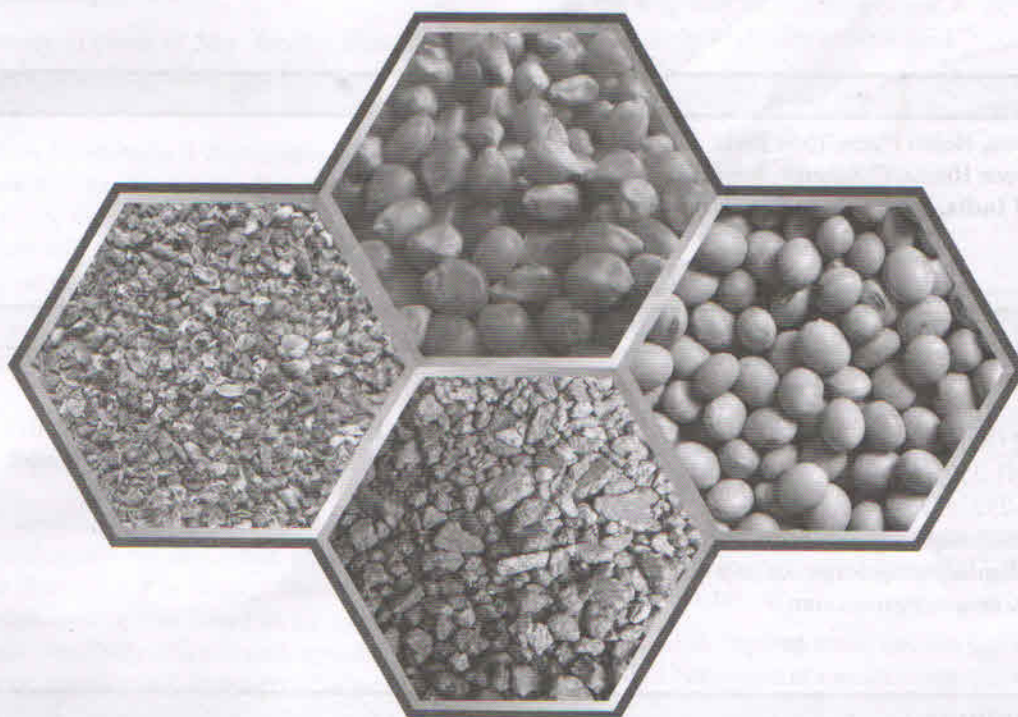




Estd - 1993



# Unique Organics Limited

CIN: L24119RJ1993PLC007148

**22<sup>nd</sup> Annual Report-2014**

### Board of Directors

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

### Auditors

**M/s A. K. Meharia & Associates**  
Chartered Accountants  
2, Garstin Place, 5<sup>th</sup> Floor,  
Kolkata-700001

### Bankers

**Bank of Baroda**, Nehru Place, Tonk Road, Jaipur  
**AxisBank**, Green House, C-Scheme, Jaipur  
**State Bank of India**, Nhava sheva Port, Navi Mumbai

### Reg. Office & Works

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

### Internal Auditors

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

### Registrar & Share Transfer Agent

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

**NOTICE**

Notice is hereby given that Twenty Second Annual General Meeting of the members of Unique Organics Limited [CIN: L24119RJ1993 PLC007148] will be held on Wednesday, the 16<sup>th</sup> July, 2014 at 11.30 A.M. at the registered office of the company, at E-521, Sitapura Industrial Area, Near Sanganer, Tonk Road, Jaipur (Rajasthan) to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2014 and the Profit and Loss Account for the year ended on that date, alongwith Reports of Directors and Auditors thereon.
2. To declare a dividend on equity shares.
3. To appoint a director in place of Mrs. Madhu Kanodia, (DIN:00207604) who retires by rotation and being eligible offers herself for reappointment.
4. To re-appoint M/s. A.K. Meharia & Associates, Chartered Accountants, Kolkata, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

**SPECIAL BUSINESS:**

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

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

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

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

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

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

- 1) **A monthly remuneration of Rs. 5 Lac per month;**
- 2) Other incentives/Perquisites as below:-
  - a. A car with a driver for office use.
  - b. Mobile phone for official use (He shall reimburse 1/5 of the mobile bills paid by the company considering the same for personal use)
  - c. Other benefits and perquisites as per rules of the company”

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

**Regd. Office:**

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

By Order of the Board  
For Unique Organics Limited

Sd/-  
Aayushi Singh  
Company Secretary

**NOTES**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself. The proxy need not be a member of the company. The proxy should be lodged with the company's registered office not less than 48 hours before the scheduled time of meeting.
2. The Register of members and share transfer books of the company will remain closed from 03.07.2014 to 16.07.2014 (both days inclusive).
3. Statement as required under Section 102 of the Companies Act, 2013 in respect of special business is annexed hereto.
4. The members are requested to notify promptly change of their registered addresses, if any, at the registered office of the company at an early date.
5. Members are requested to register their email addresses by sending promptly written request to company's Registrar & Share Transfer Agent: M/s ABS Consultants (P) Ltd, 99 Stephen House, 6<sup>th</sup> Floor, 4.B.B.D., Bag(E), Kolkata-700001, for service of documents/notices by electronic mode.
6. Pursuant to Section 72 of Companies Act, 2013 shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 with Company's Registrar and Share Transfer Agent. In respect of shares held in electronic/demat form, the nomination form may be filed with respective Depository Participant.
7. Shareholders are requested to bring their copies of Annual Report to the meeting.

8. Members are requested to fill in the attendance slip for attending the meeting and those who hold the shares in dematerialized form to bring their client ID and depository participant ID number for identification for attendance at the meeting.
9. With effect from 01.04.2014, provision of Section 149 of Companies Act, 2013 has been brought into force. In term of said Section read with Section 152 (6) of the Act, provisions of retirement by rotation are not applicable Independent Directors. Therefore, the directors to retire by rotation have been re-ascertained on the date of this notice.
10. The dividend on equity shares if declared at the ensuing Annual General Meeting, will be credited/dispatched between 17<sup>th</sup> July, 2014 and 14<sup>th</sup> August, 2014, as under:-
  - (a) To all the members holding shares in electronic form as per beneficial ownership data as may be available to the company by NSDL & CDSL as at the end of the business day hours on 02.07.2014 or
  - (b) To all the members holding shares in physical form whose name appears on the Register of members of the company after giving effect to all the valid share transfers in physical form lodged with the company /Registrar upto the close of business hours on 02.07.2014.
11. Corporate members intending to send their authorised representative to attend the meeting are requested to send a certified copy of the Board resolution authorising their representative to attend and vote on their behalf at the meeting alongwith proper ID.
12. Members are requested to send their queries, if any, atleast 10 days in advance of the meeting so that the information can be made available at the meeting. As required under Clause 49 (vi) of the Listing Agreement, brief resume including experience, other directorship and committee membership of the persons proposed for appointment/re-appointment as Director, is given in Report on Corporate Governance.
13. **E-Voting Option and procedure:**  
In compliance with the Section 108 of the Companies Act, 2013 and relevant rules thereunder, the Company is pleased to provide its members facility to exercise their right to vote at Annual General Meeting by electronic means. The business to be transacted at general meeting can be transacted through electronic voting service provided by NSDL. However it is not mandatory for a member to vote using the e-Voting facility, and a member may avail of the facility at his/her discretion, subject to compliance with the instructions prescribed below:-

The instructions for e-Voting are as under:

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

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

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

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

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

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

##### Item No. 5

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

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

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

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

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

##### Item No. 6

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

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

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

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

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

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

##### Regd. Office:

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

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

## DIRECTOR'S REPORT

To,  
The Members of  
Unique Organics Limited

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

### FINANCIAL RESULTS: (Rs. in Lacs)

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

## OPERATIONS

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

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

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

## DIVIDEND

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

## FOREIGN EXCHANGE EARNINGS & OUTGO

(Rs. in Lacs)

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

## DIRECTORS

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

## DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to provisions of section 217 (2AA) of the Companies Act, 1956, your directors hereby state:

- that in the preparation of the annual accounts, the applicable accounting standards had been followed alongwith proper explanation relating to material departures;
- that the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for that period;
- that the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- that the directors had prepared the annual accounts on a going concern basis.

## FIXED DEPOSITS

The company has not invited/accepted any deposits within the meaning of Sections 58A and 58AA of the Companies Act, 1956.

## AUDIT COMMITTEE

In compliance of the provisions of section 292A of Companies Act, 1956, and Clause 49 of the Listing Agreement, an audit committee comprising Shri Amardeep Singh Ahluwalia & Shri. Dilip Kumar Joshi, non-executive & independent directors and Shri J.P. Kanodia, Managing Director existed. The powers and functions of the said Audit Committee are as per Section 292A of Companies Act, 1956, and Clause 49 of the Listing Agreement.

## LISTING OF SHARES

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

## AUDITORS

M/s A.K. Meharia & Associates, Chartered Accountants, Kolkata, Statutory Auditors of the company, hold office until the conclusion of the ensuing annual general meeting and, they being eligible, offer themselves for re-appointment.

## PARTICULARS OF EMPLOYEES

There is no employee covered under section 217(2A) of the Companies Act, 1956 and thus the particulars under the Companies (Particulars of Employees) Rules, 1975, are Nil.

### Particulars of Conservation of Energy, Technology Absorption and Foreign Exchange Earning and Outgo

Being focused on trading for the year under review, energy cost constituted a small proportion of the total cost and there is not much scope for energy conservation. However, pursuant to section 217 (1) (e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, the requisite particulars are furnished at Annexure given hereto forming part of this Report. Foreign exchange earnings and outgo are furnished as aforesaid.

## DEPOSITORY SYSTEM

In order to keep pace with the changing technology and to provide the benefits of electronic trading to our members, your company's shares are tradable compulsorily in electronic form and it established connectivity with depositories, viz. National Securities Depositories Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The company also has common agency for transfer of shares both in demat and in physical form.

