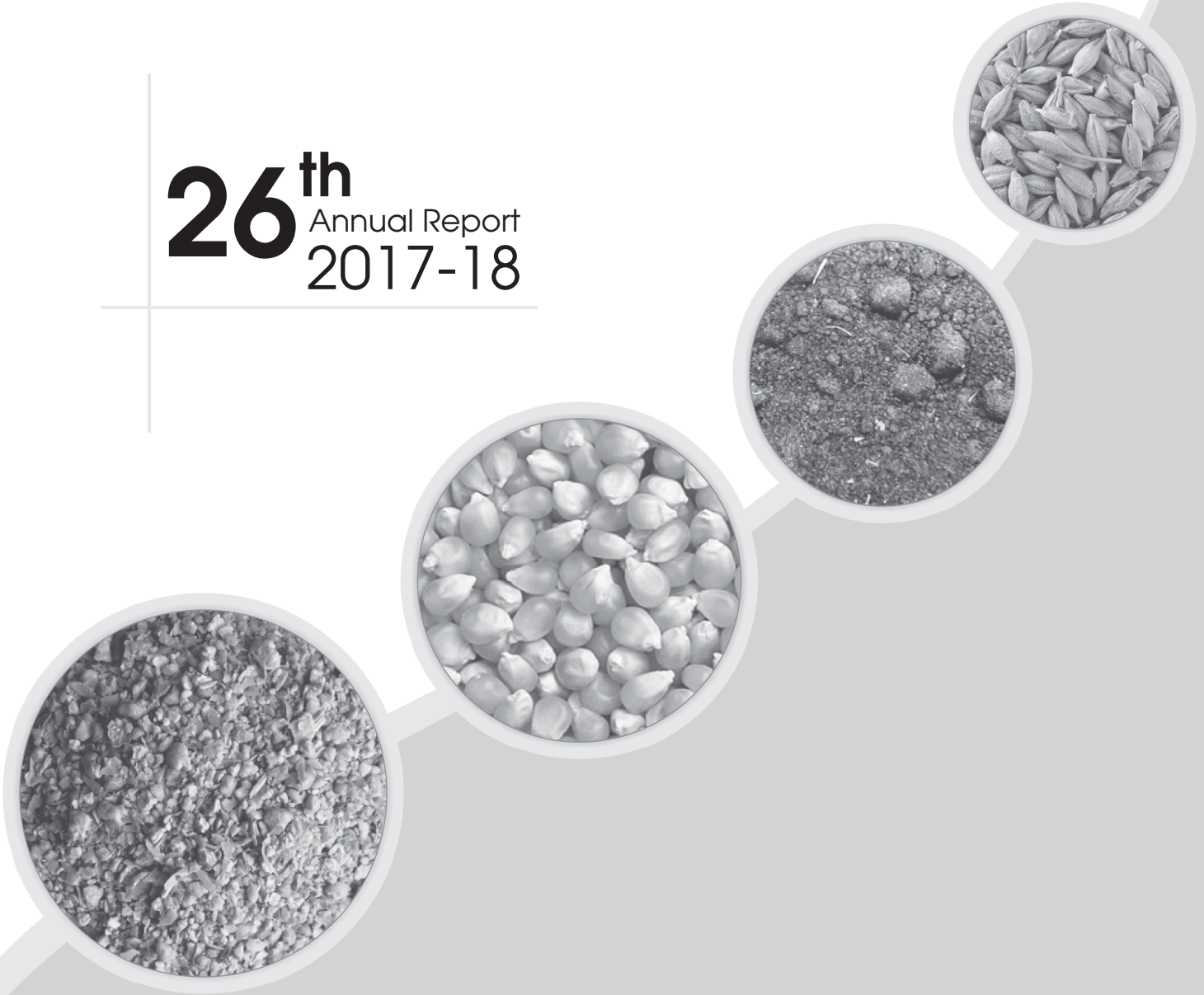




26th Annual Report
2017-18



UNIQUE ORGANICS LIMITED

CIN : L24119RJ1993PLC007148

Board of Directors:

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

Company Secretary cum Compliance Officer:

Mr. Ramavtar Jangid,
Phone: +91-141-2770315 / 2770509
E-mail: compliance@uniqueorganics.com

Bankers:

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

Statutory Auditors:

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

Internal Auditors:

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

Secretarial Auditors:

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

Registrar & Share Transfer Agent:

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

Reg. Office & Works:

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

NOTICE OF THE 26th ANNUAL GENERAL MEETING - 2018

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

ORDINARY BUSINESS:

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

SPECIAL BUSINESS:

- Levy of Charges for delivery of any document to member through a particular mode requested by such member.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:-

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

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

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

Regd. Office:

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

Ramavtar Jangid
Company Secretary

NOTES:

- 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.
- The Register of members and share transfer books of the company will remain closed from 19.08.2018 to 25.09.2018 (inclusive both days).
- Statement as required under Section 102 of the Companies Act, 2013 in respect of special business is annexed hereto.
- The members are requested to notify promptly change of their registered addresses, if any, and register their e-mail address and changes therein, if any at the registered office of the company or directly to the Share Transfer Agent M/s ABS Consultant Pvt. Ltd., Kolkata.
- Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares for ease of portfolio management. Members can contact the Company or RTA- ABS Consultant Private Limited for assistance in this regard.
- Members whose shareholding is in electronic mode are requested to direct change of address notifications and updates of bank account details to their respective depository participant(s). We urge the members to utilize the Electronic Clearing System (ECS) for receiving dividends.
- To support the 'Green Initiative' the Members who have not registered their e-mail addresses are requested to register the same with RTA/Depositories.
- Shareholders are requested to bring their copies of Annual Report to the meeting.
- 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.
- Corporate members intending to send their authorized representative to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting along with proper ID's.
- Members are requested to send their queries, if any, at least 10 days in advance of the meeting so that the information can be made available at the meeting.
- Brief resume including experience, other directorship and committee membership of the persons proposed for re-appointment as Director, is given in Statement pursuant to Section 102(1) of the Companies Act, 2013 in this Report.
- Route-map of the AGM venue, pursuant to the Secretarial Standard on General Meetings, is also annexed at the end of the report.

14. All documents referred to in the accompanying Notice with Explanatory Statement and Statutory Register, Financial Statements as per the provisions of the Companies Act, will be available for inspection by the members at the registered office of the Company during 10:00 AM to 12:00 Noon on all working days up to the date of Annual General Meeting.

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

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

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

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

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

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

16. Voting through electronic means

I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be considered at the 26th Annual General Meeting 2018 by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members

using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

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

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

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

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

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

Step 1

How to log in to the NSDL e-voting website

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

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

4. Your User ID details are given below :

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

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

General guidelines for shareholders

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

Step 2

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

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

6. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the relevant date i.e. 18.09.2018
- V. Mr. Ravi Gupta, Chartered Accountant and Partner of M/s. Gourisaria Goyal & Co., Chartered Accountants, Jaipur, has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- VI. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper/ Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote voting facility.
- VII. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- VIII. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company at www.uniqueorganics.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

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

Regd. Office:

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

Ramavtar Jangid
Company Secretary

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

Item No. 2

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

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

Mr. J.P. Kanodia being promoter director of the Company, has been providing his full time and attention to the activities of the company and his dedicated efforts have resulted into substantial business growth to the company. The company showed a rapid growth in recent years and also achieved good profitability. This all is because of his highly dedicated efforts and continued concentration on business development activity.

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

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

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

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

Item No. 3

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

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

Regd. Office:

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

Ramavtar Jangid
Company Secretary

BOARD OF DIRECTORS' REPORT

To,
The Members of
Unique Organics Limited

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

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

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

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

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

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

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

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

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

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

DIVIDEND:

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

RESERVES:

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

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

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

PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES:

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

DEPOSITS:

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

QUALIFICATIONS, RESERVATION OR ADVERSE REMARK IN AUDIT REPORTS:

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

- (a) the statutory auditor in its audit report; and
- (b) the company secretary in practice in its secretarial audit report.

