entering your password, agree to the terms and conditions by checking the box.
8. Next, click on the 'Login' button.
9. After you click on the 'Login' button, the homepage of e-voting will open.
3. Select the 'EVEN' of the company for which you wish to cast your vote.
4. Now you are on the voting page and ready for e-voting.
5. Cast your vote by selecting appropriate options, i.e., assent or dissent, verify / modify the number of shares for which you wish to cast your vote, and click on 'Submit'. Also click on 'Confirm' when prompted.
6. Upon confirmation, the message, 'Vote cast successfully', will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Please remember that you are not allowed to modify your vote once you confirm your vote on a resolution.

#### General guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [caravigupta813@gmail.com](mailto:caravigupta813@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended that you do not to share your password with any other person and take utmost care to keep your password confidential. Log in to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details / Password?' or the 'Physical User Reset Password?' option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com), to reset the password.
3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for shareholders and the e-voting user manual for shareholders available in the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com), or call on the toll-free no.: 1800-222-990, or contact Pallavi Mhatre, Assistant Manager, National Securities Depository Ltd., Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email address: [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in) or at telephone no. +91 22 2499 4545 who will also address grievances connected with voting by electronic means.
4. The remote e-voting period commences on 22.09.2018 (9:00 am) and ends on 24.09.2018 (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 18.09.2018, 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.
5. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice convening the AGM and up to the cut-off date i.e. 18.09.2018, may obtain his login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

#### Step 2

How to cast your vote electronically on the NSDL e-voting system

1. After successfully logging in following Step 1, you will be able to see the e-voting homepage. Click on 'e-Voting'. Then, click on 'Active Voting Cycles'.
2. Upon clicking on 'Active Voting Cycles', you will be able to see the 'EVEN' of all the companies in which you hold shares and whose voting cycles are in 'active' status.

6. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the relevant date i.e. 18.09.2018
- V. 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.
- VI. 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.
- VII. 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.
- VIII. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company at [www.uniqueorganics.com](http://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.

By Order of the Board  
For Unique Organics Limited

**Regd. Office:**

E-521, Sitapura Industrial Area,  
Sitapura, Tonk Road, Jaipur-302022 (Raj.)  
Date: 21.08.2018

**Ramavtar Jangid**  
Company Secretary

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

**Item No. 2**

Mr. J.P. Kanodia, 52 years old, has a Bachelor's degree in Commerce from St. Xavier's College, Kolkata. He has over 27 years of rich experience in spices and agri commodities. His line of experience has been in the overall managerial sphere.

He has been on Company's Board since incorporation of the Company i.e. January 1993 and at present he is Managing Director of the Company and also the Chairman of the Audit Committee and Share Transfer Committee of the Company.

Mr. J.P. Kanodia being promoter director of the Company, 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.

His previous re-appointment as managing director was done by Board of Directors in its meeting held on 13<sup>th</sup> July, 2016 which was further approved by shareholders at the 24<sup>th</sup> Annual General Meeting 2016. His appointment was subject to liable retire by rotation and this retire by rotation will not constitute any break or gap of his service as Managing Director.

Please refer to the Corporate Governance Report for details on shareholding and number of meetings of the Board attended during the year respectively.

The Notice together with this Statement may be regarded as a disclosure under Regulation 36(3) of SEBI (LODR), Regulations, 2015.

None of the Directors and Key Managerial Personnel except Mr. J.P. Kanodia and Mrs. Madhu Kanodia is concerned or interested financially or otherwise in the Resolution.

**Item No. 3**

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by registered post, by speed post, by electronic mode, or any other modes as may be prescribed. Further a member may request the delivery of document through any other mode by paying such fees as maybe determined by the members in the Annual General Meeting. Accordingly, the Board recommends the passing of the Special Resolution at Item No. 6 of the accompanying Notice for members approval. None of the Directors and the Key Managerial Personnel of the Company and their respective relatives are concerned or interested in the passing of the above resolution.

