

27th **ANNUAL REPORT** **2018-19**

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 : 0141-2770315, 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, 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

Reg. Office & Works:

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

NOTICE OF THE 27th ANNUAL GENERAL MEETING - 2019

Notice is hereby given that Twenty Seventh Annual General Meeting of the members of Unique Organics Limited [CIN: L24119RJ1993PLC007148] will be held on Friday 27th September, 2019 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, 2019 and the reports of the Board of Directors ('the Board') and auditors thereon.
2. To appoint a director in place of Mrs. Vinita Mishra (DIN: 00207464) who retires by rotation and being eligible offers herself for re-appointment.

SPECIAL BUSINESS :

Item No. 3

To consider and if thought fit, to pass with or without modification(s), the following resolutions as Special Resolution:

APPOINTMENT OF MRS. NISHA SHARMA AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A TERM OF FIVE YEARS.

"RESOLVED THAT pursuant to the provisions of section 149 and any other applicable provisions of the companies Act 2013 and the companies (Appointment and Qualification of Directors) Rules, 2014 read with schedule IV to the companies Act 2013, consent of the members of the Company be and is hereby accorded for appointment of Mrs. Nisha sharma (DIN: 08545464) Independent Director of the company for a term of five years"

Item No. 4

To consider and if thought fit, to pass with or without modification(s), the following resolutions as Special Resolution:

RE-APPOINTMENT OF MR. SANJAY SHARMA, INDEPENDENT DIRECTOR OF THE COMPANY FOR AN ANOTHER TERM OF FIVE YEARS.

"RESOLVED THAT pursuant to the provisions of section 149 and any other applicable provisions of the companies Act 2013 and the companies (Appointment and Qualification of Directors) Rules, 2014 read with schedule IV to the companies Act 2013, consent of the members of the Company be and is hereby accorded for re-appointment of Mr. Sanjay sharma (DIN: 06860402) Independent Director of the company for a another term of five years"

Item No. 5

Adoption of new set of Articles of Association of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014, including any statutory modification or re-enactment thereof, for the time being in force, the consent of the members be and is hereby accorded for adoption of new set of Articles of Association in substitution for and to the entire exclusion of the existing Articles of Association of the Company."

"RESOLVED FURTHER THAT the any of Director of the Company and company secretary of the company be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, to settle any questions, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other authority arising from or incidental to the said amendment without requiring the Board to secure any further consent or approval

of the members of the Company"

Item No. 6

Alteration of the Object Clause & Liability Clause of the Memorandum of Association of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolutions as Special Resolution:

"RESOLVED THAT pursuant to the provisions of section 4 & 13 and other applicable provisions, if any of the Companies Act, 2013 read with Companies (Incorporation) Rules 2014, Including any statutory modifications or re-enactment thereof, for the time being in force and subject to the necessary approval of the central government or any other statutory authority(ies) , if any required in this behalf, the consent of the members be and is hereby accorded for effecting the following alterations in the existing clause(a) of the memorandum of association (the MOA) of the company by substitution /deletion of certain clauses in the following manner:-.