REPORTING OF FRAUDS BY AUDITORS:

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

CHANGE IN THE NATURE OF BUSINESS:

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

EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS:

There are no such changes/ commitments/events or material changes occurred affecting the financial position of the Company between the end of the financial year (i.e. 31.03.2018) and the date of this report.

SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS:

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

DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES:

The Company no subsidiary, joint venture or associate company during the year under review.

DETAILS OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS:

Your Company is both ethically and professionally managed. It has developed an internal structure with proper hierarchy, delegation of authority and ethical values so that assets are safeguarded and the transactions are properly authorized at various stages and then recorded. With reference to the financial statements, the Company has a continuous monitoring mechanism through Audit Committee, Internal Audit and multistage checking of vouchers and documents which enables the organization to maintain with the same standard of the financial control systems and helps them in managing any default on timely basis because of strong reporting mechanism followed

by the company. The Internal Audit System of the company helps to bring out a systematic and disciplined approach to evaluate and improve the effectiveness of internal financial control.

LISTING OF SHARES:

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

CORPORATE GOVERNANCE:

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

All board members and senior management have affirmed compliance with Code of Conduct under Clause 49/ SEBI (LODR) Regulations, 2015, Companies Act, 2013 and Code of Conduct on SEBI (PIT) Regulations, 2015 on annual basis.

BOARD MEETINGS:

The Board of Directors met 9 (nine) times during the financial year 2017-18 on 17.04.2017, 27.05.2017, 11.08.2017, 19.08.2017, 12.09.2017, 28.10.2017, 28.11.2017, 09.02.2018 and 28.03.2018. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013 read with rules thereunder and Listing Agreement/ SEBI (LODR) Regulations, 2015.

COMMITTEES OF DIRECTORS:

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

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

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION:

Company has constituted Nomination and Remuneration Committee (Details of which is part of Corporate Governance Report in this Annual Report) and adopted Nomination and Remuneration Policy formulated in compliance with Section 178 of the Companies Act, 2013 read with rules thereunder and SEBI (LODR) Regulations, 2015. The full text of said policy is available on Company's website on below web-link: <http://www.uniqueorganics.com/cg.php>

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

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

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

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

PARTICULARS OF EMPLOYEES:

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

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

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

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

DIRECTORS:

a) Changes in Directors and Key Managerial Personnel

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

b) Declaration by an Independent Director(s)

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

c) Performance Evaluation of Board and re-appointment

The company has developed and implemented a policy for formal annual evaluation. The Committee/Board shall evaluate the performance of Board, its Committees, and its individual directors including Chairman/Managing Director and Independent Directors of the Company with reference to the authority under the Policies of the Company framed in accordance with the relevant provisions of Companies Act, 2013 read with rules thereunder, Listing Agreement and based on their functions and the criteria for the evaluation of the performance as prescribed in the policy. Evaluation of Independent Directors shall be carried on by the entire Board in the same way as it is done for the Executive Directors/ Non-Independent Directors of the Company except the Director getting evaluated keeping in view the inputs provided by Nomination & Remuneration Committee. The Policy on Annual Performance Evaluation of the Board, its Committee's and individual directors is appended as Annexure 4 to this report and also available on Company's website at below web-link: <http://www.uniqueorganics.com/cg.php>

Mr. J.P. Kanodia, Managing Director of the Company, retires at the ensuing Annual General Meeting and, being eligible, offers himself for re-appointment, in terms of provisions of Articles of Association of the Company. The Board recommends her re-appointment.

d) Familiarization Program for Directors:

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

DIRECTORS RESPONSIBILITY STATEMENT:

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

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

- d) the directors have prepared the annual accounts on a going concern basis; and
- e) the directors, laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and are operating effectively.
- f) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

STATUTORY AUDITORS:

M/s A.K. Meharia & Associates, Chartered Accountants, Kolkata, were appointed as Statutory Auditors of your Company at the Annual General Meeting held on 18th August, 2015 for a term of five consecutive years (F.Y. 2015-16 to F.Y. 2019-20). As per the provisions of Section 139 of the Companies Act, 2013, the appointment of Auditors was required to be ratified by Members at every Annual General Meeting. However in accordance with Companies Amendment Act., 2017, enforced on 7th May, 2018, by the Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified by every general meeting.

SECRETARIAL AUDITOR AND REPORT:

M/s Ruchi Jain & Associates, Company Secretaries, B-37, Ahinsha Marg, Jai Jawan Colony-I, Tonk Road, Jaipur (Raj.) was appointed as Secretarial Auditor to conduct the secretarial audit of the company for the financial year 2017-18, as required under Section 204 of the Companies Act, 2013 and Rules thereunder. The secretarial audit report for the financial year 2015-16 forms part of the Report as an *Annexure 5*.

AUDIT COMMITTEE:

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

VIGIL MECHANISM / WHISTLE BLOWER POLICY:

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

RISK MANAGEMENT POLICY/PLAN:

The Company has developed and established a risk management policy/ Plan for the Company which sets out a framework for identification of elements of Risk, if any which in the opinion of the Board may threaten the existence of the Company and has devised a proper system of risk management and internal

compliance and control through its Board, Audit Committee, KMP's and other Senior personnel of the Company.

SHARE CAPITAL:

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

a) Issue of equity shares with differential rights

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

b) Issue of sweat equity shares

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

c) Issue of employee stock options

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

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

Company didn't make any Scheme or Provision of money for purchase of its own shares by employees or by trustees for the benefit of employees during the year under review.

CORPORATE SOCIAL RESPONSIBILITY (CSR):

Company has constituted the Corporate Social Responsibility (CSR) Committee of Directors in accordance with the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility) Rules, 2014.

The brief outline of the CSR Policy, including overview of the programs/ activities undertaken/ to be undertaken, the composition of the CSR Committee etc are available at below web-link: <http://www.uniqueorganics.com/csr.php>

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

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

ANNUAL RETURN:

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

DISCLOSURE ON MAINTENANCE OF COST RECORDS:

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

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

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

Companies(Accounts) Rules, 2014, the requisite particulars are furnished at Annexure Z given hereto forming part of this Report.

Foreign exchange earnings and outgo are furnished as under:

FOREIGN EXCHANGE EARNINGS & OUTGO:
(Rs. In Lakhs)

Particulars	2017-18	2016-17
Foreign Exchange Earnings:		
Export Sales (FOB)	1483.88	2590.56
Foreign Exchange Outgo:		
Brokerage, claims & deductions Expenses	16.37	58.20
CIF Value of Imports	461.35	48.23

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 (RTA) for transfer of shares both in demat and in physical form.

MANAGEMENT DISCUSSION & ANALYSIS:

Your directors are glad to present below the management discussion and analysis for the year 2017-18:

Industry structure and developments:

The exports from India rose by 9.8% during the year 2017-18. The FY18 witnessed impacts from the lasting effects of demonetization and the difficulties in the implementation of Goods and Service Tax. Though, the agriculture sector still remains in the negative territory as they are facing liquidity problems. Exports of Oil meals, which accounts for major share of exports of your company, has an overall negative trend during the FY18.

In FY19, the exports' growth is expected to increase due to improved momentum in the global demand and liberalized policies and incentive schemes of government. Good monsoon expectation will help to overcome the poor sentiments in the agriculture segment. Though, a higher dependency on monsoon in this sector is major factor.

The management of your company has been continuously working on to identify and select new products and markets. This was evident from the performance in the last quarter of FY18. Further, the management anticipates good volume of business in year ahead.

Opportunities:

The advantage of your company is its 25years of experience in the sector of agricultural exports that has created a trust among its customers. The management policies are aimed at satisfying the requirements of the present customers while adding on new products and markets. The company has also started manufacturing of cattle feed and other health supplements under the brand name 'ROHINI' with an aim to tap the domestic market and diverse its portfolio.

Your company is hopeful of positive results in the exports and domestic market on the basis of:

- Productive and effective leadership having a dedicated and committed team.
- Following the ethical, transparent and clearly defined business practices.
- Strong buyer and seller base – enhanced competitiveness.
- Positive reputation among the buyers and the sellers.
- Utilization of inhouse manufacturing facility.

