



31st ANNUAL REPORT 2022-23

UNIQUE ORGANICS LIMITED

CIN: L24119RJ1993PLC007148

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CORPORATE INFORMATION			
Board of Directors	Name of Director	DIN	Designation
	Mr. Jyoti Prakash Kanodia	00207554	Managing Director
	Mrs. Madhu kanodia	00207604	Non-executive Director
	Mr. Ashok Kumar Dangaich	00905542	Non-executive Director
	Mr. Sanjay Sharma	06860402	Independent Director
	Mr. Ashish Gupta	09586177	Independent Director
Name of Company		Unique Organics Limited	
CIN		L24119RJ1993PLC007148	
Registered Office		E-521, Sitapura Industrial Area, Jaipur-302022 (Raj.) INDIA	
Corporate office		E-521, Sitapura Industrial Area, Jaipur-302022 (Raj.) INDIA	
Phone No.		0141-2770315, 2770509	
Email-Id.		compliance@uniqueorganics.com	
Website		www.uniqueorganics.com	
Company Secretary & Compliance officer		Mr. Ramavtar Jangid Phone: +91-141-2770315 / 2770509 E-mail: compliance@uniqueorganics.com	
Chief Financial Officer		Mr. Harish Panwar Phone: +91-141-2770315 / 2770509 Email:- unique@uniqueorganics.com	
Statutory Auditors		Gourisaria Goyal & Co. Chartered Accountants 202, IInd Floor, Radhey Govind Chambers, Opp. Amber Tower, S.C. Road, Jaipur-302001 (Raj.)	
Internal Auditors		Maheshwari & Co. Chartered Accountants Office No. 612-613, Crops Arcade, K-12, Malviya Marg,C-Scheme, Jaipur-302001 (Raj.)	
Secretarial Auditors		Arms & Associates LLP Practicing Company Secretaries 24 Ka 1, Jyoti Nagar, Jaipur-302005 (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, E-mail: absconsultant99@gmail.com	
Banker		Bank of Baroda Nehru Place Branch, Tonk Road, Jaipur (Raj.)	

NOTICE OF THE 31st ANNUAL GENERAL MEETING

Notice is hereby given that Thirty First (31st) Annual General Meeting of the Members of Unique Organics Limited [CIN: L24119RJ1993PLC007148] will be held on Friday 29th September, 2023 at 12:30 P.M. through Video Conferencing/Other Audio Visual Means (VC/OAVM) 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, 2023 and the reports of the Board of Directors ('the Board') and Auditors thereon.
2. To appoint a director in place of Mr. Ashok Kumar Dangaich (DIN: 09055421) who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

3. To revise and increase the managerial remuneration payable to Mr. Jyoti Prakash Kanodia (DIN: 00207554), Managing Director 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 Sections 197, 198 and 203, read with Schedule V, SEBI Regulations and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) upon the recommendation of the Nomination & Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded for revision of managerial remuneration of Mr. Jyoti Prakash Kanodia (DIN: 00207554), Managing Director of the Company, which is in excess of threshold limits as prescribed under Securities and Exchange of Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (SEBI LODR Regulations), Section 197, 198 and Schedule V of the Companies Act, 2013 and the Rules made

thereunder w.e.f. 1st October, 2023 for the remaining tenure on the terms as mentioned in the Explanatory Statement.

4. **Alteration of the Object 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, 6 & 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 Registrar of Companies, Jaipur Rajasthan or any other statutory authority(ies) , if any required in this behalf, the consent of the members be and are hereby accorded for effecting the following alterations in the existing clause(a) of the memorandum of association (the MOA) of the Company by addition of certain clauses in the following manner:-

Under the heading III, sub-heading **"(A) the objects to be pursued by the Company on its incorporation are:"** following shall be incorporated in continuation after point no. 5 as under:-

6. To carry on in India or elsewhere the business of prospecting, exploring, operating and working on mines, quarries and to win, set, crush, smelt, manufacture, process, excavate, dig, break, acquire, develop, exercise, turn to account, survey, produce, prepare, remove, undertake, barter, convert, finish, load, unload, handle, transport, buy, sell, import, export, supply, and to act as agent, broker, adatia, stockiest, distributor, consultant, contractor, manager, operator or otherwise to deal in all sorts of presents and future ores, minerals, deposits, goods, substances & materials, including sands, stones, and soils, chalk, clay, china clay, betonies, broils, calcite and coal, lignite, rock phosphate, feldspar, quartz, brimstone, brine, bauxite, limestone, precious and other stones, iron, aluminum, titanium, vanadium, mica, apalite, chrome, copper, gypsum, rutile, sulphate, calcium

carbonate, tin, zinc, zircon, tungsten, silicon, brass, and other allied materials, by products, mixtures, blends, residues & substances, and all kinds of natural, synthetic and reclaimed rubber, their derivatives and substitutes, rubber latex, synthetic resins and plastics, raw rubber, allied rubber products and finish products and to do all incidental acts and things necessary for the attainment of the objects under these presents.