## CORPORATE GOVERNANCE

Your company has proactively been following the best practices adopted by good corporates in India. The report on Corporate Governance forms a part of this report. The Auditor's certificate on the compliance of Corporate Governance embodied in Clause 49 of the Listing Agreement is attached as Annexure and forms a part of this report. All board members have affirmed compliance with Code of Conduct on annual basis.

## MANAGEMENT DISCUSSION & ANALYSIS

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

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

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

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

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

### Threats

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

### Segment Wise Performance

#### Feed Ingredients:

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

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

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

#### Spices/Food:

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

#### Outlook:

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

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

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

**Internal Control System:**

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

**Financial & Operational Performance:**

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

**Human Resources:**

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

**Cautionary Statement:**

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

**ACKNOWLEDGEMENT**

Your directors express their sincere thanks to Central and State Government departments, Banks, foreign buyers and customers for their cooperation and encouragement they always extended to the company and look forward to their continued support. For the continuous support and meticulous efforts of Dealers, Business Associates and employees in ensuring an all round improved operational performance, your directors wish to place on record their sincere thanks and appreciation.

For & on behalf of the Board of Directors

Place: Jaipur  
Date : 23<sup>rd</sup> May, 2014

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

**ANNEXURE TO THE DIRECTORS' REPORT**

Information under Section 217 (1) (e) of the Companies Act, 1956, read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 and forming part of the Directors' Report :

**I. CONSERVATION OF ENERGY**

Power & Fuel Consumption	2013-14	2012-13
1. Electricity		
(a) Purchased Units	31593	340976
Total Amount (Rs.)	366480	66092
Rate/Unit (Rs.)	11.60	5.16
(b) Own Generation		
Through Diesel Generator Unit	-	-
Unit per litre of diesel oil	-	-
Cost/Unit (Average) Rs.	-	-
2. Coal (B-Grade)	-	-
Quantity (MT.)	-	-
Total Cost (Rs.)	-	-
Average Rate (Rs/MT)	-	-
3. Furnace Oil	-	-
Quantity (Kilo/Ltr)	-	-
Total Amount (Rs.)	-	-
Average Rate (Rs./Ltr.)	-	-
4. Diesel	-	-
Quantity (Kilo/Ltr)	-	-
Total Amount (Rs.)	-	-
Average Rate (Rs./Ltr.)	-	-
A. Consumption per unit of Production		
Electricity (Unit)	-	-
Coal (B-Grade) (Kg/TP)	-	-
Furnace Oil (Kilo/Ltr)	-	-
Diesel (Kilo/Ltr)	-	-

**II. TECHNOLOGY ABSORPTION :**

A. Research & Development (R&D)		
1. Specific Areas in which R&D carried out by the Company	N.A.	N.A.
2. Benefits derived as a result of R & D	N.A.	N.A.
3. Future Plan of Acton	N.A.	N.A.
4. Expenditure on R & D	Nil	Nil

B. Technology absorption, Adaptation and innovation : The indigenous technology was already adopted.

For & on behalf of the Board of Directors

Place: Jaipur  
Date : 23<sup>rd</sup> May, 2014

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



**CORPORATE GOVERNANCE REPORT**

**I. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE**

It has always been the company's endeavor to excel through better Corporate Governance and fair and transparent practices. Your company does not merely believe in the compliances under regulations to be a compliant company as per the laws of the land, rather it emphasizes that the adoption of best corporate governance practices is a key driver to achieve higher levels of stakeholders' satisfaction. In order to achieve this goal, the working operations of the company are based on broad principles of transparency, accountability and integrity in functioning.

The Board of Directors evolved and adopted a Code of Conduct based on the principles of good corporate governance and best management practices being followed. The Company complies with the revised Clause 49 of the Listing Agreement.

**II. BOARD OF DIRECTORS**

The Board of Directors of the company is duly constituted as per the requirements of the Companies Act, 1956 as well as Listing Agreement which requires 50% of the board's strength of Independent Directors. Accordingly the board comprises 5 directors, including one Managing Director(viz. executive director), one non-executive non-independentdirector and three non-executive independent directors. The Non-executive independent directors of your company have experience in business, education and finance.

The directors do not have any pecuniary relationship with the company. As per the resolution passed in AGM of the company held on 31.07.2012, a sitting fee of Rs.500/- is paid to each non-executive director for every meeting of the board & committee attended by him.

**A. COMPOSITION OF BOARD OF DIRECTORS AS ON 23.05.2014**

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

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

**B. BOARD PROCEDURE**

In compliance with the Listing Agreement, the members of the Board are provided with requisite information within the stipulated time period, which is dealt properly. The Board of Directors considers all matters required to be considered statutorily. In addition, following matters are discussed at the meetings of the Board:

1. Business Strategies and plans.
2. Annual operating and capital expenditures.
3. Human Resource policies.
4. Modifications in the financial policies, whenever required.
5. Transactions pertaining to purchases/disposal of assets.
6. Foreign exchange exposure and risks.
7. Related Party Transactions.
8. Appointment of key managerial personnel.
9. Credit facility from Bank.
10. Compliance with regulatory requirements and review of major outstanding legal issues.
11. Approval of quarterly/half yearly/annual results, after consideration by audit committee.

All the directors who are members of various committees are within the permissible limits of Listing Agreement. They intimate about their membership in various committees in other companies.

During the year 2013-14, seven meetings of **Board of Directors** were held on **29.05.2013, 08.07.2013, 13.08.2013, 01.11.2013, 01.01.2014, 28.01.2014, 03.03.2014**. The maximum time gap between any two meetings was not more than four calendar months.

**C. ATTENDANCE OF DIRECTORS AT MEETINGS OF THE BOARD AND ANNUAL GENERAL MEETING**

Name of the Directors	No. of Board Meetings attended during 01.04.2013-31.03.2014	Whether present at AGM
Shri.J.P. Kanodia	7	Yes
Smt. Madhu Kanodia	7	Yes
Shri. Amardeep Singh Ahluwalia	7	Yes
Shri. Dilip Kumar Joshi	7	Yes

**III. REMUNERATION OF DIRECTORS**

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

**IV. COMMITTEES OF THE BOARD**

**A. AUDIT COMMITTEE :**

- (i) The said committee comprised of Shri Amardeep Singh Ahluwalia, Shri Dilip Kumar Joshi, independent directors and Shri. J.P. Kanodia, Managing Director.
- (ii) Four meetings of the committee were held during the year on 29.05.2013, 13.08.2013, 01.11.2013 and 28.01.2014.
- (iii) The powers and functions of audit committee are as provided in section 292A of the Companies Act, 1956 and Clause 49 of the Listing Agreement.
- (iv) Company Secretary acts as a Secretary to the Audit Committee.

**B. SHAREHOLDERS' GRIEVANCE COMMITTEE :**

The company focuses on shareholders' satisfaction and enhancing shareholders' value, the shareholders' grievance committee comprised of Shri Amardeep Singh Ahluwalia and Shri Dilip Kumar Joshi, non-executive independent directors. During the year under review no meeting of the committee was convened since no complaints/grievances from shareholders were received during the period. The Company Secretary acts as a Secretary to the Committee.

**C. \*\*REMUNERATION & APPOINTMENT COMMITTEE:**

The Remuneration & Appointment Committee of the company comprised of two non-executive independent directors namely Shri. Amardeep Singh Ahluwalia and Shri Dilip Kumar Joshi to consider appointment and remuneration payable to directors. During the year under review no meeting of the committee was convened. The Company Secretary acts as a Secretary to the Committee.

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

**D. SHARE TRANSFER COMMITTEE:**

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

**E. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:**

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

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

The Said committee Shall: -

- Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company.
- Recommend the amount of expenditure to be incurred on the activities referred to in CSR Policy.
- Shall monitor the implementation of the CSR Policy from time to time.

#### F. CODE OF CONDUCT & ETHICS:

The Board of Directors has a Code of Conduct & ethics for all Board Members who have affirmed compliance with the same on annual basis. A declaration signed by Managing Director is given at the end of this Report.

#### G. CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING:

Under provisions of SEBI (Prohibition of Insider Trading) Regulations, 1992 Company has formulated a code of conduct for prevention of insider trading. The code is applicable to all the directors and designated personnel. The trading window is closed at the time of declaration of results, dividend and other material events. The Company takes yearly disclosures under said regulations from Directors/officers/designated employees.

### V. SHARE TRANSFERS

As the company's shares are compulsorily traded in demat segment on BSE, bulk of transfers take place in electronic form. For expediting physical transfer of shares, the company has appointed common agency, M/s ABS Consultants Pvt. Ltd, 99 Stephen House, 6<sup>th</sup> Floor, 4 B.B.D. Bag, (East), Kolkata-700001, for demat as well as physical transfer. The Board has delegated share transfer function to the Share Transfer Committee. Physical transfers are affected well within the statutory period as prescribed under Listing Agreement.

#### A. Shareholding Pattern as on 31.3.2014 (Equity shares of Rs. 10/- each)

S. No.	Category	No. of Holders	No. of Shares	No. of Shares in Demat	% of Shares Holding	% of Demat Shares
1.	Promoters	3	2006394	2006394	33.70	33.70
2.	Mutual Funds & UTI	Nil	Nil	Nil	Nil	Nil
3.	Bank, Financial Institutions, Insurance Companies (Central / State Govt. Inst., Non-Govt. Inst.)	1	187500	25000	3.15	0.42
4.	Foreign Inst. Investors	Nil	Nil	Nil	Nil	Nil
5.	Private Corporate Bodies	75	209468	130268	3.52	2.19
6.	Indian Public	4050	3458100	1855500	58.09	31.17
7.	NRIs / OCBs	54	91538	18438	1.54	0.31
8.	GDR	Nil	Nil	Nil	Nil	Nil
	<b>GRAND TOTAL</b>	<b>4184</b>	<b>5953000</b>	<b>3963200</b>	<b>100</b>	<b>66.57</b>

Note : No. of Share Pledged are Nil. The Company has only one class of equity shares.