Threats:

Being in the agriculture sector, your company exposed to various unpredictable and inevitable circumstances that have the capacity to affect the industry and the business as a whole. The factors are briefly mentioned as below:

- Weather forecasts and monsoon season.
- Government policies for exports and Fiscal policies.
- Price and exchange rate Volatility.
- Demand and supply in local and global market.
- Changing purchasing and pricing patterns across the Globe.

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

Segment-wise performance:

a) Feed Products:

The major export products of your company in Feed segment are oil meals and grains. The main region for export of these products is South East Asia and the company has been able to identify various other key products and buyers through intensive research and marketing. Though, the Indian origin agriculture products continued to be less competitive in the global market, the second half of the FY18 presented improved results. The performance is expected to further improve in FY19.

Your company has also started operations in the domestic segment by utilizing the manufacturing capacity for the purpose of production of **Urea free** cattle feed and ruminant related other feed supplements in the Brand name of "ROHINI". The company is planning to mark the presence of its dealer network in Rajasthan and other states as well and is hopeful of good performance in the coming years.

b) Spices /Food:

Spices continue to be another important product of your company. The FY18 was good in terms of spices and in the coming years as well the performance is expected to be positive. Your company is engaged only in export trading of spices- whole and powder forms.

Outlook:

A business environment is a combination of risks and opportunities; success and failure. Macro environmental factors specific to an industry cannot be avoided in a liberalized market. However, your company, through market research, trend analysis and other techniques, tend to forecast the risks and take pro-active steps to reduce the impact of such risks.

After 2015-16 and 2016-17, FY18 was a hopeful year, showing that in the coming years the trade in exports as

well as domestic sector will improve. Your company is aggressively making efforts to add new products and market in the portfolio both at domestic and international levels. The company is also hopeful of receiving positive feedback for its brand 'ROHINI' (cattle feed products) from the market and thus starting a new product segment.

Analyzing the present situation, the company will prefer taking prudent risks so that the negative factors in the business environment may be faced in the most efficient manner with minimum loss. The Internal Audit Control and Risk Management Policies are constantly reviewed and modified as per the changing market situations.

Risk and concerns:

In the usual course of the business, the company is exposed to varied types and levels of risks. For instance, price fluctuations of the dealing commodities at national and international level, currency fluctuations, legal, market and financial risks, etc. Due to liquidity concerns in the market and volatility of the prices, the threat of defaults by customers is high at both national and international level and your company is already making efforts to avoid this circumstance by thoroughly checking buyer credentials and taking trade insurance policies.

To ensure that the risks are efficiently, effectively and promptly answered, your company has prepared a Risk Management Policy, which lays down standards of identifying potential threats, their likelihood of occurrence and taking appropriate actions to address the same. Also it involves periodic review of the operations so that proper actions can be taken to minimize the risk.

Internal Control System:

Your organization is driven by morals and believes in doing business based on professionalism. For dealing with the complexities of developing business, your organization has made internal frameworks which assist in finishing the tasks, in professional way. All representatives of the organization have pre-specified roles to perform that are reviewed and monitored regularly. An Internal Audit Control system has been designed which assesses and enhance the viability of risk management and good governance. This helps in ensuring that the work is done against the set standards thus enhancing the organizational performance and providing competitive advantage by eliminating avoidable costs.

Financial and Operational Performance:

Total revenue of the Company from operational and other income increased in the year from Rs. 3218.30 lakh to Rs. 3887.32 lakh, an increase of 21.06% in total revenue as compared to previous financial year. For the financial year ended 31st March 2018, Company earned a net profit of Rs. 30.93 lakh as compared to a net loss of Rs. 135.91 lakhs in previous financial year. Company also registered a positive EPS of Rs. 0.51 as compared to -2.28 per equity share in the previous year.

Human Resources:

With a belief that employees are the assets of the company, your company is committed for proper utilization of its human resources with an aim to achieve professional excellence and sustainable mutual growth. As on 31st March, 2018, Company has 30 Employees on its roll.

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 for 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: 21.08.2018

J.P. Kanodia
Managing Director
DIN: 00207554

ANNEXURES TO THE BOARD OF DIRECTOR'S REPORT

Annexure 1 - Particulars of contracts/ arrangements made with related parties

FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

There were no contracts or arrangements or transactions entered into during the year ended March 31, 2018, which were not at Arm's length basis.

2. Details of contracts or arrangements or transactions at Arm's length basis

There were no contracts or arrangements or transactions entered into during the year ended March 31, 2018, which were at Arm's length basis.

For and on behalf of the Board

Place : Jaipur
Date : 21.08.2018

J.P. Kanodia
Managing Director
DIN: 00207554

Annexure 2 –Independent Auditors Certificate on Corporate Governance

Under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

To the Members of

Unique Organics Limited

We have examined the compliance of conditions of Corporate Governance by Unique Organics Limited ("the company") for the year ended 31 March 2018, as per Regulations 17 to 27, clauses (b) to (i) of Regulation 46 (2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations').

The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the designing, implementing and maintaining operating effectiveness of internal control to ensure compliance with the conditions of corporate governance as stipulated in listing agreement.

Pursuant to listing agreements of the Listing Regulations, our responsibility is to express a reasonable assurance in the form of an opinion as to whether the Company has complied with the conditions of the corporate governance as stated in paragraph 2 above Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Based on the procedures performed by us and to the best of our information and according to the explanations provided to us, in our opinion, the Company has complied with all material respects, with the conditions of Corporate Governance as specified in Regulations 17 to 27, clauses (b) to (i) of sub—regulation (2) of Regulation 46 and paragraphs C, D and E of Schedule V of the Listing Regulations, as applicable during the year ended 31stMarch 2018.

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

Restrictions on use

This certificate is issued solely for the purpose of complying with the aforesaid Regulations and may not be suitable for any other purpose

For A.K. Meharia & Associates
Chartered Accountants
FRN. 324666E

Place: Kolkata.
Dated: 29.05.2018

A.K. Meharia
Partner
Membership No. 53918

Annexure 3 - Disclosure on remuneration pursuant to Section 197 of the Companies Act, 2013 read with Rule 5 (1) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, amended from time to time:

a) The information relating to managerial remuneration in terms of Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are detailed as under: –

(i) The ratio of the remuneration of Whole Time Director (Managing Director) of the Company to the median remuneration of the employees of the Company for the financial year 2017-18:

Ratio of the remuneration of Whole Time Director of the Company to the median remuneration of the employees of the Company is, Mr. J.P. Kanodia - Managing Director, ratio is 8.09:1 (1 denotes median salary).

Note - Information is only in respect of Whole Time (Executive) Directors, who are in contractual position with

the Company as on 31st March 2018. Only one director Mr. J.P. Kanodia is Whole Time Director in the Company working in the capacity of Managing Director, rest all directors all non-executive and are not paid any remuneration except sitting fees. For the calculation of median remuneration of employees of the Company, total remuneration paid during the year was taken of the employees who were full time on roll in the financial year 2017-18, trainees, part-time and employees joined/left during the year were not considered for this calculation.

- (ii) The percentage increase in remuneration of each Whole Time Director, Chief Financial Officer and the Company Secretary of the Company, during the financial year 2017-18, are as under;

Percentage increase in remuneration for Managing Director is -60%, for Chief Financial Officer is 1.86% and for Company Secretary is 12.67%.

- (iii) The percentage increase in the median remuneration of employees in the financial year;

Median remuneration of employees of the Company increased by 9.92% during the financial year 2017-18, as compared to the financial year 2016-17.

- (iv) The number of permanent employees on the rolls of the Company;

The Company had 32 permanent employees on its rolls as on 31st March 2018 (excluding trainees).

- (v) Average percentile increase already made in the salaries of employees of the Company other than its Managerial Personnel (viz. Whole Time Directors of the Company) during the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;

Average remuneration increase for Non Managerial Personnel of the Company during the financial year was 9.88% and the average remuneration increase for the Managerial Personnel of the Company was -60%. Remuneration increases/decreases are dependent on the Company's profits and particular employee's performance individually and collectively.