To search, survey, discover and find out and the acquire by concession, grant, purchase, barter, lease, license, degrees & tenders the allotment or otherwise of land or water area from government, semi-government, local authorities, private bodies, corporations and other persons, such rights, powers, and privileges whatsoever for obtaining mines, open cast mines, bucket mines, quarries, deposits, etc. for the accomplishment of the above objects.

7. To acquire, promote, establish, maintain, conduct and run testing laboratory, research laboratory, experimental workshops, scientific laboratory, fire testing laboratory and other organizations for examination, analysis, investigations, test, experiment & research on behalf of government, semi government, local authorities, private bodies and general public for all kinds of materials, including, chemicals, medical, metallurgical, electronic, building material, Textile material, electrical, agricultural, edibles, and other items of industrial, domestic or commercial use including testing facilities for food items, chemicals, edible oils, agricultural raw material and products, industrial raw material

and products, water, effluent water, air, gases, sludge, textile auxiliaries and finished products, cement, alloys, packing material, soap and detergent, FRP, insulation material, fire retardant material, calibration facilities physical instruments etc. to industries to have control on the quality of the products.

8. To carry on business as manufacturers, producers, processors, growers, fermentators, distillers, refiners, makers, inventors, convertors, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, bottlers, packers, movers, preservers, stockiest, agents, merchants, distributors, consignors, jobbers, brokers or otherwise deal in all kinds of fertilizers, manures, pesticides, insecticides, fungicides, herbicides and all types of chemicals used in apiculture, horticulture, fumigation, poultry farming, , pisciculture, sericulture and animal husbandry.”

By order of the Board of Directors of Directors

For Unique Organics Limited

Sd/-

Ramavtar Jangid

Company Secretary

M. No: A38688

Jaipur, September 01, 2023

Registered Office:

E-521, Sitapura Industrial Area,

Jaipur-302022 (Raj.) India

Phone No. +91 141 2770315/509

Email: compliance@uniqueorganics.com

CIN: L24119RJ1993PLC007148

NOTES

1. Pursuant to the General Circulars 10/2022 dated 28.12.2022, 20/2020 dated 05.05.2020, 2/2022 dated 05.05.2022 and other circulars issued by the Ministry of Corporate Affairs (MCA) and SEBI Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by SEBI (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold AGM through VC/OAVM, without the physical presence of members at a common venue and without dispatching hard copy of the statement containing salient features of all the documents

as prescribed in section 136 of the Companies Act, 2013 (financial statements, Board’s report, Auditor’s report etc.), to those shareholders who have not registered their email addresses. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/OAVM and the deemed venue for the 31st AGM shall be the Registered Office of the Company.

2. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend

and vote on his / her behalf and the proxy need not be a member of the Company. Since the AGM is being held in accordance with the Circulars through VC/OAVM, the facility for the appointment of proxies by the members will not be available hence proxy form and attendance slip and route map of AGM are not attached to this Notice.

3. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution/authorization letter to the scrutinizer on email cssandeep@armsandassociates.com with a copy marked to evoting@nsdl.co.in.
4. Participation of members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
5. Notice of the AGM along with the Integrated Annual Report 2022-23 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories/ RTA, unless any Member has requested for a physical copy of the same. Members may note that the Notice and Annual Report 2022-23 will also be uploaded on the website of the Company at <https://uniqueorganics.com> under investors section(www.uniqueorganics.com/investor/annual-report/), websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
6. An Explanatory Statement pursuant to Section 102(1) of the Act, setting out material facts concerning the business under Item Nos. 3 and 4 of the Notice is annexed hereto. Further, the relevant details with respect to Item No. 2 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM are also annexed.
7. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.,:
 - a) **For shares held in electronic form:** to their Depository Participants (DPs)
 - b) **For shares held in physical form:** to the Company/Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021. The Company has sent letters for furnishing the required details. Members may also refer to Company's website www.uniqueorganics.com.
8. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website at uniqueorganics.com and on the website of the Company's Registrar and Transfer Agents, ABS Consultant Pvt. Ltd., Kolkata at absconsultant99@gmail.com. It may be noted that any service request can be processed only after the folio is KYC Compliant.
9. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to

dematerialize the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.

10. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
11. Members seeking any information with regard to the financial statements or any matter to be placed at the AGM, are requested to write to the Company at its email id compliance@uniqueorganics.com at an early date as to enable the management to keep the information ready at the AGM.
12. Members of the Company are hereby requested to note that as per the provisions of Section 124(5) and Section 124(6) of the Act, unpaid/unclaimed dividends which not encashed/ claimed by the member of the Company, within a period of seven years from the date of declaration of dividend, has already been transferred by the Company to the Investor Education and Protection Fund (IEPF), also all shares in respect of which dividend has not been paid or claimed for seven consecutive years has been transferred to the Demat Account of IEPF Authority notified by the MCA ('IEPF Demat Account').
 - a. Details of the unpaid/unclaimed dividend are available on the website of the Company i.e. <http://uniqueorganics.com/investor/unpaid-unclaimed-dividend/>
 - b. Members are hereby requested to check, verify and claim their unpaid/ unclaimed dividend as above at earliest by contacting or making request to Company or RTA details as below:
 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: absconsultant99@gmail.com
 - c. The Members, whose unclaimed dividends/ shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web

Form No. IEPF-5 available on www.iepf.gov.in.

13. Instructions for e-voting and joining the AGM through VC/OAVM are as follows:

- a. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the various Circulars issued by the MCA and SEBI, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting on the day of the AGM will be provided by NSDL.
- b. The remote e-voting period commences on Tuesday, September 26, 2023 (9:00 A.M. IST) and ends on Thursday, September 28, 2023 (5:00 P.M. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, September 22, 2023 i.e. cut-off date, may cast their vote electronically.
- c. The e-voting module shall be disabled by NSDL for voting thereafter. Members have the option to cast their vote on any of the resolutions using the remote e-voting facility, either during the period commencing from September 26, 2023 and ending on September 28, 2023 or e-voting during the AGM. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM.
- d. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution again.

- e. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- f. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the User ID and Password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/ she can use his/her existing

User ID and Password for casting the vote. In case of individual shareholders holding securities in dematerialized mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under “Login method for remote e-voting and joining virtual meeting for individual shareholders holding securities in dematerialized mode.”

- g. The details of the process and manner for remote e-voting are explained herein below:

The way to vote electronically on NSDL e-voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-voting system

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





Details on Step 1 are mentioned below:

- A. **Login method for remote e-voting and joining the virtual meeting and joining the virtual meeting for individual shareholders holding securities in dematerialized mode:**

Pursuant to SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-voting facility provided by Listed Companies”, e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/DPs to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (“ESP”) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.

Login method for individual shareholders holding securities in dematerialized mode is given below:

Type of shareholders	Login method
Individual Shareholders holding securities in dematerialized mode with NSDL	<p>I. NSDL IDeAS Facility</p> <p>If you are already registered for NSDL IDeAS facility,</p> <ol style="list-style-type: none"> 1. Please visit the e-services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a personal computer or on a mobile. 2. Once the home page of e-services is launched, click on the ‘Beneficial Owner’ icon under ‘Login’ which is available under ‘IDeAS’ section. 3. A new screen will open. You will have to enter your user ID and password. After successful authentication, you will be able to see e-voting services. 4. Click on ‘Access to e-voting’ under e-voting services and you will be able to see e-voting page. 5. Click on options available against company name or e-voting service provider – NSDL and you will be redirected to the NSDL e-voting website for casting your vote during the remote e-voting period or voting during

	<p>the meeting.</p> <p>If the user is not registered for IDeAS e-Services,</p> <ol style="list-style-type: none"> 1. The option to register is available at https://eservices.nsdl.com. 2. Select 'Register Online for IDeAS' or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Upon successful registration, please follow steps given in points 1-5 above. <p>II. E-voting website of NSDL</p> <ol style="list-style-type: none"> 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 home page of e-voting system is launched, click on the 'Login' icon available under 'Shareholder/Member' section. 3. A new screen will open. You will have to enter your user ID (i.e. your 16-digit demat account number hold with NSDL), password/OTP and a verification code as shown on the screen. 4. After successful authentication, you will be redirected to NSDL depository site wherein you can see e-voting page. Click on options available against company name or e-voting service provider – NSDL and you will be redirected to the e-voting website of NSDL for casting your vote during the remote e-voting period or voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div> </div>
Individual shareholders holding securities in dematerialized mode with CDSL	<ol style="list-style-type: none"> 1. Existing Users who have opted for Easi/Easiest facility, they can login through their user ID and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest user will be able to see the e-voting menu. The menu will have links of e-voting service provider. Click to cast your vote. 3. If the user is not registered for Easi/ Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 4. Alternatively, the user can directly access e-voting page by providing demat account number and PAN number from a link in www.cdslindia.com home

	page. The system will authenticate the user by sending OTP on registered mobile & email as recorded in the demat account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting service providers.
Individual shareholders (holding securities in dematerialized mode) login through their DPs	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility. 2. Once logged in, you will be able to see e-Voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. 3. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

Important Note: Members who are unable to retrieve User ID/Password are advised to use Forgot User details/Password option available at respective websites.

Helpdesk for individual shareholders holding securities in dematerialized mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B. Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to 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 home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below :