- I. Sub-heading III(A) "THE MAIN OBJECT TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE" be substituted by the new sub-heading "THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE " with existing objects appearing under sub clauses 1 and 2 and addition of new sub-clauses 3, 4, and 5 under sub-heading III(A) of memorandum of Association as under:-
 3. To manufacture and deal in all kinds of livestock, poultry and fish feeds, feed concentrates, feed additives, mineral mixture, vitamins, De-oiled cakes, feed supplement, organic feeds , minerals, spices and other organics products, veterinary medicines , biological and products of the like for the use in livestock development.
 4. To manufacture, process, prepare, preserve, refine, bottle, buy, sell and deal whether as wholesaler or retailers or as exporters or importers or as Principals or agents or as keepers or dealers in all kinds of milk products, including Milk Curd, Cheese, Butter, Ghee, Ice creams, Baby foods, Instant foods and any by-products or co-products thereof and to carry on the business and setting up of Dairy Farms, Milk Processing Plants, Food Processing Plants, Cold Storage Plants, Research laboratories, Packing units, Bottling Plants and to manufacture and deal in all kinds and varieties of foods for human or animal consumption.
 5. To carry on the business of Manufacturers, Millers, Grinders, Rollers, Processors, Tankers, Packers and Preserves, and dealers of all foods from agriculture products, Dairy products, Horticulture and Poultry products, Fruits, Vegetables, Flowers, Meats, Processed meat scanned and tinned and processed foods, fast foods, processed fish and sea foods, frozen foods, Potential foods, health and instant foods of all kinds, including baby and dietic foods, cereals, beverages, restoratives and aerated mineral waters and food stuffs and consumable provisions and to extract by-products, derivatives food preparations of every kind and description.
- II. Sub-heading III(B) "OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENTS OF THE MAIN OBJECTS ARE" be substituted by the new sub-heading " MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) " with existing objects appearing under sub-clauses 1 to 46 thereof.
- III. Under sub-clause 4, 14, 21, 22, 39 and 40 of the new sub-heading "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A)" the words "the companies Act 1956" be substituted with the words "the companies Act 2013" ("Act")
- IV. The existing Clause III (C) comprising sub-clauses 1 to 35 be

and is hereby deleted permanently.

V. Clause IV of the memorandum of Association be and is hereby altered and substituted with the following new clause IV:

IV. The liability of members is Limited and this liability is limited to the amount unpaid, if any, on shares held by them.

"RESOLVED FURTHER THAT the Board of Directors of the company and company secretary of the company be and is hereby authorized on behalf of the company to do all such acts, deeds, matters, and things, as it may in its absolute discretion, deem necessary, to settle any questions, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other authority arising from or incidental to the said amendment without requiring the Board to secure any further consent or approval of the members of the Company."

By Order of the Board

For Unique Organics Limited

Regd. Office:

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

Date: 26.08.2019

Ramavtar Jangid
Company Secretary

EXPLANATORY STATEMENT THE STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

In respect of Item No - 3.

Pursuant to the provisions of section 149 of companies Act 2013 and rules made thereunder and schedule IV of the companies Act 2013, and SEBI (Listing Obligation and Disclosures Requirements) Regulation 2013 Company needs to appoint independent Director. Now Company wants to appoint Mrs. Nisha Sharma as an independent director in the Board of the company so that Company gets the benefits of her experience and protect the interest of investors and all other stockholders.

In respect of Item No - 4.

Pursuant to the provisions of section 149(10) of the companies act 2013 and rules made thereunder Mr. Sanjay Sharma, Independent director of the company is completed his first term of five years and now company wants to re-appoint him for a another term of five years to fulfill the statutory requirements in respect of independent director in the board of the company.

As per the provisions of the companies' act 2013, re-appointment of independent director for second term required consent of members via special resolution in their meeting. The company decide to pass such resolution in its 27th Annual General Meeting.

In respect of Item No - 5

In order to bring the Articles of Association in conformity with the Companies Act, 2013 and other relevant insertions/ amendments / deletions, it is prudent to adopt a new Articles of Association since number of alterations required in existing Articles of Association are voluminous. Hence, it is considered desirable to adopt new set of Articles of Association in substitution of and to the exclusion of existing AOA.

Salient changes in the new draft AOA of the Company inter-alia include the following:

- Incorporation of references of new provisions/sections of the Act.
- Incorporation of provisions relating to allotment of shares otherwise than for cash, Buy Back of shares, Dematerialization of Securities, Independent Directors, Postal Ballot, Voting through electronic means etc.
- Amendment in the articles related to transfer/ transmission/

forfeiture of securities as per the provisions the Act.

- The Company may appoint fifteen (15) directors on its Board and any increase beyond this limit will require approval of shareholders in line with the Act.
- The Act has defined the term Key Managerial Personnel, the same is proposed to be incorporated.
- Incorporation of provision for the participation of the Directors in meetings in person or through video conferencing or other audiovisual means as permitted in the Act.
- Provisions related to joint holders inserted/ defined at single place.
- Deletion of Articles which are now irrelevant i.e. preliminary expenses for incorporation of Company, first auditors be appointed, appointment of auditors annually etc. and deletion of entire Part II of the existing Articles, the consent of the respective investor has been obtained.