- (vi) Affirmation that the remuneration is as per the Remuneration Policy of the Company;

It is affirmed that all remuneration paid is as per the Remuneration Policy of the Company, which has been approved by the Nomination and the Remuneration Committee of the Company.

- b) Information in terms of Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are detailed as under: –

- (i) The names of the top ten employees in terms of remuneration drawn:

S. No.	Name of employee	Designation	Remuneration Received	Nature of Employment	Qualifications and Experience	Date of commencement of employment	Age (Yrs)	Last Employment	Percentage of equity shares held	Whether relative of any director or manager
1	Harish Panwar	Chief Financial Officer	540,250.00	On Roll	M. Com. 11 Years	15.01.2007	38	Madhu Exports	0.00%	No
2	Aayushi Singh	General Manager	385,450.00	On Roll	C.S., MBA 5 Years	16.11.2013	28	Fresher	0.00%	No
3	Ramavtar Jangid	Company Secretary	354,325.00	On Roll	C.S., LL.B. 5 Years	06.11.2014	34	SLPPL, Jaipur	0.00%	No
4	Mahavir Prasad Sharma	Purchase Manager	342,475.00	On Roll	Sr. Sec. 13 Years	01.10.2006	48	Madhu Exports	0.00%	No
5	Chandan Singh	Production Manager	296,566.00	On Roll	Sr. Sec. 7 Years	01.09.2011	34	Fresher	0.00%	No
6	Kishan Yadav	Plant Supervisor	208,911.00	On Roll	Matric 7 Years	01.05.2011	39	Unique Organics Ltd.	0.00%	No
7	Guman Singh	Security Head	205,699.00	On Roll	Literate 15 Years	01.04.2003	51	Private Job	0.00%	No
8	Ramesh Kumar Sharma	Office Assistant cum Peon	132,498.00	On Roll	Matric 6 Years	04.01.2012	65	Private Job	0.00%	No
9	Sitaram Meena	Machine Operator	129,110.00	On Roll	Matric 5 Years	07.04.2016	49	Private Job	0.00%	No
10	Sarwan Lal Gurjar	Machine Operator	127,932.00	On Roll	Literate 5 Years	07.04.2017	43	Private Job	0.00%	No

- (ii) None of the employee was in receipt of remuneration for the year, in the aggregate, which was not less one crore and two lakh rupees:

- (iii) None of the employee employed for part of year that was in receipt of remuneration at a rate which, in the aggregate, was not less than eight lakh and fifty thousand rupees per month.

Notes:

- a) There was no employee throughout the year who was in receipt of remuneration in aggregate, in excess of managing director or whole-time director or manager.
- b) Mr. J.P. Kanodia, M.D. and Mrs. Madhu Kanodia, Director, are related party to each other and no other director is related to any director.

Annexure 4 – Policy for Evaluation of the Performance of the Board, Its Committees and Individual Directors

A. INTRODUCTION:

Unique Organics Limited (hereinafter referred to as “**the Company**”) believes in conducting its affairs in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behavior, in consonance with the Company’s Code of Conduct for its directors, KMP’s and employees.

Therefore, the Company has made this policy to comply with various provisions under the clause 49 of the Listing Agreement entered into by the Company and BSE/ SEBI (LODR) Regulations, 2015 and also the formal annual evaluation made by the Board of Directors of its own performance (self-appraisals) and that of its committees and individual Directors as mentioned under the clause (p) of sub-section (3) of Section 134 of the Companies Act, 2013. The Nomination & Remuneration Committee shall evaluate the performance of the each Director as per subsection (2) of Section 178 and based on the functions of the Board of Directors as indicated under Schedule IV (as per section 149) annexed to the Companies Act, 2013 and the Rules made there under.

B. DEFINITIONS:

- 1) “**the Act**”: The Act shall mean The Companies Act, 2013;
- 2) “**the Company**”: The Company shall mean Unique Organics Limited.
- 3) “**the Director**” or “**the Board**”: The Director or the Board, in relation to the Company, shall mean and deemed to include the collective body of the Board of Directors of the Company including the Chairman of the Company.
- 4) “**the Independent Director**”: The Independent Director shall mean an Independent Director as defined under section 2 (47) to be read with section 149 (5) of the Act.
- 5) “**the Policy**” or “**this Policy**”: The policy or This Policy shall mean the Policy for Evaluation of performance of Board of Directors of the Company.
- 6) “**the Committee**” or “**this Committee**”: The Committee or This Committee shall mean the Nomination and Remuneration Committee of the Board of Directors formed under the provisions of Section 178 of Companies Act, 2013.

C. OBJECTIVE:

The Object of this policy is to formulate the procedures and also to prescribe and lay down the criteria to evaluate the performance of the entire Board, its Committee and individual director including independent directors of the Company.

D. PROCEDURE FOR PERFORMANCE EVALUATION:

The Committee shall evaluate the performance of each Board of Directors of the Company with reference to the authority under the Nomination and Remuneration Policy of the Company framed in accordance with the provisions of section 178 of the Companies Act, 2013 and based on their functions and the criteria for the evaluation of the performance as prescribed in this policy.

Evaluation of Independent Director shall be carried on by

the entire Board in the same way as it is done for the Executive Directors/Non-Independent Directors of the Company except the Director getting evaluated.

The evaluation of individual directors including Independent Directors shall be done by the Board as a whole keeping in view the inputs provided by Nomination & Remuneration Committee.

Based on the performance evaluation of each and every Director and the Chairman of the Company, the Committee shall provide the ratings based on each criteria. The detailed process of evaluation and ratings thereon are mentioned in the Policy.

To carry out performance evaluation of Board, its Committees and Directors, Rating system shall be followed from 1 to 10 points (1 being least effective and 10 being most effective) on the following criteria’s:

Note: Rating 9.0 and above - excellent, between 7.5 to 8.9 – Very good, between 6.0 to 7.4 – Good, between 3.5 to 5.9 – Satisfactory and Less than 3.5 – Unsatisfactory.

E. CRITERIA FOR EVALUATION OF PERFORMANCE OF BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS:

E-1. For Board & its Committees:

S. No.	Criteria for evaluation of performance	Rating
1)	Composition of Board with respect to ratio of Independent Directors & woman Director	
2)	Frequency of Meetings.	
3)	Discharge of the key functions prescribed under law.	
4)	Discharge of other responsibilities prescribed under law.	
5)	Monitoring the effectiveness of corporate governance practice.	
6)	Ensuring the integrity of the company’s accounting and financial reporting systems, independent audit, internal audit and risk management system (for Board and Audit Committee).	
7)	Ensuring Internal Financial Control and Risk Management.	
8)	Working in the interests of all the stakeholders of the company.	

E-2. Individual Directors: (Including Independent Director)

S. No.	Criteria for evaluation of performance	Rating
1)	Attendance and contribution at Board and Committee meetings.	
2)	Pro-active and positive approach with regard to Board and Senior Management particularly the arrangements for management of risk and steps needed to meet challenges from the competition.	
3)	Maintaining confidentiality.	

4)	Acting in good faith and in the interest of the company.	
5)	Exercising duties with due diligence and reasonable care.	
6)	Complying with legislations and regulations in letter and spirit.	
7)	Professional ethics, integrity and values.	
8)	Maintaining relationships of mutual trust respect with Board members.	
9)	Capacity to effectively examine financial and other information on operations of the company and the ability to make positive contribution thereon.	
10)	Handling day to day activities of the office./ his/ her Independence in the Company (In case of Independent Directors)	
11)	appropriate mix of expertise, skills, behavior, experience, leadership qualities,	
12)	Educational/Professional qualifications	
13)	Effective decisions making ability to respond positively and constructively to implement the same to encourage more transparency.	
14)	His/her knowledge of finance, accounts, legal, investment, marketing, foreign exchange/ hedging, internal controls, risk management, assessment and mitigation, business operations, processes and Corporate Governance.	