#### B. Number of Shares held by non-executive directors as on 31.03.2014

S. No.	Director	No. of Shares
1.	Smt. Madhu Kanodia	535100
2.	Shri. Amardeep Singh Ahluwalia	NIL
3.	Shri. Dilip Kumar Joshi	NIL

#### C. Distribution of Shareholding as on 31.3.2014:

No. of Shares	Share Holder (Nos.)	Total % (Share Holders)	No. of Shares	Total % (Shares)
Upto 500	3191	76.27%	948762	15.94%
500 to 1000	525	12.55%	435916	7.32%
1001 to 2000	215	5.14%	327965	5.51%
2001 to 3000	90	2.15%	225008	3.78%
3001 to 4000	28	0.67%	101063	1.70%
4001 to 5000	38	0.91%	177009	2.97%
5001 to 10000	48	1.15%	338812	5.69%
10001 to 50000	42	1.00%	942196	15.83%
50001 to 100000	2	0.05%	129200	2.17%
100001 & above	5	0.12%	2327069	39.09%
<b>Total</b>	<b>4184</b>	<b>100.00%</b>	<b>5953000</b>	<b>100.00%</b>

Brief Resume of Directors seeking appointment/re-appointment at the ensuing Annual General Meeting is given below

- |  |  |
|--|--|
| <p>(A) Mrs. Madhu Kanodia (born on 03.11.1966)<br/>                 Education: B. Sc. (Hons.)<br/>                 Experience: 20 years in spice business.<br/>                 Other Directorships: Nil<br/>                 Committee memberships: 3</p> | <p>(B) Mr. Sanjay Sharma (born on 21.04.1967)<br/>                 Education: B.Com.<br/>                 Experience: 15 Years Experience in export.<br/>                 Other Directorships: Nil<br/>                 Committee memberships: 1</p> |
|--|--|

**CEO/CFO CERTIFICATION**

Certification on financial statements to clause 49V of the listing agreement has been obtained from the Managing Director of the company who also heads the finance and accounts. Copy of same is given at the end of this report.

**NAME & DESIGNATION OF COMPLIANCE OFFICER**

Miss. Aayushi Singh, Company Secretary of the company is also the Compliance Officer of the company for complying with the provisions of Listing Agreement, Company Law and SEBI Rules & Regulations. Her Email id is : compliance@uniqueorganics.com.

**VI. GENERAL SHAREHOLDERS INFORMATION**

- 22<sup>nd</sup> Annual General Meeting** (to be held) **Date:** 16.07.2014 **Time:** 11.30 a.m.  
**Venue:** E-521, Sitapura Industrial Area, Near Sanganer, Tonk Road, Jaipur (Raj.)
- Date of Book Closure:** 03.07.2014 to 16.07.2014 (both days inclusive).
- Financial Calendar of company for 2014-15:**  
 The financial year covers the period from April to March. Quarterly Results for  
 a) First quarter ending June 30, 2014 : before Aug 14, 2014.  
 b) Half year ending Sept. 30, 2014 : before Nov 15, 2014.  
 c) Third quarter ending Dec.31, 2014 : before Feb 14, 2015.  
 d) Fourth quarter ending March 31, 2015 : before May 30, 2015. Note: The above dates are indicative only.
- Registered Office:** E-521, Sitapura Industrial Area, Near Sanganer, Tonk Road, Jaipur-302022 (Raj.)
- Dematerialisation of shares and liquidity:** The company's shares are available for dematerialisation on both Depositories, viz. NSDL and CDSL. Shares of the company are to be delivered compulsorily in demat form by all investors. Shares representing 67.79% of the paid up capital have so far been dematerialised by investors as on 31.3.2014.
- Stock Code:**  
 Number in NSDL and CDSL for equity shares : ISIN INE333E01019  
 Bombay Stock Exchange, Mumbai : 530997
- Share Price Data:** During the year 2013-14, the monthly high and low share prices of the company traded on Bombay Stock Exchange are as below:-

Month	High Price	Low Price	Month	High Price	Low Price	Month	High Price	Low Price	Month	High Price	Low Price
Apr, 2013	8.30	6.80	Jul, 2013	9.81	8.39	Oct., 2013	9.30	7.48	Jan, 2014	15.42	10.75
May, 2013	6.87	5.56	Aug, 2013	10.10	8.00	Nov., 2013	9.92	8.94	Feb, 2014	16.05	11.80
Jun, 2013	10.10	7.21	Sep, 2013	10.29	7.65	Dec. 2013	10.39	8.37	Mar, 2014	14.25	10.62

**8. Address for correspondence:**

Shareholders can have correspondence at the following address both for Demat and Physical transfer and other grievance if any.

- Registrar & Share Transfer Agent: **ABS Consultants (P) Ltd. 99**, Stephen House, 6<sup>th</sup> Floor, 4, B.B.D. Bag, (East) Kolkata-700001.  
 Tel. : 033-22301043, Fax: 033-22430153, E-mail : absconsultant@vsnl.net
- Registered Office of Company: E-521, Sitapura Industrial Area, Near Sanganer, Tonk Road, Jaipur (Raj.). Tel. : 0141-2521804, Fax : 0141-2523653

**9. Information on Shareholders Meetings.** The last three Annual General Meetings of Company were held as under :

30.09.2011	11.00 am	E-521, Sitapura Industrial Area, Sanganer, Tonk Road, Jaipur
31.07.2012	11.00 am	E-521, Sitapura Industrial Area, Sanganer, Tonk Road, Jaipur
27.07.2013	11.30 am	E-521, Sitapura Industrial Area, Sanganer, Tonk Road, Jaipur

Note:

- One special Resolution was passed in the 19<sup>th</sup> Annual General Meeting held on 30.09.2011: Approving re-appointment of & increase in remuneration of M.D.
- One special Resolution was passed in the 20<sup>th</sup> Annual General Meeting held on 31.07.2012: Approving the payment of sitting fees of Rs.500/- to every Non-executive director of the company for each meeting of the Board of Directors or committee thereof attended by them.
- No special resolution was passed in the 21<sup>st</sup> Annual General Meeting held on 27.07.2013.
- No special resolution requiring postal ballot was passed in aforesaid Annual General Meetings.

**10. Disclosures**

The company has complied with provisions of law and no penalties have been imposed by the Stock Exchange, SEBI or other authority on any matter related to the capital market during last three years. The related party transactions are as given in note- 26 to the financial statement for the Accounting Policies and Notes to Accounts.

**11. Audit for Reconciliation of Capital**

A Senior Practicing Company Secretary carried out quarterly Secretarial Audit to reconcile the total admitted Capital with NSDL & CDSL and the total issued and listed capital. The audit confirmed that the total issued/paid up capital was in agreement with the aggregate of the total number of shares in physical form and the total number of demat shares held with NSDL and CDSL.

**12. Means of Communication**

The quarterly and half yearly results are published in Newspapers. Information released to the press at the time of declaration of result is also being sent to Bombay Stock Exchange where the shares of the company are listed for the benefit of investors. Company's full Annual Report, shareholding pattern, Corporate Governance Report, Financial Results, other News, events were also posted on company's website.

**VII. AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE**

The company has obtained a certificate from its auditors regarding compliance of conditions of corporate governance as stipulated in the listing agreement with Bombay stock exchange. The said corporate governance certificate is annexed to this report.

The above report has been placed before the Board at its meeting held on 23rd May, 2014 and the same has been duly approved.

For & on behalf of the Board of Directors

Place: Jaipur  
Date : 23<sup>rd</sup> May, 2014

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

**A. K. MEHARIA & ASSOCIATES**  
Chartered Accountants

2, GARSTIN PLACE, 5<sup>TH</sup> FLOOR  
KOLKATA 700 001  
PHONE: 2243 4659/4660  
EMAIL: akmeharia@gmail.com

**AUDITOR'S CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE**

To,  
The Members of Unique Organics Limited,  
Jaipur

We have examined the compliance of conditions of Corporate Governance as stipulated in clause 49 of the Listing Agreement by Unique Organics Limited for the year ended 31<sup>st</sup> March, 2014.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to a review of the procedures and implementation thereof adopted by the company for ensuring the compliance with the conditions of the Corporate Governance. It is neither an audit, nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the management, we certify that the company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement.

We state that no investor grievance is pending for a period exceeding one month against the company as per the records maintained by the Shareholders Grievance Committee.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

Place : Kolkata  
Dated : 23<sup>rd</sup> May, 2014

A.K. Meharia  
Partner  
Membership No. 53918  
For A.K. Meharia & Associates  
Chartered Accountants  
FRN. 324666E

**DECLARATION BY CEO ON CODE OF CONDUCT**

I, J.P. Kanodia, Managing Director of the company, hereby declare that the company has obtained from all the Board Members of the company affirmation that they have complied with the code of conduct as applicable to them. The company has no senior management personnel.

For Unique Organics Limited

Sd/-

(J.P. Kanodia.)

Chairman & Managing Director  
(DIN : 00207554)

Place: Jaipur

Date : 23<sup>rd</sup> May, 2014

**CERTIFICATE FROM MANAGING DIRECTOR (ALSO HEADING FINANCE FUNCTION)**

I, J.P. Kanodia, Managing Director of Unique Organics Limited (also heading its finance and accounts functions) hereby certify as under:

- (a) I have reviewed financial statements and the cash flow statement for the year ended 31<sup>st</sup> March, 2014, and that to the best of my knowledge and belief:
- i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of my knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- (c) I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and I have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps I have taken or propose to take to rectify these deficiencies.
- (d) There have been no:
- i. significant changes in internal control over financial reporting during the year;
  - ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements;
  - iii. instances of fraud of which I have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

For Unique Organics Limited

Sd/-

(J.P. Kanodia.)