The existing and new draft Articles of Association to be adopted has been placed on the website of the Company www.uniqueorganics.com and is available for inspection by the members at the Registered Office of the Company during 11.00 a.m. to 1.00 p.m. on all working days, up to the date of Annual General Meeting. In order to adopt this new set of Article of Association, the approval of members is required by way of Special Resolution. Hence, the Board recommends the Special Resolution as set out at Item No. 5. of the Notice for your approval. None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any.

In respect of the Item No -6

In the light of the relevant provisions of the Companies Act, 2013, the object clause of a company is required to state the objects for which the company is incorporated, and matter(s) considered necessary in furtherance thereof. Hence, the Board of Directors at their meeting held on 07, August 2019, subject to necessary approval of the members of the company, decided to amend the object clause of Memorandum of Association ("MOA") of the company to the extent relevant, so as to align the same with the requirement of the Companies Act, 2013. Accordingly, under the proposed amendment in object clause, it is, inter-alia, includes to rename the sub heading III(A) and III(B), deletion of sub heading III(C) and entire clauses thereunder. It is also proposed to replace the liability clause of the Memorandum of Association of the Company by substituting the same with existing Clause IV to re-word the same appropriately and make it in line with the requirements of the Companies Act, 2013. The liability clause of the MOA is being replaced to clarify that the liability of members is Limited and this liability is limited to the amount unpaid, if any, on the shares held by them. The existing and proposed draft Memorandum of Association has been placed on the website of the Company www.uniqueorganics.com and is available for inspection by the members at the Registered Office of the Company during 11.00 a.m. to 1.00 p.m. on all working days, upto date of Annual General Meeting. For the proposed aforesaid amendments in the Memorandum of Association, the approval of members is required by way of Special Resolution. Hence, the Board recommends the Special Resolution as set out at Item No. 6 of the Notice for your approval. None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any.

By Order of the Board
For Unique Organics Limited

Regd. Office:

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

Date: 26.08.2019

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 21.09.2019 to 27.09.2019 (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. Brief Resume of Directors seeking appointment and Re-appointment at the 27th Annual General Meeting.
[Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015]

Name of Director	Sanjay Sharma	Nisha Sharma
DIN	06860402	08545464
Date of Birth	21/04/1967	11/09/1976
Qualification	Graduation	Post- graduation (M.A, M - COM, L.L.B.)
Expertise in specific professional areas	More than 20 years' Experience in import - export business	Expertise in the field of Education, Research, Business policy developments, Legal areas.
List of Companies in which directorship held	NIL	NIL
Chairman/member of board or committee of any other company	NIL	NIL
No. of shares held in the company as on 31 st march 2019	NIL	NIL
Relationship between Directors inter se	No relation exists	No relation exists
Date of first appointment in the board.	07/05/2014	
Date of Reappointment		

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 27th Annual General Meeting 2019 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.
- b) A 'Physical User Reset Password?' (for those holding shares in physical mode) option is also available on 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 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.

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.
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. 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 with a copy marked to 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, 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, 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/ evoting@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 24.09.2019 (9:00 am) and ends on 26.09.2019 (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 20.09.2019, 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 close of the business hours on 20.09.2019, may obtain his login ID and password by sending a request at evoting@nsdl.co.in.
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. 20.09.2019.
- 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 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.