The foresaid criteria for performance evaluation are subject to change from time to time.

F. MEETING FOR EVALUATION OF PERFORMANCE OF BOARD MEMBERS:

Evaluation of the Executive Directors of the Company shall be carried out by entire Board except the Director being evaluated. The meeting for the purpose of evaluation of performance of Board Members shall be held at least once in a year and the Company shall disclose the criteria laid down by the Nomination and Remuneration Committee for performance evaluation on its web site for the reference and also in the Annual Report of the Company.

G. PROCEDURE TO RATE THE PERFORMANCE:

Based on evaluation criteria, the Nomination & Remuneration Committee and the Board shall rate the performance of the each and every Director and shall decide the strategy to extend or continue the term of appointment or to introduce new candidate as a member of the Board or Retirement of the member based on his/her performance rating as to create and maintain the most effective and powerful top level management of the Company for its future growth, expansion, diversification and also to maximize the returns on investments to the stakeholders of the Company.

Annexure 5 – Secretarial Audit Report

Form No. MR-3

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31.03.2018

To,
The Members,
Unique Organics Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Unique Organics Limited** (Hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Unique Organics Limited books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Unique Organics Limited ("the Company") for the financial year ended on March 31, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (vi) Employees' Provident Funds and Miscellaneous Provisions Act, 1952;
- (vii) Employees' State Insurance Act, 1948;
- (viii) Equal Remuneration Act, 1976;
- (ix) Maternity Benefit Act, 1961;
- (x) The Child Labour (Prohibition and Regulation) Act, 1986.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with BSE Limited and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 made effective 1st December, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that the Company has spent partial amount on CSR activities during the year and has carried forward remaining unspent amount for previous years to the next year and reasons of the same shall be provided in the Board's Report.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Place : Jaipur
Date : 21.08.2018

Sd/-
Ruchi Jain
Ruchi Jain & Associates:
ACS No.:24356
C P No.:8818

Annexure 6 – Corporate Social Responsibility (CSR) Annual Report.

1. **Brief outline of the Company's CSR Policy, including overview of projects or programs proposed undertaken/ to be undertaken and reference to the web-link to the CSR Policy and projects or programs:** Corporate Social Responsibility (CSR) is the Company's commitment to its stakeholders to conduct business in an economically, socially and environmentally sustainable manner that is transparent and ethical. Your Company believes that corporate development has to be inclusive and every corporate has to be responsible for the development of a just and humane society that can build a national enterprise. Your Company commits itself to contribute to the society in ways possible for the organization and has constituted Corporate Social Responsibility (CSR) Committee and adopted CSR policy in accordance with the provisions of Section 135 of the Companies Act, 2013 read with Rules thereunder and Schedule VII. CSR team of the Company works as a means for fulfilling this commitment towards society. Company works in the area of eradicating of malnutrition, hunger, improving healthcare & medical health camps, promoting education by providing support for study material, bag, instruments, providing safe drinking water, animal welfare etc. and other areas covered under amended Schedule VII of the Companies Act, 2013. Company spends the amount on CSR activities through registered trust/Societies having good history in relevant activities. Given below the web-link to the CSR Policy and projects or programs available on Company's website: <http://www.uniqueorganics.com/csr.php>
2. **Composition of CSR Committee:** Pursuant to provisions of Sub-Section 1 of Section 135 of Companies Act, 2013 read with rules thereunder, constitution of CSR Committee is not applicable on the Company for the F.Y. 2017-18 being not fulfilling any criteria out of 3 criteria as stipulated in under Sub-Section 1 of Section 135 of Companies Act, 2013 read with rules thereunder hence CSR is not applicable on the Company for the F.Y. 2017-18. But Company is having a CSR Committee comprises Mrs. Madhu Kanodia (Chairperson of the Committee), Mr. Sanjay Sharma (Independent Director) and Mr. Himanshu Chodhary (Independent Director) since F.Y. 2014-15 when CSR was applicable. Since the Company has unspent amount required to be spent under CSR activities for earlier year i.e. 2015-16 and 2016-17, therefore Company continues the same Committee to consider the proposal and recommends the same to the Board, ensures the implementation and monitoring of the CSR activities to be undertaken for the unspent amount as detailed above.
3. **Average net profit of the Company for last three financial years: N.A.**
4. **Prescribed CSR Expenditure (2% of profits as stated in item 3 above): N.A.**
5. **Details of CSR spent during the financial year:**
 - (a) Total amount spent during the financial year 2017-18: **5.00 Lakh**
(Spent against the unspent CSR fund lying for the F.Y. 2015-16)
 - (b) Amount unspent, if any: (2015-16) **Rs. 3.09 Lakhs.**
(2016-17) **Rs. 6.79 Lakhs.**

(c) Manner in which the amount spent during the financial year is detail below:

1	2	3	4	5	6	7	8
Sr. No.	CSR project/ activity identified	Sector in which the Project is covered	Projects/Programmes 1. Local area/others 2. Specify the state / district (Name of the District/s, State/s where project/programme was undertaken)	Amount outlay (budget) project/ programme wise	Amount spent on the project/ programme Subheads: 1. Direct expenditure on project, 2. Overheads:	Cumulative spend upto to the reporting period. (2017-18)	Amount spent: Direct/ through implementing agency
1.	Funding towards expenses on Animal Welfare at Hingoniya Gaushala	Animal Welfare	Local Area (Jaipur District- Raj.)	5.00 Lakh	1. Direct expenditure on project: 5.00 Lakh 2. Overheads: NIL	5.00 Lakh	HARE KRISHNA MOVEMENTC-6, Mahal Scheme, Jagatpura, Jaipur-302017 (Raj.)
	TOTAL			5.00 Lakh	5.00 Lakh	5.00 Lakh	

6. In case the company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report:

Reasons for not spending amount on CSR during the financial year 2017-18:-

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

Board further noted that eligible CSR expenditure of F.Y. 2015-16 was Rs. 8,09,355/- out of which Rs. 5,00,000/- has been spend during current F.Y. 2017-18, remaining amount of Rs. 3,09,355/- is still unspent along with Rs. 6,78,927/- unspent for the F.Y. 2016-17 which could not be spent by Company because of adverse cash flow.

Though it is an obligation of the Company to spend on CSR as per provisions of Section 135 read with rules thereunder and Schedule VII but looking at the adverse financial position of the Company, remaining unspent amount of CSR shall be spent in upcoming years when company's financial position will allow for the same.

7. The CSR Committee of the Board of Directors hereby confirms that the implementation and monitoring of CSR activities/ programs, are in compliance with CSR objectives and CSR Policy of the Company.

Place: Jaipur,
Date: 21.08.2018

J.P. Kanodia
(Managing Director)

Madhu Kanodia
(Chairperson-CSR Committee)

Annexure 7 – Particulars of conservation of Energy, Technology absorption, etc.

Information pursuant to section 134 of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014 and forming part of the Directors' Report:

(A) Conservation of energy-

(i) **the steps taken or impact on conservation of energy:** Company is chiefly engaged in trading activities with minor in production, therefore not much scope in conservation of energy in manufacturing activities, however we are trying to minimize use of energy by using good rated and energy efficient electronic motors, appliances in factory as well as office premises. Also company has installed power factor system to avoid power factor charges by electricity board.

(ii) **the steps taken by the company for utilizing alternate sources of energy:** Since Company is chiefly engaged in trading activities and minor in manufacturing activities. Thus, no alternate source of energy is used at time.

(iii) **the capital investment on energy conservation equipment's:** NIL

(B) Technology absorption-

(i) the efforts made towards technology absorption: No technology needed as Company's business is more

trading based.

(ii) the benefits derived like product improvement, cost reduction, product development or import substitution: N.A.

(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-

a) **the details of technology imported:** No technology imported.

b) **the year of import:** N.A.

c) **whether the technology been fully absorbed:** N.A.

d) **if not fully absorbed, areas where absorption has not taken place, and the reasons thereof:** N.A.