Chairman & Managing Director.  
(DIN : 00207554)

Place: Jaipur

Date : 23<sup>rd</sup> May, 2014

**AUDITOR'S REPORT TO THE SHAREHOLDERS****Report on the Financial Statements**

We have audited the accompanying financial statements of **UNIQUE ORGANICS LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

**Management's Responsibility for the Financial Statements**

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2013;
- (b) in the case of the statement of Profit and Loss, of the profit for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
  - (a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - (b) in our opinion proper books of accounts as required by law have been kept by the Company so far as appears from our examination of those books and proper returns adequate for the purposes of our audit have been received from branches not visited by us;
  - (c) the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account and with the returns received from branches not visited by us;
  - (d) in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;
  - (e) on the basis of written representations received from the directors as on 31<sup>st</sup> March 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March 2013, from being appointed as a director in terms of clause (g) of sub section (1) of section 274 of the Companies Act, 1956.
  - (f) Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

For A.K. Meharia & Associates  
Chartered Accountants

Sd/-  
A.K. Meharia  
Partner

Membership No. 53918  
FRN. 324666E

Place : Kolkata  
Dated : 23<sup>rd</sup> May, 2014

**ANNEXURE TO THE AUDITOR'S REPORT**  
**(Referred to in paragraph 1 of our report of even date)**

- i) a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.  
b) Fixed assets have been physically verified by the Management. According to the information and explanation given to us, no material discrepancies were noticed on such verification.  
c) No fixed assets disposed off during the year, and therefore, in our opinion, the going concern status of the company is not affected.
- ii) a) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.  
b) The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.  
c) The Company has maintained proper records of its inventories. No material discrepancies were noticed on physical Verification.
- iii) a) The company has not granted loans, secured or unsecured to Companies, firms or other parties, covered in the register maintained under section 301 of the Companies Act, 1956. Therefore, provisions of clause (iii) (a) to (d) of the said order are not applicable.  
b) The Company has not taken any loan, secured or unsecured from the company, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Therefore, provisions of clause (iii) (e) to (g) of the said order are not applicable.
- iv) In our opinion and according to the information and explanations given to us, there is adequate internal control system commensurate with the size of the Company and nature of its business, for the purchase of inventories, fixed asset and for the sale of goods and services. During the course of our audit, we have not observed any major weakness in internal control system.
- v) According to the information and explanation provided by the management, there have been no contracts or arrangement during the year that need to be entered into the register maintained under Section 301 of the Companies Act, 1956. Therefore, the provisions of clauses (v) (a) and (b) of the order are not applicable.
- vi) The Company has not accepted any deposit from the public as stipulated under the Provisions of section 58A and 58AA of the Companies Act, 1956.
- vii) In our opinion and according to the information and explanations given to us, the Company has an internal audit system commensurate with the size and nature of its business.
- viii) We have broadly reviewed the books of account maintained by the Company, pursuant to the Companies (Cost Accounting Records) Rules, 2011 prescribed by the Central Government under Section 209(1) (d) of the Companies Act, 1956 and are of the opinion that prima facie, the prescribed accounts and cost records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate and complete.
- ix) a) In our opinion and according to the information and explanations given to us, Company is generally been regular in depositing with appropriate authorities undisputed statutory dues, as required under this clause and applicable to the Company during the year.  
b) According to the information and explanations given to us, there is no undisputed amount payable in respect of statutory dues, outstanding for more than six months from the date they become payable as on 31st March, 2013.  
c) According to the information and explanations given to us, there are no statutory dues that have not been deposited with the appropriate authorities on account of any dispute.
- x) The Company does not have any accumulated losses at the end of the financial year and has not incurred any cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- xi) Based on our audit procedure and on the basis of information and explanations given by the management, the Company has not defaulted in repayment of dues to financial institutions or banks.
- xii) According to the information and explanations given to us, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.



**ANNEXURE TO THE AUDITOR'S REPORT (Contd.)**  
**(Referred to in paragraph 1 of our report of even date)**

- xiii) The Company is not a chit fund or nidhi/mutual benefit fund/society, therefore clause 4(xiii) of the order is not applicable to the Company.
- xiv) In our opinion, the Company is not dealing in or trading in shares, securities, debentures, other investments and contracts.
- xv) According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from banks or financial institutions.
- xvi) To the best of our knowledge and belief and according to the information and explanations given to us, term loans were applied for the purpose for which these were obtained.
- xvii) According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, no funds raised on short term basis have been used for long term investment.
- xviii) The Company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under section 301 of the Companies Act, 1956 during the year.
- xix) The Company has not issued any debentures during the year.
- xx) During the year the Company has not raised any money by way of public issue. Hence clause (xx) of Para 4 of the order is not applicable.
- xxi) In our opinion and according to information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

For A.K. Meharia & Associates  
Chartered Accountants

Sd/-  
A.K. Meharia  
Partner

Membership No. 53918  
FRN. 324666E

Place : Kolkata  
Dated : 23<sup>rd</sup> May, 2014

**UNIQUE ORGANICS LIMITED**  
**BALANCE SHEET AS AT 31ST MARCH, 2014**

(Amount in ')

	NOTES	AS AT 31ST MARCH, 2014	AS AT 31ST MARCH, 2013
<b><u>EQUITY AND LIABILITIES</u></b>			
<b><u>Shareholders Fund</u></b>			
Share Capital	1	59,683,500.00	59,683,500.00
Reserve & Surplus	2	51,495,098.40	19,833,648.57
<b><u>Non-Current Liabilities</u></b>			
Deferred Tax Liabilities (Net)	3	2,796,401.00	3,406,610.00
Long Term Provisions	4	135,897.00	106,239.00
<b><u>Current Liabilities</u></b>			
Short Term Borrowings	5	345,746,482.44	208,971,016.67
Trade Payables	6	30,436,067.50	10,383,570.00
Other Current Liabilities	7	15,758,149.48	12,387,608.95
Short Term Provisions	8	36,555,424.00	18,113,662.00
<b>Total</b>		<b>542,607,019.82</b>	<b>332,885,855.19</b>
<b><u>ASSETS</u></b>			
<b><u>Non-Current Assets</u></b>			
Fixed Assets	8A	17,528,601.80	20,016,795.56
Long Term Loans & Advances	9	328,372.23	428,359.00
<b><u>Current Assets</u></b>			
Inventories	10	23,979,732.47	8,616,463.73
Trade Receivables	11	445,164,427.87	273,709,474.69
Cash & Bank Balances	12	9,550,926.91	3,208,641.64
Short Term Loans & Advances	13	2,189,340.40	3,022,921.20
Other Current Assets	14	43,865,618.14	23,883,199.37
<b>Total</b>		<b>542,607,019.82</b>	<b>332,885,855.19</b>
Significant Accounting Policies	36		

The accompanying Notes of Accounts are an integral part of financial statements.

As per our report of even date

For and on behalf of the Board

**For A.K. Meharia & Associates**

Firm Registration Number-324666E

Chartered Accountants

sd/-  
Madhu Kanodia  
(Director)

sd/-  
J P Kanodia  
(Managing Director)

sd/-  
(A.K Meharia)

Partner

Membership Number 053918

Place: Kolkata

Date: 23 May, 2014

sd/-  
Aayushi Singh  
(Company Secretary)

**UNIQUE ORGANICS LIMITED**

**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2014 (Amount in ')**

	NOTES	For the Year 2013 - 2014	For the Year 2012 - 2013
<b>INCOME</b>			
Revenue from Operations	15	2,422,010,983.15	1,622,559,507.84
Other Income	16	31,908,035.02	12,985,077.31
<b>Total Revenue</b>		<b>2,453,919,018.17</b>	<b>1,635,544,585.15</b>
<b>EXPENSES</b>			
Cost of Raw Materials & components	17	2,496,010.47	2,773,680.61
Purchase of Trading Goods	18	2,091,781,754.50	1,319,173,805.85
(Increase)/Decrease in Inventories	19	(15,538,587.63)	14,285,684.54
Employee Benefits Expenses	20	3,837,482.00	3,828,374.00
Finance Cost	21	15,959,427.47	13,844,747.68
Depreciation	8A	1,502,210.67	1,460,742.01
Others expenses	22	286,784,197.77	246,942,316.46
<b>Total Expenses</b>		<b>2,386,822,495.25</b>	<b>1,602,309,351.15</b>
<b>Profit/(Loss) Before Tax</b>		<b>67,096,522.92</b>	<b>33,235,234.00</b>
Extraordinary Items		423,210.91	-
		<b>67,519,733.83</b>	
<u>Tax Expense :</u>			
Current Tax		(22,539,068.00)	(11,117,837.00)
Deferred Tax		610,209.00	(3,286,189.00)
<b>Profit/(Loss) for the Period</b>		<b>45,590,874.83</b>	<b>18,831,208.00</b>
<b>Earning Per equity Share-Basic &amp; Diluted</b>	23	<b>7.66</b>	<b>3.16</b>
Face Value Per Share (In Rs.)		<b>10.00</b>	<b>10.00</b>
Significant Accounting Policies	36		

The accompanying Notes of Accounts are an integral part of financial statements.

As per our report of even date

For and on behalf of the Board

**For A.K. Meharia & Associates**

Firm Registration Number-324666E

Chartered Accountants

sd/-

(A.K Meharia)

Partner

Membership Number 053918

Place: Kolkata

Date: 23 May, 2014

sd/-  
Madhu Kanodia  
(Director)

sd/-  
J P Kanodia  
(Managing Director)

sd/-  
Aayushi Singh  
(Company Secretary)

**UNIQUE ORGANICS LIMITED**

Notes to Financial Statements for the year ended 31 st March, 2014

(Amount in ')

**NOTE - 1**

**SHARE CAPITAL**

**Authorised Shares:**

100,000 (P.Y:100,000) Preference Shares of Rs.100/- each  
60,00,000 (P.Y:60,00,000) Equity Shares of Rs.10/- each

**Issued Shares**

59,71,500 (P.Y:59,71,500) Equity Shares of Rs.10/- each

**Subscribed & Paid - up Shares**

59,71,500 (P.Y:59,71,500) Equity Shares of Rs.10/- each

Less: Face Value of 18500 (P.Y: 18,500) Equity Shares Forfeited

Add: Forfeited Shares (Amount Originally Paid Up)

	AS AT 31ST MARCH,2014	AS AT 31ST MARCH,2013
	10,000,000.00	10,000,000.00
	60,000,000.00	60,000,000.00
	59,715,000.00	59,715,000.00
	59,715,000.00	59,715,000.00
	59,715,000.00	59,715,000.00
	185,000.00	185,000.00
	59,530,000.00	59,530,000.00
	153,500.00	153,500.00
	59,683,500.00	59,683,500.00
	59,683,500.00	59,683,500.00

**a) Terms/rights attached to Equity Shares.**

The company has only one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders except in the case of interim dividend. In the event of liquidation, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amount in proportion of their shareholding.