By Order of the Board  
For Unique Organics Limited

**Regd. Office:**

E-521, Sitapura Industrial Area,  
Sitapura, Tonk Road, Jaipur-302022 (Raj.)  
Date: 21.08.2018

**Ramavtar Jangid**  
Company Secretary

## BOARD OF DIRECTORS' REPORT

To,  
The Members of  
Unique Organics Limited

Your directors are pleased to present the Twenty Fourth Annual Report of the company together with the Audited Financial Statement for the year ended on 31<sup>st</sup> March, 2018, as follows:

### FINANCIAL SUMMARY: (Rs. In Lakhs, except EPS)

Particulars	As at 31.03.2018	As at 31.03.2017
Revenue from operations	3,858.22	3,176.55
Other income	29.10	41.75
<b>Total revenue</b>	<b>3,887.32</b>	<b>3,218.30</b>
<b>Expenses:</b>		
(a) Cost of materials consumed	421.36	5.11
(b) Purchases of stock-in-trade	2,571.31	2,634.61
(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	215.53	17.68
(d) Employee benefits expense	72.78	100.85
(e) Finance costs	78.28	60.54
(f) Depreciation and amortisation expense	15.06	15.49
(g) Other expenses	488.61	519.39
<b>Total expenses</b>	<b>3,862.93</b>	<b>3,353.67</b>
<b>Profit/ (loss) before exceptional items and tax</b>	<b>24.39</b>	<b>(135.37)</b>
Exceptional items	-	-
<b>Profit/ (loss) before tax</b>	<b>24.39</b>	<b>(135.37)</b>
<b>Tax expense</b>		
(1) Current tax	1.69	-
(2) Deferred tax expense	(7.93)	0.27
<b>Profit/(Loss) for the period</b>	<b>30.63</b>	<b>(135.64)</b>
Profit (loss) from discontinued operations	-	-
Tax expenses of discontinued operations	-	-
<b>Profit/ (loss) from discontinued operations (after tax)</b>	<b>-</b>	<b>-</b>
<b>Profit / (Loss) for period</b>	<b>30.63</b>	<b>(135.64)</b>
<b>other comprehensive income</b>	<b>0.30</b>	<b>(0.27)</b>
<b>Total Comprehensive Income for the period (XIII+XIV) (Comprising Profit (Loss) and other Comprehensive Income for the period)</b>	<b>30.93</b>	<b>(135.91)</b>
Paid-up equity share capital (F.V. of Rs. 10/-)	595.30	595.30
<b>Earnings per equity share</b> (for discontinued and continuing operations)		
(a) Basic	<b>0.51</b>	<b>(2.28)</b>
(b) Diluted	<b>0.51</b>	<b>(2.28)</b>

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

Your company is engaged in the manufacturing of ruminant feed and trading of agriculture commodities. During the year under review, the export activities were focused on animal feed ingredients and spices. The market of products like Maize, soybean meal and grains continue to be highly fluctuated and the exports of oil meals has declined nationally during the year under review. Your company identified the scope of organic feed ingredients and has been focusing on its exports. Further, your company is working to identify more such high demand products and is hopeful of developing a good market base.

The company did not participate in any trade fair during the year. For the coming years, your company will be evaluating the scope of various trade fairs and accordingly will make to participate in the same.

As informed in the previous Annual Report, a major domestic buyer of your company defaulted. Your company has initiated legal action against the company for the recovery of the dues. The proceedings are undergoing in the courts.

The manufacturing facilities of your company were fully utilized. It was used for the pulverizing, blending of herbs and spices and for production of cattle feed and other products for ruminant's health under their brand name 'ROHINI'. As per company's policy, ethics and quality are maintained at all the levels of the production.

By making best possible use of the available resources, during the year under review, the company recovered from a net loss of Rs. 135.91 Lakhs in F.Y. 2016-17 to a net profit of Rs. 30.93 Lakhs during FY 2017-18.

Your company is moving ahead with a positive outlook and is hopeful of improved performance in the coming years.

### DIVIDEND:

No dividend is recommended for the financial year 2017-18.

### RESERVES:

No amount transferred to the general reserve during the year 2017-18.

### 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 relevant notes 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.

## REPORTING OF FRAUDS BY AUDITORS:

During the year under review, neither the statutory auditor nor the secretarial auditor has reported to the audit committee, under Section 143 (12) of the Companies Act, 2013, any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the Board's report.