(iv) **the expenditure incurred on Research and Development:** NIL

(C) **Details of Foreign Exchange Earnings & Outgo are as given in Directors' Report.**

For and on behalf of the Board of Directors

Place: Jaipur
Date: 21.08.2018

J.P. Kanodia
Managing Director
DIN: 00207554

CORPORATE GOVERNANCE REPORT

(Forming part of the Directors' Report for the year ended 31st March, 2018)

1. 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 provisions of SEBI (LODR) Regulations, 2015, Companies Act, 2013, SS and other governing laws.

2. Board of Directors:

- a) **The composition of the Board** of Directors of the Company is governed by the relevant provisions of the Companies Act, 2013, the Rules made thereunder, Regulation 17 of the SEBI (LODR) Regulations, 2015, relating to Corporate Governance. The Board has optimum combination of executive, non-executive and independent directors, accordingly the board comprises of 5 directors, including one Managing Director (viz. executive director), two non-executive non-independent women directors and two independent directors. The independent directors of your company have experience in business, education and finance.

The following members constitute the Board:

S. No.	Name of Directors	Executive/ Non-Executive/ Independent	Shareholding in the Company
1	Mr. J.P. Kanodia	Executive (Promoter)	642494 (10.79%)
2	Mrs. Madhu Kanodia	Non-executive Non Independent (Promoter)	535100 (8.99%)
3	Mr. Sanjay Sharma	Independent Non-executive	-
4	Mrs. Vinita Mishra	Non-executive Non Independent	-
5	Mr. Himanshu Chodhary	Independent Non-executive	-

During the year under review Company has availed exemptions as provided under Regulation 15(2) of SEBI (LODR) Regulation, 2015.

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.

b) Attendance of Directors at Meetings of the Board and Annual General Meeting:

S. No.	Name of the Directors	No. of Board meetings attended during the year	Whether present at previous AGM
1	Mr. J.P. Kanodia	9/9	YES
2	Mrs. Madhu Kanodia	9/9	YES
3	Mr. Sanjay Sharma	8/9	YES
4	Mrs. Vinita Mishra	9/9	NO
5	Mr. Himanshu Chodhary	9/9	YES

c) Number of other Boards or Board Committees in which he/she is a member or Chairperson:

S. No.	Name of Directors	No. of directorship in other Pub. Ltd. Companies	No. of other Board/ Committee of which member
1	Mr. J.P. Kanodia	-	-
2	Mr. Madhu Kanodia	-	-
3	Mr. Sanjay Sharma	-	-
4	Mrs. Vinita Mishra	-	-
5	Mr. Himanshu Chodhary	-	2

d) Number of Board meetings held, dates on which held:

During the year under review, the Board of Directors met 9 (nine) times on 17.04.2017, 27.05.2017, 11.08.2017, 19.08.2017, 12.09.2017, 28.10.2017, 28.11.2017, 09.02.2018 and 28.03.2018. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013 read with rules thereunder and SEBI (LODR) Regulations, 2015.

e) Disclosure of interest between directors inter-se:

None of Directors is related inter-se except Mr. Jyoti Prakash Kanodia and Mrs. Madhu Kanodia.

- f) **Share held by non-executive directors:** None of the non-executive director hold any shares in the Company except Mrs. Madhu Kanodia which has been disclosed in point no. 2.

- g) **Familiarization Program for Directors:** The Company has conducted the familiarization program for all its Directors covering the matters as specified in SEBI (LODR) Regulations, 2015, details of which has been hosted on the website of the Company at below link: <http://www.uniqueorganics.com/cg.php>

3. Audit Committee:

- (i) **Brief description of terms of reference:** The Audit Committee of the Board of Directors of the Company functions with the following main objectives:

- o Recommendation for appointment, remuneration and terms of appointment of auditors of the company;

- o Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- o Examination of the quarterly and annually financial statement and the auditors' report thereon;
- o Approval or any subsequent modification of transactions of the company with related parties;
- o Scrutiny of inter-corporate loans and investments;
- o Valuation of undertakings or assets of the company, wherever it is necessary;
- o Evaluation of internal financial controls and risk management systems;
- o Monitoring the end use of funds raised through public offers and related matters;
- o Implementation and review functioning of the Whistle Blower-cum-Vigil Mechanism.
- o Other matters as per provisions of Companies Act, 2013 read with rules thereunder and Clauses of Listing Agreement/ Regulations of SEBI (LODR) Regulations, 2015.

(ii) Composition, name of members and Chairperson, meetings and attendance during the year: The Audit Committee of the Company is constituted in line with the Regulations 18 of the SEBI (LODR) Regulations, 2015 read with Section 177 of the Companies Act, 2013. The Audit Committee consists of majority of independent directors.

During the year under review five meetings of the committee were held on 27.05.2017, 11.08.2017, 12.09.2017, 28.11.2017 and 09.02.2018.

The composition of the Committee and the details of meetings attended by its members are as follows:

Name of the Director	Status	Number of meetings during the year under review	
		Held	Attended
Mr. J. P. Kanodia	Chairman	5	5
Mr. Sanjay Sharma	Member	5	5
Mr. Himanshu Chodhary	Member	5	5

4. Nomination and Remuneration Committee:

(i) **Brief description of terms of reference:** The Nomination and Remuneration Committee was constituted pursuant to provision of Section 178 read with rules thereunder and Regulation 19 of the SEBI (LODR) Regulations, 2015 to discharge Board's responsibilities related to performance evaluation, formulating Nomination and Remuneration Policy etc. Duties and Responsibilities of Committee are as under:

- The Nomination and Remuneration Committee shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.
- The Nomination and Remuneration Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the

remuneration for the directors, key managerial personnel and other employees.

- The Nomination and Remuneration Committee shall, while formulating the policy ensure that—
 - o The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
 - o Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - o Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

(ii) **Composition, name of members and Chairperson, meetings and attendance during the year:** During the year under review, one meeting of the committee was held on 28.03.2018.

The composition of the Committee and the details of meetings attended by its members are as follows:

Name of the Director	Status	Number of meetings during the year under review	
		Held	Attended
Mr. Himanshu Chodhary	Chairman	1	1
Mrs. Vinita Mishra	Member	1	1
Mr. Sanjay Sharma	Member	1	1

(iii) **Performance evaluation criteria for Independent Directors:** The performance evaluation criteria for Independent Directors are provided under the heading Board evaluation in the Directors' Report.

5. Remuneration of Directors:

(i) **Remuneration Policy:** Company has constituted Nomination and Remuneration Committee and adopted Nomination and Remuneration Policy which is being formulated in compliance with Section 178 of the Companies Act, 2013 read with rules thereunder and SEBI (LODR) Regulations, 2015. The said policy includes criteria for determining qualifications, positive attributes, independence of directors and other matters provided under Sub Section 3 of the Section 178 of the Companies Act, 2013. The said policy is available on Company's website as following link: <http://www.uniqueorganics.com/cg.php>.

Company don't have any pecuniary relationship or transactions with the non-executive directors except payment of sitting fees for attending meetings of Board or its Committees, the same are disclosed in elsewhere in the Annual Report.

(ii) **Criteria of making payments to non-executive directors:** Criteria of making payments to non-executive directors are well disclosed on the website of the Company on the following link: <http://www.uniqueorganics.com/cg.php>

(iii) **Details of remuneration to all the directors for the year ended 31.03.2018:** Disclosure on the remuneration of directors as required under Schedule V (C) of SEBI (LODR) Regulations, 2015 are as follows:

Name of the Director	Salary (Rs.)	Sitting Fees	Stock Options	Bonus/ Incentive	Commission	Pension	Total Salary (Rs.)
Mr. J.P. Kanodia	24,00,000	-	-	-	-	-	24,00,000
Mrs. Madhu Kanodia	-	10,500	-	-	-	-	10,500
Mr. Sanjay Sharma	-	8,000	-	-	-	-	8,000
Mrs. Vinita Mishra	-	5,500	-	-	-	-	5,500
Mr. Himanshu Chodhary	-	14,500	-	-	-	-	14,500

(iv) **Service contract, Notice period and severance fees:** J.P. Kanodia (Managing Director) had entered into employment contract with the Company for a term of three year. Members approved his appointment in 24th AGM 2016 for the term of three year. The service contract of employment contains all conditions of employment, resignation, terminations etc.