**b) Terms/rights attached to Preference Shares.**

The company had 9% Non-Cumulative Redeemable Preference Shares having at par value of Rs. 100 per share redeemable after seven years from the date of allotment. Each holder of preference shares is entitled to one vote per share in the meeting of preference shareholders of the company. In the event of distribution of dividend and liquidation, the preference shareholders have preferential right over equity shareholders. All preference shares were redeemed on 10th July, 2012.

**c) Details of Equity Shareholders holding more than 5% shares in the company**

	AS AT 31ST MARCH,2014		AS AT 31ST MARCH,2013	
	No. of Shares	% Holding	No. of Shares	% Holding
<b>Equity Shares of Rs.10 each fully paid up</b>				
Jyoti Prakash Kanodia	642,494	10.79%	642,494	10.76%
Sarla Devi Kanodia	828,800	13.92%	578,800	9.69%
Madhu Kanodia	535,100	8.99%	285,100	4.77%

**d) The reconciliation of the number of shares outstanding is set out below : -**

Particulars	AS AT 31ST MARCH,2014	AS AT 31ST MARCH,2013
	No. of Shares	No. of Shares
<b>Equity Shares</b>		
Equity Shares at the beginning of the year	5,953,000	5,971,500
Less: Shares forfeited during the year	-	18,500
Equity shares at the end of the year	5,953,000	5,953,000
<b>Preference Shares</b>		
Preference Shares at the beginning of the year	-	100,000
Less: Shares redeemed during the year	-	(100,000)
Preference shares at the end of the year	-	-

**UNIQUE ORGANICS LIMITED**

**Notes to Financial Statements for the year ended 31 st March, 2014**

**NOTE - 2**

**RESERVES & SURPLUS**

(Amount in ')

General Reserve

Balance as per last financial statement  
Add: Transfer during the year

AS AT 31ST MARCH,2014	AS AT 31ST MARCH,2013
-	-
3,419,315.61	-
<b>3,419,315.61</b>	-

Capital Reserve

Balance as per last financial statement

1,807,660.75	1,807,660.75
<b>1,807,660.75</b>	<b>1,807,660.75</b>

Capital Redemption Reserve

Balance as per last financial statement  
Add: Transfer during the year

10,000,000.00	6,000,000.00
-	4,000,000.00
<b>10,000,000.00</b>	<b>10,000,000.00</b>

Surplus in statement of Profit & Loss

Balance as per last financial statement  
Add: Profit/(Loss) for the year

8,025,987.82	113,504.82
<b>45,590,874.83</b>	<b>18,831,208.00</b>

Amount available for appropriation

<b>53,616,862.65</b>	<b>18,944,712.82</b>
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Less: Appropriations

Transfer to General Reserve

(3,419,315.61)	-
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Transfer to Capital Redemption Reserve

-	(4,000,000.00)
---	----------------

Proposed equity Dividend (Rs.2.00/- per share) (P.Y. 1.00/-)

(11,906,000.00)	(5,953,000.00)
-----------------	----------------

Tax on Proposed equity dividend

(2,023,425.00)	(965,725.00)
<b>(17,348,740.61)</b>	<b>(10,918,725.00)</b>

Total Appropriation

Net Surplus in the statement of profit & loss

<b>36,268,122.04</b>	<b>8,025,987.82</b>
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Total reserve & surplus

<b>51,495,098.40</b>	<b>19,833,648.57</b>
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**NOTE - 3**

**DEFERRED TAX LIABILITIES (NET)**

**Deferred Tax Liabilities**

On Fixed Assets

AS AT 31ST MARCH,2014	AS AT 31ST MARCH,2013
2,914,267.00	3,466,094.00
(117,866.00)	(59,484.00)
<b>2,796,401.00</b>	<b>3,406,610.00</b>

**Deferred Tax Asset**

On expenditures charged to the statement of profit & loss account but allowable for tax purpose on payment basis

**NOTE - 4**

**LONG TERM PROVISIONS**

Provision for employee benefits

135,897.00	106,239.00
<b>135,897.00</b>	<b>106,239.00</b>

**UNIQUE ORGANICS LIMITED**

**Notes to Financial Statements for the year ended 31 st March, 2014**

	AS AT 31ST MARCH,2014	(Amount in ' AS AT 31ST MARCH,2013
<b>NOTE - 5</b>		
<b>SHORT TERM BORROWINGS</b>		
<i>(Secured)</i>		
Packing Credit Limit	48,036,021.00	40,000,000.00
Foreign Bill Purchase Limit	213,817,620.00	119,115,773.00
Cash Credit Limit	83,892,841.44	49,855,243.67
	<b>345,746,482.44</b>	<b>208,971,016.67</b>

a) Packing Credit Limit, Foreign Bill Purchase limit and Cash Credit limit with Bank of Baroda, Nehru place, Jaipur is collaterally secured by Equitable mortgage of Company's land & Building at Sitapura Industrial Area, house situated at K-26, Income Tax Colony, Durgapura, Jaipur belonging to Mr. J. P. Kanodia, Managing Director, extension of equitable mortgage of office no. 407, 4th floor, Arihant Plaza, Malviya Nagar, Jaipur, belonging to the relative of a director, Hypoythecation of Plant & Machineries and all present and future fixed assets, hypothecation of Raw Materials, Work in Progress, Finished Goods, Stores & packing materials, Book Debts and other properties, personal guarantees of Director, bearing interest @11.00% p.a. (Previous Year 11.50% p.a.) in case of PC & FBP and 13.00% & 11.00% p.a. (Previous Year 16.00% p.a.) in case of CC limit.

	AS AT 31ST MARCH,2014	(Amount in ' AS AT 31ST MARCH,2013
<b>NOTE - 6</b>		
<b>TRADE PAYABLES</b>		
<i>Trade Payables (including acceptance)</i>		
Total outstanding due of micro & small Enterprises (including interest)	-	-
Other Trade Payables	30,436,067.50	10,383,570.00
	<b>30,436,067.50</b>	<b>10,383,570.00</b>

	AS AT 31ST MARCH,2014	(Amount in ' AS AT 31ST MARCH,2013
<b>NOTE - 7</b>		
<b>OTHER CURRENT LIABILITIES</b>		
Advance from customers	5,596.00	380,644.50
Sundry Creditors for Exp. & Others	14,529,569.40	11,834,930.40
Deposit against rent	140,000.00	-
Unclaimed Dividend*	861,319.00	-
Statutory Dues	221,665.08	172,034.05
	<b>15,758,149.48</b>	<b>12,387,608.95</b>

\* There is no amount due & outstanding as at Balance Sheet date to be transferred to Investor Education & Protection Fund.

	AS AT 31ST MARCH,2014	(Amount in ' AS AT 31ST MARCH,2013
<b>NOTE - 8</b>		
<b>SHORT TERM PROVISIONS</b>		
Provision for Taxation	22,539,068.00	11,117,837.00
Provision for employee benefits	86,931.00	77,100.00
Proposed equity dividend	11,906,000.00	5,953,000.00
Provision of tax on proposed equity dividend	2,023,425.00	965,725.00
	<b>36,555,424.00</b>	<b>18,113,662.00</b>

UNIQUE ORGANICS LIMITED

NOTES-8A

STATEMENT OF FIXED ASSETS FOR THE YEAR 2013-2014

Particulars	GROSS BLOCK			DEPRECIATION			NET BLOCK			
	As on 01.04.2013	Add during the year	Adjustment during the year	As on 31.03.2014	As on 01.04.2013	For the year	Adjustment during the year	As on 31.03.2014	As on 31.03.2014	As on 31.03.2013
Land	1,777,671.00	-	-	1,777,671.00	-	-	-	-	1,777,671.00	1,777,671.00
Buildings	11,458,817.42	-	-	11,458,817.42	5,357,465.69	382,724.50	-	5,740,190.19	5,718,627.23	6,101,351.73
Computer	227,774.00	142,300.00	-	370,074.00	48,430.35	47,706.21	-	96,136.56	273,937.44	179,343.65
Motor Car	642,924.00	808,480.00	-	1,451,404.00	61,450.45	82,396.30	-	143,846.75	1,307,557.25	581,473.55
Plant & Machinery	15,604,866.95	-	2,479,533.00	13,125,333.95	5,889,029.18	740,908.50	423,210.91	6,206,726.77	6,918,607.18	9,715,837.77
Lab Equipment	1,794,241.75	-	-	1,794,241.75	1,424,567.67	85,226.48	-	1,509,794.15	284,447.60	369,674.08
Electrical Installation	1,339,656.91	-	-	1,339,656.91	835,416.68	63,633.70	-	889,050.38	440,606.53	504,240.23
Furniture & Fixtures	517,830.52	81,534.00	-	599,364.52	441,788.17	35,488.09	-	477,276.26	122,088.26	76,042.35
Electrical Equipments	754,001.00	11,525.00	-	765,526.00	258,887.84	36,095.59	-	294,983.43	470,542.57	495,113.16
Office Equipment	564,431.26	26,500.00	-	590,931.26	348,383.22	28,031.30	-	376,414.52	214,516.74	216,048.04
<b>Total Rs.</b>	<b>34,682,214.81</b>	<b>1,070,339.00</b>	<b>2,479,533.00</b>	<b>33,273,020.81</b>	<b>14,665,419.25</b>	<b>1,502,210.67</b>	<b>423,210.91</b>	<b>15,744,419.01</b>	<b>17,528,601.80</b>	<b>20,016,795.56</b>
Previous Year	34,157,974.81	524,240.00	-	34,682,214.81	13,204,677.24	1,460,742.01	-	14,665,419.25	20,016,795.56	20,953,297.57

Note : Adjustment during the year represents the subsidy received from Spices Board, Ministry of Commerce & Industries, Government of India, against the specific machineries purchased in earlier years. Adjustment on account of depreciation relating to the said subsidy is taken as extraordinary items in statement of Profit & Loss Account.