## CHANGE IN THE NATURE OF BUSINESS:

The main activity of the company is the export of Agri commodities, spices, animal feed meals etc., but to strengthen the domestic market and as a part of diversification of business, company started to manufacture and sale of range of cattle feed products in its own brand name of "ROHINI" from last year as well as processing of medicinal & herbal items on job work basis.

## 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. 31.03.2018) 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 or regulatory bodies/courts/tribunals impacting the going concern status and company's operations in future.

## DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES:

The Company no subsidiary, joint venture or associate company 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 at various stages and then recorded. With reference to the financial statements, the Company has a continuous monitoring mechanism through Audit Committee, Internal Audit and multi-stage 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 Corporate Governance required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, forms a part of this report. Independent Auditors Certificate on 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 Clause 49/ 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 2017-18 on 17.04.2017, 27.05.2017, 11.08.2017, 19.08.2017, 12.09.2017, 28.10.2017, 28.11.2017, 09.02.2018 and 28.03.2018. 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, Share Transfer Committee and Internal Complaint 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.

## 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 SEBI (LODR) Regulations, 2015. The full text of said policy is available on Company's website on below web-link: <http://www.uniqueorganics.com/cg.php>

Salient features of the policy regarding criteria for determining qualifications, criteria of Making Payments to Directors, independence of directors and other matters are as under:

- The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his / her appointment, as per Company's Policy.
- Remuneration/ Commission etc. to be paid to Managing Director / Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013, Schedule V of



the Act and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.

- The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013 read with rules thereunder and provisions of SEBI (LODR) Regulations, 2015. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors and members from time to time.
- The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay reflecting their short term and long term performance and working, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.
- An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.
- An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of an ordinary resolution by the Company and disclosure of such appointment in the Board's report.
- The Committee may recommend with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the Companies Act, 2013, rules and regulations and the policy of the Company.
- There has been no change in the remuneration policy during the financial year.

#### 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.

Company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women 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.

#### DIRECTORS:

##### a) Changes in Directors and Key Managerial Personnel

- There were no changes in Directors and key managerial personnel during the year under review.

##### b) Declaration by an Independent Director(s)

- Company received declarations from its independent directors, 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 provisions of 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 shall evaluate 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 shall be 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 4 to this report and also available on Company's website at below web-link: <http://www.uniqueorganics.com/cg.php>

Mr. J.P. Kanodia, Managing 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. The Board recommends her re-appointment.

##### d) Familiarization Program for Directors:

The newly independent directors inducted in to the Board, generally attend an orientation program 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:

- a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) 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;
- c) 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;

- d) the directors have prepared the annual accounts on a going concern basis; and
- e) 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.
- f) 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 18<sup>th</sup> 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 was required to be ratified by Members at every Annual General Meeting. However in accordance with Companies Amendment Act., 2017, enforced on 7<sup>th</sup> May, 2018, by the Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified by every 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.) was appointed as Secretarial Auditor to conduct the secretarial audit of the company for the financial year 2017-18, as required under Section 204 of the Companies Act, 2013 and Rules thereunder. The secretarial audit report for the financial year 2015-16 forms part of the Report as an Annexure 5.

#### 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 & Shri. Himanshu Chodhary, independent directors as members of the Committee. 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 etc are available at below web-link: <http://www.uniqueorganics.com/csr.php>

Regarding the applicability of CSR provisions on Company for the F.Y. 2017-18. As per amended Sec. 135 of the Co. Act, 2013 and rules thereunder, Company is not coming under purview of CSR laws and not liable to spend any amount on CSR activities for the F.Y. 2017-18.

Although has unspent amount for previous year against which, Company has spent partial amount on CSR activities, the same have been disclosed in Annexure 6 to this Report.

#### ANNUAL RETURN:

In accordance with Section 134(3)(a) of the Companies Act, 2013, the web address where annual return referred to in sub-section (3) of section 92 has been placed is as under: <http://uniqueorganics.com/companyinfo.php>

#### DISCLOSURE ON MAINTENANCE OF COST RECORDS:

Maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, is not applicable on Company, accordingly such accounts and records are not made and maintained.

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

Energy cost constituted a small proportion of the total cost and there is not much scope for energy conservation. Pursuant to section 134 of the Companies Act, 2013, read with the