6. Stakeholders Relationship Committee/ Shareholders' Grievance Committee :

The Committee has been formed to look into the redressal of shareholders/ investors complaints relating to transfer of shares, non-receipt of dividend/ notices/ annual reports etc.

The Committee comprises two independent directors. The chairman of the Committee is independent director. The composition of the Committee along with meeting and attendance is as under:

Name of the Director	Status	Number of meetings during the year under review	
		Held	Attended
Mr. Himanshu Chodhary	Chairperson	1	1
Mrs. Vinita Mishra	Member	1	1

During the year under review one meeting of the Committee was held on 28.03.2018.

The details of investor complaints received, pending and disposed of during the year are as follows:

Number of Complaints received during the year	0
Number of Complaints resolved during the year	0
Number of Complaints not solved to the satisfaction of shareholders	0
Number of Complaints pending as on 31.03.2018	0

7. Share Transfer Committee:

In order to consider matters pertaining to transfer, transmission, splitting and issue duplicate share certificates etc. in time without any delay, Company constituted a share transfer committee to promptly handle the issues.

The Committee comprises one independent director, one executive director and one non-executive director. The chairman of the Committee is executive director (Managing Director)

During the year under review eleven meetings of the Committee were held on 13.04.2017, 02.05.2017, 23.05.2017, 13.06.2017, 28.06.2017, 14.07.2017, 19.09.2017, 28.10.2017, 18.01.2018, 09.02.2018 and

27.03.2018.

The composition of the Committee along with meetings and attendance is as under:

Name of the Director	Status	Number of meetings during the year under review	
		Held	Attended
Mr. J. P. Kanodia	Chairman	11	11
Mrs. Madhu Kanodia	Member	11	11
Mr. Himanshu Chodhary	Member	11	11

8. Corporate Social Responsibility (CSR) Committee:

The CSR Committee has been formed pursuant to Section 135 of the Companies Act, 2013 to formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013, to recommend the amount of expenditure to be incurred on the activities referred therein and to monitor the Corporate Social Responsibility Policy of the Company from time to time.

The roll and responsibilities of the Committee is as below:

- o Committee formulates and recommends to the Board, a Corporate Social Responsibility Policy and amendments in it, which shall indicate the activities to be undertaken by the Company.
- o Committee recommends the amount of expenditure to be incurred on the activities referred to in CSR Policy.
- o Committee monitors the implementation of the CSR programs, activities as per CSR Policy from time to time.
- o Review and monitor the compliance of initiatives undertaken and evaluate performance of the activities against the agreed targets.
- o To perform such other duties with respect to CSR activities, as may be required to be done under any law, statute, rules, regulations etc. enacted by Government of India, Reserve Bank of India or by any other regulatory or statutory body.

During the year under review one meeting of the Committee was held on 28.11.2017.

The Committee comprises two independent directors and one non-executive director. The Chairperson of the Committee is non-executive director.

The Composition of the Corporate Social Responsibility Committee along with the meeting and attendance is as follows:

Name of the Director	Status	Number of meetings during the year under review	
		Held	Attended
Mrs. Madhu Kanodia	Chairperson	1	1
Mr. Sanjay Sharma	Member	1	1
Mr. Himanshu Chodhary	Member	1	1

9. Independent Directors' Meeting:

The Independent Directors of the Company met on 28th March 2018 without the presence of the Managing Director, Whole-time Directors, Non-Independent Directors and the Management Team of the Company. Both the Independent Directors attended the said meeting in person. The Independent Directors discussed the matters as required under the relevant provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015. They expressed satisfaction on the compliances made.

10. Code of Conduct & Ethics:

The Board of Directors of the Company has formulated and adopted a Code of Conduct which is applicable to all the Directors and Members of the Senior Management of the Company. The said Code has also been placed on the website of the Company. All the Directors and Members of the Senior Management of the Company affirmed the compliance with the same on annual basis. A declaration signed by Managing Director is given elsewhere in this Report.

11. Code of Conduct For Prevention of Insider Trading:

Under provisions of SEBI (Prohibition of Insider Trading) Regulations 2015, 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 has taken yearly disclosures under said regulations from Directors/officers/designated employees.

12. General Body Meetings:

- (i) Location, date and time, where last three AGMs held are as follows:

AGM	Day and Date	Time	Location
23 rd	Tuesday, 18.08.2015	11:30AM	E-521, Sitapura Industrial Area, Sitapura, Tonk Road, Jaipur-302022 (Raj.)
24 th	Friday, 02.09.2016	12:30 PM	E-521, Sitapura Industrial Area, Sitapura, Tonk Road, Jaipur-302022 (Raj.)
25 th	Tuesday, 26.09.2017	11:30AM	E-521, Sitapura Industrial Area, Sitapura, Tonk Road, Jaipur-302022 (Raj.)

- (ii) The special resolutions passed during the last three Annual General Meetings:

AGM	Date of AGM	Special Resolutions passed
23 rd	Tuesday, 18.08.2015	NIL
24 th	Friday, 02.09.2016	Resolution No. 5: Alteration of Article no. 158 of Articles of Association of the Company. Resolution No. 6: Re-appointment of Mr. J.P. Kanodia as Managing Director of the Company for a term of three years and remuneration.
25 th	Tuesday, 26.09.2017	NIL

- (iii) Resolutions passed by way of Postal Ballot: During the year under review, no Postal Ballot meeting was held.
- (iv) At present, there is no Special Resolution proposed to be considered through Postal Ballot.
- (v) Procedure for Postal ballot: The Postal Ballot exercise is conducted in accordance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014. The Company appoints an eligible person as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

13. Dividend History and Unclaimed/ Unpaid Dividend:

Financial Year	Rate of Dividend (Rs. Per Share)	Date of Declaration (AGM)	Date of Payment (Dividend Warrant Date)
2012-13	10% (Rs. 1.00 per share)	27.07.2013	06.08.2013
2013-14	20% (Rs. 2.00 per share)	16.07.2014	19.07.2014
2014-15	10% (Rs. 1.00 per share)	18.08.2015	28.08.2015

Note: The above rate of dividend was for the face value of Rs. 10 each equity share.

Unclaimed Dividend:

All the shareholders are requested to claim their unclaimed dividend lying with the Company's unpaid dividend account for the years 2012-13, 2013-14 and 2014-15. The details of the unclaimed/unpaid dividend of the Company is available on IEPF website and on Company's website as on respective dates at the following web-link: <http://www.uniqueorganics.com/unpaid.php>

During the year under review no unclaimed/unpaid amount of dividend was due for transfer to Investor Education and Protection Fund.

14. Means of Communication:

- (i) The quarterly, half yearly and annual results are published in one English and one Hindi 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 at

the following web-link: <http://www.uniqueorganics.com/companyinfo.php>

- (i) The financial results of the Company are normally published in the Financial Express and Amrit India (Hindi).
- (ii) The information also displayed on Company's website at following web-link: <http://www.uniqueorganics.com/financial.php>
- (iii) In case extra ordinary performance of output in quarterly, half yearly or annual results, after its approval by Board of Directors, a press release is forwarded to leading newspapers and the same also displayed on Companies website at following web-link: <http://www.uniqueorganics.com/press.php>
- (iv) The Presentations made to the analysts/ institutional investors are also placed on the website of the Company.