NOTE - 9

LONG TERM LOANS AND ADVANCES

(Unsecured considered good)

Security Deposits

	AS AT 31ST MARCH, 2014	(Amount in ' AS AT 31ST MARCH, 2013
Security Deposits	328,372.23	428,359.00
	<b>328,372.23</b>	<b>428,359.00</b>
Raw Materials & Components	-	160,310.39
Finished Goods	-	93,289.37
Trading Goods	18,818,453.00	7,700,168.00
Trading Goods in Transit	4,513,592.00	-
Packing Materials	647,687.47	662,695.97
	<b>23,979,732.47</b>	<b>8,616,463.73</b>
Trade Receivables	35,300.00	923,301.50
Others	445,129,127.87	272,786,173.19
	<b>445,164,427.87</b>	<b>273,709,474.69</b>
The above includes to related parties	-	-
Due from related parties	-	-
	<b>AS AT 31ST MARCH, 2014</b>	<b>(Amount in ' AS AT 31ST MARCH, 2013</b>
Cash & Bank Balances	9,541,016.27	3,200,398.00
Cash & Cash Equivalents	9,910.64	8,243.64
Balances with bank:		
On Current Accounts		
Cash in hand (As certified by the management)		
	<b>9,550,926.91</b>	<b>3,208,641.64</b>

NOTE - 12

CASH & BANK BALANCES

Cash & Cash Equivalents

Balances with bank:

On Current Accounts

Cash in hand (As certified by the management)

**UNIQUE ORGANICS LIMITED**

**Notes to Financial Statements for the year ended 31 st March, 2014**

	<u>AS AT</u> <u>31ST MARCH, 2014</u>	<u>AS AT</u> <u>31ST MARCH, 2013</u>
<b>(Amount in ')</b>		
<b>NOTE - 13</b>		
<b><u>SHORT TERM LOANS AND ADVANCES</u></b>		
<i>(Unsecured considered good)</i>		
Loans to Others	1,500,000.00	1,500,000.00
Advance Recoverable in Cash or Kind		
To related parties	-	-
To Others	163,459.00	1,039,138.00
Prepaid Expenses	151,889.00	12,952.00
Advances to Employee	143,523.00	69,523.00
ECGC Fees Advance	230,469.40	401,308.20
	<b>2,189,340.40</b>	<b>3,022,921.20</b>
<b>NOTE - 14</b>		
<b><u>OTHER CURRENT ASSETS</u></b>		
<i>(Unsecured considered good)</i>		
Balances with Govt. Authorities	23,793,618.14	13,880,939.37
Advance Tax	20,072,000.00	10,002,260.00
	<b>43,865,618.14</b>	<b>23,883,199.37</b>
	<u>For the Year</u> <u>2013 - 2014</u>	<u>For the Year</u> <u>2012 - 2013</u>
<b>NOTE - 15</b>		
<b><u>REVENUE FROM OPERATION</u></b>		
<u>Sale of Products</u>	908,591,151.89	329,775,469.35
Domestic Sales	1,482,682,522.26	1,271,827,696.49
Export Sales	2,391,273,674.15	1,601,603,165.84
<u>Other Operating Revenue</u>	30,703,359.00	20,956,342.00
Export Incentives	33,950.00	-
Job Work	2,422,010,983.15	1,622,559,507.84
a) <b><u>Detail of Sale of Products</u></b>		
Barley	5,445,739.00	55,618,440.15
Chilli seeds	2,307,456.25	594,550.00
Chilli Whole	1,517,607.00	4,464,343.00
Coriander Seed	2,463,974.50	-
Cumin Seeds	19,365,153.00	9,630,560.00
Cumin Seeds Black	1,450,656.00	1,641,780.00
Dehydrated Green Pepper	11,686,919.72	11,095,875.00
Dehydrated Onion Granules/Minced	3,892,563.99	-
Onion Powder	3,783,586.50	-
Onion Flakes	1,999,275.00	-
Raisin	2,983,675.50	-
Rapeseed Extraction	840,907,701.24	250,935,389.99
Red Chilli Powder	10,947,940.63	3,009,328.75
Rice Bran Extraction	457,692,742.82	375,398,938.86
Sesame Seeds	3,354,678.00	5,506,565.00
Soya Bean Meal	84,198,541.41	114,927,590.06
Turmeric Powder	7,462,603.05	1,233,845.06
Turmeric Whole	10,845,150.00	11,497,740.00
Yellow Corn	894,117,633.95	751,769,577.42
Yellow Mustard Seed	16,665,649.50	-
Others	8,184,427.09	4,278,642.55



**UNIQUE ORGANICS LIMITED**

Notes to Financial Statements for the year ended 31 st March, 2014

**NOTE - 16**

**OTHER INCOME**

	AS AT 31ST MARCH,2014	(Amount in ' AS AT 31ST MARCH,2013
Other Interest	54,967.00	96,608.00
Insurance Claim Received	590,332.00	-
Foreign Exchange Gain	30,482,611.02	12,329,562.88
Other Receipts	780,125.00	558,906.43
	<b>31,908,035.02</b>	<b>12,985,077.31</b>

**NOTE - 17**

**COST OF RAW MATERIALS & COMPONENTS CONSUMED**

Raw Materials(Spices)		
Opening Stock	160,310.39	101,081.63
Add: Purchases	174,667.58	767,972.28
	<b>334,977.97</b>	<b>869,053.91</b>
Less: Closing Stock	-	160,310.39
<b>Total (a)</b>	<b>334,977.97</b>	<b>708,743.52</b>
Packing Materials		
Opening Stock	662,695.97	727,710.06
Add: Purchases	2,146,024.00	1,999,923.00
	<b>2,808,719.97</b>	<b>2,727,633.06</b>
Less: Closing Stock	647,687.47	662,695.97
<b>Total (b)</b>	<b>2,161,032.50</b>	<b>2,064,937.09</b>
<b>Total (a+b)</b>	<b>2,496,010.47</b>	<b>2,773,680.61</b>

**a) Detail of raw materials consumed**

Chilli Whole	181,161.65	362,565.54
Coriander Seeds	45,722.66	153,931.96
Cumin Whole	24,264.80	-
Curry Leaves	14,455.09	-
Mustard Oil	8,746.12	12,365.60
Turmeric Whole	31,570.00	170,454.09
Other Materials	29,057.65	9,426.33

**b) Details of Inventory**

Chilli Whole	-	72,756.57
Coriander Seeds	-	45,722.66
Curry Leaves	-	14,455.09
Mustard Oil	-	8,746.12
Refined Oil	-	5,074.24
Other Materials	-	13,555.71

**NOTE - 18**

**PURCHASE OF TRADING GOODS**

Purchases	2,091,781,754.50	1,319,173,805.85
	<b>2,091,781,754.50</b>	<b>1,319,173,805.85</b>

**UNIQUE ORGANICS LIMITED**

**Notes to Financial Statements for the year ended 31 st March, 2014**

	AS AT 31ST MARCH, 2014	(Amount in ' AS AT 31ST MARCH, 2013
<b>NOTE - 18 (Contd...)</b>		
<b>a) <u>Detail of Purchase</u></b>		
Barley	5,346,059.00	45,758,539.00
Chilli seeds	531,250.00	1,487,500.00
Chilli Whole	1,144,000.00	3,445,000.00
Coriander Seed	2,171,214.00	-
Cumin Seeds	19,095,387.00	8,723,000.00
Cumin Seeds Black	1,248,000.00	1,395,950.00
Dehydrated Green Pepper	5,572,200.00	15,335,000.00
Dehydrated Onion Granules/Minced	3,569,000.00	-
Guar Gum Korma	15,502,750.00	-
Onion Powder	4,746,000.00	-
Onion Flakes	1,792,500.00	-
Raisins	2,646,000.00	-
Rapeseed Extraction	735,481,456.00	209,549,736.00
Red Chilli Powder	8,535,688.00	2,355,000.00
Rice Bran Extraction	342,304,284.00	249,655,249.00
Sesame Seeds	3,277,762.00	5,076,500.00
Soya Bean Meal	78,146,459.00	81,640,004.00
Turmeric Powder	6,204,000.00	1,040,650.00
Turmeric Whole	7,654,000.00	9,489,000.00
Yellow Corn	827,533,141.50	682,060,215.00
Yellow Mustard Seed	14,407,546.00	-
Others	4,873,058.00	2,162,462.85

**NOTE - 19  
(INCREASE)/DECREASE IN INVENTORIES**

	For the Year 2013 - 2014	(Amount in ' For the Year 2012 - 2013
<u>Inventories at the end of the year</u>		
Trading Goods	23,332,045.00	7,700,168.00
Finished Goods	-	93,289.37
	<b>23,332,045.00</b>	<b>7,793,457.37</b>
<u>Inventories at the beginning of the year</u>		
Trading Goods	7,700,168.00	21,832,377.00
Finished Goods	93,289.37	246,764.91
	<b>7,793,457.37</b>	<b>22,079,141.91</b>
	<b>(15,538,587.63)</b>	<b>14,285,684.54</b>

**a) Detail of Inventories**

**Trading Goods**

Chilli Seeds	-	1,057,500.00
Cumin Seed	1,335,263.00	-
Guar Gum Korma	15,132,750.00	-
Onion Powder	1,396,500.00	-
Dehydrated Green Pepper	-	5,190,000.00
Rapeseed Extraction	-	1,159,294.00
Yellow Corn	5,454,372.00	280,214.00
Others	13,160.00	13,160.00