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

Regd. Office:
E-521, Sitapura Industrial Area,
Sitapura, Tonk Road, Jaipur-302022 (Raj.)
Date: 26.08.2019

Ramavtar Jangid
Company Secretary

BOARD OF DIRECTORS' REPORT

To,
The Members of
Unique Organics Limited


Your directors are pleased to present the Twenty Seventh Annual Report of the company together with the Audited Financial Statement for the year ended on 31st March, 2019, as follows:

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

Particulars	As at 31.03.2019	As at 31.03.2018
Revenue from operations	2894.61	3858.22
Other income	27.23	29.10
Total revenue	2921.84	3887.32
Expenses:		
(a) Cost of materials consumed	600.28	421.36
(b) Purchases of stock-in-trade	1457.86	2571.31
(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	43.53	215.53
(d) Employee benefits expense	123.47	72.78
(e) Finance costs	77.38	78.28
(f) Depreciation and amortisation expense	16.52	15.06
(g) Other expenses	542.55	488.61
Total expenses	2861.59	3862.93
Profit/ (loss) before exceptional items and tax	60.25	24.39
Exceptional items	-	-
Profit/ (loss) before tax	60.25	24.39
Tax expense		
(1) Current tax	11.59	1.69
(2) Deferred tax expense	(16.87)	(7.93)
Profit/(Loss) for the period	65.53	30.63
Profit (loss) from discontinued operations	-	-
Tax expenses of discontinued operations	-	-
Profit/ (loss) from discontinued operations (after tax)	-	-
Profit / (Loss) for period	65.53	30.63
other comprehensive income	(.97)	.30
Total Comprehensive Income for the period (XIII+XIV) (Comprising Profit (Loss) and other Comprehensive Income for the period)	64.56	30.93
Paid-up equity share capital (F.V. of Rs. 10/-)	595.30	595.30
Earnings per equity share (for discontinued and continuing operations)		
(a) Basic	1.10	.51
(b) Diluted	1.10	.51

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

Your company is engaged in the manufacturing of value-added ruminant feed and in the business of agricultural commodities. During the year under review, the export activities of the company were focused on Animal Feed Ingredients and Spices. The markets for products like Maize, Soybean Meal, and grains continue to be highly fluctuating and the export of oil meals has declined considerably during the year. Your company has identified the scope for Organic Feed Ingredients, and has been focusing on their export. Further, your company is working to identify more of such demand and value-added products for the domestic market, and is optimistic of developing a good market base.

The manufacturing facilities of your company were fully utilized during the year, for feed production, along with production of innovative feed supplements, under the brand . Your company also started contract manufacturing of Cattle Feed, mineral mixtures and other feed supplements, for the prominent Dairy industry and milk producing companies in India.

By making the best possible use of the available resources during the year, your company has improved its profit to Rs. 65.53 Lakhs, in comparison to the previous financial year's profit which was Rs. 30.93 Lakhs.

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

DIVIDEND:

No dividend is recommended for the financial year 2018-19.

RESERVES:

No amount transferred to the general reserve during the year 2018-19.

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, and 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 auditors 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:

There is no change in the Nature of Business of the Company from

last year. The main activity of the company is the export of Agri commodities, spices, animal feed meals, manufacture and sale of range of cattle feed products in its own brand name of "ROHINI".

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. 31.03.2019) 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 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 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 6 (Six) times during the financial year 2018-19 on 29.05.2018, 24.07.2018, 21.08.2018, 13.11.2018, 04.02.2019, 28.03.2019. 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>

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>

Mrs. Vinita Mishra, Non-Executive 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 programs at his convenient time. The details are provided in Corporate Governance Report.

e) Re-appointment of independent director:- the term of Mr. Sanjay sharma, independent director of the company is expired and to maintain optimum board combination accordance with the requirements of companies act 2013, and SEBI (Listing Obligation and Disclosures Requirements) Regulation 2015, company needs to appoint independent director. Company received proposal from Mr. Sanjay sharma for re-appointment of independent director for another term of five years. The nomination and remuneration committee consider the proposal and find the candidature of Mr. Sanjay Sharma appropriate for the position of independent director.

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; and
- 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.
- 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 was required to be ratified by Members at every Annual General Meeting. However in accordance with Companies Amendment Act., 2017, enforced on 7th 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 2018-19, as required under Section 204 of the Companies Act, 2013 and Rules thereunder. The secretarial audit report for the financial year 2018-19 forms part of the Report as an Annexure 5.

COST AUDITORS :

Provisions of cost audit is not applicable on your company. Accordingly your company is not required to conduct the cost audit for the financial year ended March 31, 2019.

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