**UNIQUE ORGANICS LIMITED**

**Notes to Financial Statements for the year ended 31 st March, 2014**

	<u>AS AT</u> 31ST MARCH, 2014	(Amount in ') <u>AS AT</u> 31ST MARCH, 2013
<b>NOTE - 19 (Contd..)</b>		
<b>Finished Goods</b>		
Chilli Powder	-	17,466.45
Coriander Powder	-	10,971.02
Cumin Whole	-	11,115.48
Turmeric Powder	-	39,864.22
Other Products	-	13,872.20
<b>NOTE - 20</b>		
<b>EMPLOYEE BENEFITS EXPENSES</b>		
Salaries, Wages & Bonus	3,681,890.00	3,635,381.00
Contribution to PF & Other Funds	104,450.00	75,142.00
Staff Welfare Expenses	16,303.00	11,612.00
Gratuity	34,839.00	106,239.00
	<b>3,837,482.00</b>	<b>3,828,374.00</b>
<b>NOTE - 21</b>		
<b>FINANCE COST</b>		
Interest Expenses		
Cash Credit	2,847,448.00	1,939,162.00
Packing Credit	2,070,402.00	2,167,099.00
Foreign Bill Purchase	7,404,500.00	5,921,726.84
Discounting & Bank Charges	3,637,077.47	3,816,759.84
	<b>15,959,427.47</b>	<b>13,844,747.68</b>
<b>NOTE - 22</b>		
<b>OTHER EXPENSES</b>		
<b>Operational Expenses</b>		
Freight & Loading (On Domestic Trade)	8,345.00	11,546.00
Freight, Clearing & Forwarding Expenses	251,794,201.23	195,888,004.40
Cess Custom Duty	-	25,639,983.00
<b>Establishment Expenses</b>		
Payment to Auditor (Refer details below)	140,450.00	112,360.00
Rates & Taxes	9,548.00	108,129.00
Business Promotion Expenses	354,688.00	43,804.00
Bad Debts	923,301.50	525,115.50
Commission Expenses	12,048,998.00	11,766,749.00
Claims & Deductions	10,762,747.55	5,522,932.41
Traveling Expenses	1,094,443.00	769,568.00
Rent Paid	693,598.00	422,400.00
Testing & Sampling Expenses	2,211,107.00	1,885,831.00
Power & Fuel	228,893.77	332,856.00
Insurance/ECGC Premiums	3,339,919.80	1,640,589.00
Legal & Professional Fees	343,939.00	320,609.00
<b>Repair &amp; Maintenance</b>		
To Machinery	36,802.00	35,480.00
To Buildings	49,276.00	-
To Others	124,132.00	19,212.00
Miscellaneous Expenses	2,619,807.92	1,897,148.15
	<b>286,784,197.77</b>	<b>246,942,316.46</b>

**UNIQUE ORGANICS LIMITED**

Notes to Financial Statements for the year ended 31 st March, 2014

(Amount in ')

**NOTE - 22 (Contd....)**

**Payment to Auditor**

**As Auditor (Including Service Tax)**

Statutory Audit Fee

Tax Audit Fee

Secreterial Audit Fees

	<u>AS AT</u> <u>31ST MARCH,2014</u>	<u>AS AT</u> <u>31ST MARCH,2013</u>
	112,360.00	78,652.00
	28,090.00	22,472.00
	-	11,236.00
	<u>140,450.00</u>	<u>112,360.00</u>
	<u>For the Year</u> <u>2013 - 2014</u>	<u>For the Year</u> <u>2012 - 2013</u>
	45,590,874.83	18,831,208.00
	5953000	5967299
	7.66	3.16

**NOTE - 23**

**EARNINGS PER SHARE(EPS)**

Net profit/(loss) after tax as per statement of Profit and Loss

Weighted average number of equity shares used as denominator for calculating EPS

Basic & Diluted Earning Per Share

**NOTE - 24**

Balances of some of the advances given and taken and Sundry Debtors & Creditors are Subject to the Confirmations from the respective parties.

**NOTE - 25**

As Per information available with the Company, there are no suppliers covered under Micro, Small & Medium Enterprises Development Act, 2006. As a result, no interest provision / payment have been made by this Company to such creditors, if any, and no disclosures thereof is made in this regard.

**NOTE - 26**

**RELATED PARTY DISCLOSURE**

As per Accounting Standard - 18, the disclosures of transactions with the related parties are given below:

i) List of related parties with whom transactions have been taken place and/or balance are

**Name of the Related Party**

**Relationship**

Jyoti Prakash Kanodia  
Madhu Kanodia  
Amardeep Singh Ahluwalia  
Dilip Kumar Joshi

Key Managerial Person

Smt. Sarla Devi Kanodia

Relative of Key Management Personnel

ii) Transaction during the year with related parties

**Nature of Transactions**

Amount in Rs.

Nature of Transactions	Key Managerial Person	Relative of the Key Management Personnel	Total
Directors Remuneration	1,500,000.00 (1,500,000.00)	-	1,500,000.00 (1,500,000.00)
Board Meeting Fees	28,500.00 (15,500.00)	-	28,500.00 (15,500.00)
Rent Paid	-	422,400.00 (422,400.00)	422,400.00 (422,400.00)



**UNIQUE ORGANICS LIMITED**

**Notes to Financial Statements for the year ended 31 st March, 2014**

(Amount in ')

**NOTE - 32 (Contd....)**

**(d) Change in Fair Value of Plan Assets during the year**

- (i) Plan Assets at the beginning of the year
- (ii) Expected return on Plan Assets
- (iii) Contributions by the employer
- (iv) Benefits Paid
- (v) Plan Assets at the end of the year

**(e) Actuarial Assumption**

- (i) Discount Rate
- (ii) Expected return on Plan Assets
- (iii) Inflation Rate
- (iv) Remaining Working Life
- (v) Mortality Table

	<u>AS AT</u> 31ST MARCH,2014	<u>AS AT</u> 31ST MARCH,2013
(i) Plan Assets at the beginning of the year	-	-
(ii) Expected return on Plan Assets	-	-
(iii) Contributions by the employer	-	-
(iv) Benefits Paid	-	-
(v) Plan Assets at the end of the year	-	-
(i) Discount Rate	9.00%	8.00%
(ii) Expected return on Plan Assets	0.00%	0.00%
(iii) Inflation Rate	6.00%	5.00%
(iv) Remaining Working Life	23 Years	26 Years
(v) Mortality Table	IALM (2006-2008)	LICI 1994-1996

**NOTE - 33**

Miscellaneous Expenses includes a sum of Rs.2,64,802/- (Previous Year Rs.4,02,057/-) paid for Income Tax and its interests

**NOTE - 34**

**SEGMENT REPORTING**

**i) Business (Primary) Segment**

The Company operates in a single primary business segment, namely, spices and food products, and hence there is no reportable primary segment as per AS-17 on segment reporting.

**ii) Geographical (Secondary) Segment**

a) The analysis of geographical segments is based on the areas in which the customers of the company are located.

**Particulars**

**Segment Revenue**

**Indian**

Domestic

**Overseas**

Vietnam

Other Contries

	<u>For the Year</u> 2013 - 2014	<u>For the Year</u> 2012 - 2013
Domestic	908,591,151.89	329,775,469.35
Vietnam	1,248,098,124.45	975,188,369.59
Other Contries	234,584,397.81	296,639,326.90
	<b>1,482,682,522.26</b>	<b>1,271,827,696.49</b>

b) There are no carrying amount of segment assets by geographical location of assets.

**NOTE - 35**

Amount debited in the statement of Profit & Loss on account of gratuity includes Rs. Nil (Previous Year Rs. 83818/-) relating to earlier years.

**NOTE - 36**

**SIGNIFICANT ACCOUNTING POLICIES**

**a) Basis of Preparation of Financial Statements**

The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards notified under the Companies (Accounting Standards) Rules, 2006, (as amended) and the relevant provisions of the Companies Act, 1956. These financial statements have been prepared on an accrual basis and under the historical cost conventions.

**UNIQUE ORGANICS LIMITED**

**Notes to Financial Statements for the year ended 31 st March, 2014**

**b) Use of Estimates**

The preparation of financial statements in conformity with generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenue and expenses during the reporting period. Differences between actual results and estimates are recognised in the period in which the results are known / materialised.

**c) Revenue Recognition**

- i) Sales are recognised inclusive of discount and exclusive of VAT, if any.
- ii) Export entitlement in the form of Duty Drawback, DEPB and other schemes are recognised in the statement of Profit & Loss when the right to receive credit as per the terms of scheme is established in respect of exports made and when there is no significant uncertainty regarding the ultimate collection of relevant export proceeds.
- iii) Insurance are accounted for on receipt basis or as acknowledged by the appropriate authorities.

**d) Fixed Assets**

Fixed Assets are stated at cost of acquisition/installation less accumulated depreciation and impairment losses, if any. The cost of assets comprises of purchase price and directly attributable cost of bringing the assets to working condition for its intended use.

**e) Depreciation**

Depreciation on Fixed Assets is provided on Straight Line method at the rates and in the manner Specified in Schedule XIV of the Companies Act, 1956.

**f) Investments**

The Company does not have any Investment at the end of the year and its corresponding previous year.

**g) Earning Per Share**

Basic and Diluted Earnings per shares are calculated by dividing the net profit attributable to the ordinary shareholders by the weighted average number of ordinary shares outstanding during the year.

**h) Inventories**

Inventories are valued at lower of cost and net realizable value and as certified by the management. Cost of inventories comprises of cost of purchase and other incidental expenses, determined on FIFO basis. Net realizable value is the estimated selling price in the ordinary course of business.

**i) Borrowing Cost**

Borrowing Costs that are directly attributable to the acquisition or construction of Qualifying Assets are capitalized as part of cost of such assets. Other Borrowing Costs are charged as expense in the year in which these are incurred.

**j) Segment Reporting**

The company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the company as a whole.

**k) Foreign Currency Transaction**

- i) All transactions in foreign currency are recorded at the rate of exchange prevailing on the date when the relevant transaction take place.
- ii) Monetary items denominated in foreign currency at the year end are restated at the year end rates. Any income or expenses on account of exchange differences either on settlement or on translation is recognized in the Statement of Profit and Loss except in cases where they relate to acquisition of fixed assets in which case they are adjusted to the carrying cost of such assets.
- iii) The premium or discount arising at the inception of forward exchange contract is amortized and recognized as an expenses / income over the life of the contract.

**l) Impairment**

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value being higher of value in use and net selling price. An impairment loss is recognized as an expense in the Profit and Loss Account in the year in which an asset is impaired. The impairment loss recognized in prior accounting period is reversed if there has been an improvement in recoverable amount.

**m) Taxation**

Provision for current tax is made after taking in to consideration benefits admissible under the provisions of the Income Tax Act, 1961, Deferred tax resulting from "timing difference" between taxable and accounting income is accounted for using the tax rates and law that are enacted or substantively enacted as on the balance sheet date. Deferred tax assets is recognised and carried forward only to the extent that there is virtual certainty that the assets will be realised in future.

**UNIQUE ORGANICS LIMITED**

**Notes to Financial Statements for the year ended 31 st March, 2014**

**n) Government Grants**

Government grants are recognised only when there is reasonable assurance that the company will comply with the conditions attached to them and the grants will be received. Government Grants related to specific assets are presented in the Balance Sheet by showing the grant as a deduction from the gross value of the assets concerned in arriving at their book value.

**o) Employee Benefits**

- (i) The company contributes to the employee's provident fund maintained under the Employees Provident Fund Scheme of the Central Government and the same is charged to the Profit & Loss Account. The company has no obligation, other than the contribution payable to the provident fund. The company also contributes to the employees state insurance fund maintained under the "Employees State Insurance Scheme" of the Central Government and same is also charged to the profit & loss account.
- (ii) Gratuity Liability has been provided on the basis of actuarial valuation. The company does not contribute to any fund for gratuity for its employees. The cost of providing benefits is determined on the basis of actuarial valuation at each year end using projected unit credit method. Actuarial gain and losses is recognized in the period in which they occur in the statement of profit and loss.

**p) Provision & Contingent Liability**

A provision is recognized when there is a present obligation as a result of past event, that probably requires an outflow of resources and a reliable estimate can be made to settle the amount of obligation. These are reviewed at each year end and adjusted to reflect the best current estimates. Contingent liabilities are not recognised but disclosed in the financial statements.

As per our report of even date

For and on behalf of the Board

**For A.K. Meharia & Associates**

Firm Registration Number-324666E

Chartered Accountants

sd/-

(A.K Meharia)

Partner

Membership Number 053918

Place: Kolkata

Date: 23 May, 2014

sd/-

Madhu Kanodia  
(Director)

sd/-

J P Kanodia  
(Managing Director)

sd/-

Aayushi Singh  
(Company Secretary)



**UNIQUE ORGANICS LIMITED**  
**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014**

PARTICULARS	YEAR ENDED ON		YEAR ENDED ON	
	31st March, 2014		31st March, 2013	
	Rs.	P.	Rs.	P.
<b>1 CASH FLOW FROM OPERATING ACTIVITIES</b>				
Net Profit Before Tax	67,096,522.92		33,235,234.00	
<u>Addition:</u>				
Depreciation	1,502,210.67		1,460,742.01	
Interest Received	(54,967.00)		(96,608.00)	
<b>Cash Flow from Operating Activities before Working Capital changes</b>	<b>68,543,766.59</b>		<b>34,599,368.01</b>	
<u>Adjustments:</u>				
Inventories	(15,363,268.74)		14,291,469.87	
Trade Receivable	(171,454,953.18)		(81,529,646.04)	
Long Term Loans & Advances	99,986.77		-	
Short Term Loans & Advances	833,580.80		(2,124,150.00)	
Other Current Assets	(19,982,418.77)		(4,977,682.50)	
Trade Payables	20,052,497.50		8,824,783.00	
Other Current Liabilities	3,370,540.53		(461,945.26)	
Long Term Provisions	29,658.00		106,239.00	
Short term provisions	(6,908,894.00)		77,100.00	
<b>Cash Generated From Operation</b>	<b>(120,779,504.50)</b>		<b>(31,194,463.92)</b>	
Taxes Paid	(11,117,837.00)		(5,045,202.00)	
<b>Cash Flow from Operating Activities</b>	<b>(131,897,341.50)</b>		<b>(36,239,665.92)</b>	
<b>2 CASH FLOW FROM INVESTING ACTIVITIES</b>				
Increase/Decrease in Fixed Assets & Capital WIP	1,409,194.00		(524,240.00)	
Interest Received	54,967.00		96,608.00	
<b>Net Cash Flow from Investing Activities</b>	<b>1,464,161.00</b>		<b>(427,632.00)</b>	
<b>3 CASH FLOW FROM FINANCING ACTIVITIES</b>				
Increase/Decrease in Short Term Borrowings	136,775,465.77		48,269,895.67	
Increase/Decrease in Share Capital	-		(10,000,000.00)	
<b>Net Cash Flow from Financing Activities</b>	<b>136,775,465.77</b>		<b>38,269,895.67</b>	
<b>NET CHANGE IN CASH &amp; CASH EQUIVALENT</b>	<b>6,342,285.27</b>		<b>1,602,597.75</b>	
Opening Balance of Cash & Cash Equivalent	3,208,641.64		1,606,043.89	
<b>CLOSING BALANCE OF CASH &amp; CASH EQUIVALENT</b>	<b>9,550,926.91</b>		<b>3,208,641.64</b>	

Notes : 1. The Cash Flow statement has been prepared under the indirect method as set out in Accounting Standard (AS) 3 'Cash Flow Statement' as specified in Companies (Accounting Standard) Rules, 2006.  
 2. Figures of the previous period has been rearranged / regrouped where ever considered necessary.  
 3. Cash & Cash Equivalents includes Rs. 8,61,319/- unclaimed dividend lying in designated bank account.

As per our report of even date

For and on behalf of the Board

**For A.K. Meharia & Associates**  
 Firm Registration Number-324666E  
 Chartered Accountants  
 sd/-  
**(A.K Meharia)**

sd/-  
**Madhu Kanodia**  
 (Director)

sd/-  
**J P Kanodia**  
 (Managing Director)

Partner  
 Membership Number 053918  
 Place: Kolkata  
 Date: 23 May, 2014

sd/-  
**Aayushi Singh**  
 (Company Secretary)

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## Form No. MGT-11

## Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the company: **UNIQUE ORGANICS LIMITED**

CIN: L24119RJ1993PLC007148

Registered office: E-521, Sitapura Industrial Area, Sanganer, Tonk Road, Jaipur-302022

Name of the member (s): .....

Registered address: .....

E-mail Id: .....

Folio No/ Client Id: .....

DP ID:

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

1. Name: .....

Address: .....

E-mail Id: .....

Signature:....., or failing him

2. Name: .....

Address: .....

E-mail Id: .....

Signature:....., or failing him

3. Name: .....

Address: .....

E-mail Id: .....

Signature:....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22th Annual General Meeting of the company, to be held on the Wednesday, 16<sup>th</sup> July, 2014, At 11:30 a.m. at E-521, Sitapura Industrial Area, Sanganer, Tonk Road, Jaipur, and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No.	Resolutions	Business	[✓] Optional	
			Assent	Dissent
1.	Adopting of financial statements for the year 2013-14.	Ordinary		
2.	Declaration of Dividend.	Ordinary		
3.	Re-appointment of Mrs.Madhu Kanodia as Director.	Ordinary		
4.	Re-appointment of A.K. Meharia & Associates CA as Auditors.	Ordinary		
5.	Appointment of Mr. Sanjay Sharma as an Independent Director	Special		
6.	Increase in Remuneration of Managing Director.	Special		

Signed this ..... day of ..... 2014

Signature of shareholder: .....

Signature of Proxy holder(s) .....

**Notes:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the resolution, Explanatory statement and Notes please refer to Notice of the 22<sup>nd</sup> AGM.
3. It is optional to put 'Right Mark' (✓) in appropriate column against the resolution indicated in the box, if you leave the 'Assent' or 'Dissent' column blank against any or all resolutions, your Proxy will be eligible to vote in the manner as he/she thinks appropriate.
4. Please crosscheck all details including details of members in above box before submission.

Rs. 1  
Revenue  
Stamp



# Unique Organics Limited

CIN: L24119RJ1993PLC007148

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

Phone: +91-141-2521804, Fax: +91-141-2523653

E-mail: [unique@uniqueorganics.com](mailto:unique@uniqueorganics.com), [compliance@uniqueorganics.com](mailto:compliance@uniqueorganics.com)

Website : [www.uniqueorganics.com](http://www.uniqueorganics.com)

**22<sup>nd</sup> Annual Report-2014**

# UO// UNIQUE ORGANICS LIMITED

Regd. Off. : E-521, Sitapura Industrial Area, Near Sanganer, Tonk Road, Jaipur - 302 022 (Rajasthan)

Phone : (91-141) 2521804, Fax : (91-141) 2523653

E-mail : unique@uniqueorganics.com, compliance@uniqueorganics.com

Website : www.uniqueorganics.com, CIN : L24119RJ1993PLC007148

## ATTENDANCE SLIP

Regd. Folio / DP ID & Client ID

Name and Address of the Shareholder

- 06/14  
D
1. I hereby record my presence at the TWENTY SECOND ANNUAL GENERAL MEETING of the Company being held on Wednesday, July 16, 2014 at 11.30 a.m. at the Registered Office of the Company at E-521, Sitapura Industrial Area, Near Sanganer, Tonk Road, Jaipur - 302 022 (Rajasthan).

2. Signature of the Shareholder/Proxy Present

3. Shareholder / Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance duly signed.

4. Shareholder / Proxy holder desiring to attend the meeting may bring his / her copy of the Annual Report for reference at the meeting.

Note : PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING.

### ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	User ID	Password / PIN

Note : Please read the Instructions printed under the Note No. 13 to the Notice dated May 23, 2014 of the 22nd Annual General Meeting. The e-Voting period starts from 9.00 a.m. on Friday, July 11, 2014 and ends at 6.00 p.m. on the same day, i.e. Friday, July 11, 2014. The e-voting module shall be disabled by NSDL for voting thereafter.