15. General Shareholder Information:

- (i) **AGM: Date, time and venue:** Tuesday, the 25th September, 2018 at 11:30 A.M., at E-521, Sitapura, Industrial Area, Sitapura, Tonk Road, Jaipur-302022 (Raj).
- (ii) **Financial Year:** Company's financial year covers the period from April 1st to March 31st. Tentative Financial Calendar of the company for the year 2018-19 is as under:

Quarterly Results for:

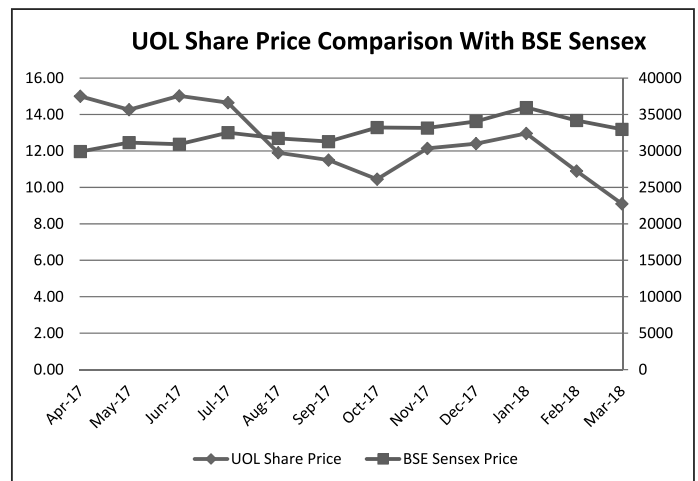
- a) First quarter ending : on or before Aug 14, 2018. June 30, 2018
- b) Half year ending : on or before Nov 15, 2018. Sept. 30, 2018
- c) Third quarter ending : on or before Feb 14, 2019. Dec.31, 2018
- d) Fourth quarter ending : on or before 30th May, 2019. March 31, 2019
- (iii) **Date of Book Closure:** From 19.09.2018 to 25.09.2018 (both days inclusive).
- (iv) **Dividend Payment Date:** No dividend declared for the year 2017-18.
- (v) **Listing on Stock Exchange:** To provide the liquidity to the investors of the Company, Company's shares are continued to be listed on Bombay Stock Exchange (BSE) which has national wide trading terminals. Companies 5953000 equity shares of Rs. 10/- each is listed at BSE with the following details:

Name of the Stock Exchange	Address
Bombay Stock Exchange Limited (BSE)	PJ Towers, Dalal Street, Mumbai- 400001.

- (vi) **Listing fees:** Annual Listing fees for the financial year 2018-19 has been paid by the Company.
- (vii) **Security Code:** Bombay Stock Exchange Limited (BSE): 530997
- (viii) **ISIN:** Number in NSDL and CDSL for equity Shares: INE333E01019
- (ix) **Market Price Data:** The price of the Company's Share - High, Low during each month in the last financial year on the BSE, was as under:

Month	High Price	Low Price	No. of Shares	Total Turnover (Rs.)
Apr-17	17.40	13.05	105176	1646129.00
May-17	16.00	13.00	44053	648886.00
Jun-17	15.90	12.61	41980	598627.00
Jul-17	17.10	13.20	171246	2562473.00
Aug-17	15.45	11.55	103860	1359262.00
Sep-17	13.45	8.80	96838	1079214.00
Oct-17	12.60	10.05	39710	420750.00
Nov-17	12.14	9.50	64374	689370.00
Dec-17	14.68	12.00	39929	508667.00
Jan-18	12.96	11.55	57975	708233.00
Feb-18	14.50	10.35	60314	734486.00
Mar-18	11.50	8.65	25287	269153.00

(x) Performance in comparison to BSE SENSEX:



UOL Share Price and BSE Sensex Comparison date sheet

Months	UOL Share Price	BSE Sensex Price
Apr-17	15.00	29918.4
May-17	14.26	31145.8
Jun-17	15.02	30921.61
Jul-17	14.65	32514.94
Aug-17	11.90	31730.49
Sep-17	11.50	31283.72
Oct-17	10.45	33213.13
Nov-17	12.14	33149.35
Dec-17	12.40	34056.83
Jan-18	12.96	35965.02
Feb-18	10.90	34184.04
Mar-18	9.10	32968.68

(xi) Registrar & Share Transfer Agent:

The Registrar & Share Transfer Agent deals with all shareholders communications regarding change of address,

email, contact no., transfer/transmission/duplicate issue of shares, update of Bank details, demat of shares, non-receipt of dividend etc. The address/contact details of the Registrar & Share Transfer Agent is as follows:

Name	ABS Consultants (P) Ltd.
Address	99, Stephen House, 6 th Floor, 4, B.B.D. Bag, (East) Kolkata-700001 (WB)
Telephone No.	Phone: 033-22301043
Fax No.	Fax: 033-22430153
E-mail ID	absconsultant@vsnl.net

(xii) **Share Transfer System:** The shares of the company are compulsorily traded in dematerialized form. For transfer of physical shares, the company has appointed common agency, M/s, ABS Consultants Pvt. Ltd, 99 Stephen House, 6th Floor, 4 B.B.D. Bag, (East), Kolkata-700001, for demat as well as physical transfers. The Company also has entered into agreements with the NSDL and the CDSL so as to provide the members an opportunity to hold and trade equity shares of the Company in electronic form. The Board has

delegated share transfer function to the Share Transfer Committee. Physical transfers are affected with due care and well within the statutory period.

As required under Regulation 40 (9) of the SEBI (LODR) Regulations, 2015, a Senior Practicing Company Secretary, Mr. C.M. Bindal of C.M. Bindal & Company, Company Secretaries, Jaipur has certified compliance with the provisions of the above clause on half yearly basis. The certificates were forwarded to BSE where the Company's equity shares are listed.

As required by SEBI, a Share Capital Audit was also conducted on a quarterly basis by Senior Practicing Company Secretary, Mr. C.M. Bindal of C.M. Bindal & Company, Company Secretaries, Jaipur 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.

(xiii) **Distribution of shareholding and Shareholding Pattern:**

a) Distribution of Shareholding as on 31.03.2018:

No. of Shares	Nominal Value of Shares (Rs.)	Number of Share Holders	% To Total Holders	Shares		% To Total Holding
				No. (5)	Value (Rs.) (6)	
(1)	(2)	(3)	(4)	(5)	(6)	(7)
001 - 500	UPTO 5000	3243	75.75	911184	9111840	15.31
501 - 1000	5001 - 10000	533	12.45	443377	4433770	7.45
1001 - 2000	10001 - 20000	229	5.35	352627	3526270	5.92
2001 - 3000	20001 - 30000	92	2.15	230016	2300160	3.86
3001 - 4000	30001 - 40000	34	0.79	121341	1213410	2.04
4001 - 5000	40001 - 50000	46	1.07	211938	2119380	3.56
5001 - 10000	50001 - 100000	50	1.17	361817	3618170	6.08
10001 - 50000	100001 - 500000	46	1.07	965386	9653860	16.22
50001 - 100000	500001 - 1000000	2	0.05	116790	1167900	1.96
100001 & ABOVE	1000001 & ABOVE	6	0.14	2238524	22385240	37.6
Total		4281	100	5953000	59530000	100

b) Shareholding Pattern as on 31.03.2018 (Equity shares of Rs. 10/- each)

Category	No. of Holders	No. of Shares	No. of shares in demat	% of shareholding	% of Demat shares
Promoters	4	1,962,167	1,962,167	32.96	32.96
Mutual Funds & UTI	-	-	-	-	-
Bank, Financial Institutions, Ins. Companies (Central/State Govt. Inst., Non-Govt. Inst.)	-	-	-	-	-
Foreign Inst. Investors	-	-	-	-	-
Corporate Bodies	55	305,637	226,437	5.13	3.80
Indian Public	4,170	3,617,693	2,331,793	60.77	39.17
NRIs	52	67,503	30,403	1.13	0.51
Grand Total	4,281	5,953,000	4,550,800	100.00	76.45

- xiv) **Dematerialization of shares and liquidity:** The company's shares are available for dematerialization on both Depositories, viz. NSDL and CDSL. Shares of the company are to be delivered compulsorily in demat form by all investors. Shares representing 76.45% of the paid up capital have so far been dematerialized by investors as on 31.3.2018. The company's equity shares continue to be listed with Bombay Stock Exchange (BSE) which has nationwide trading terminals with good liquidity.
- xv) Company has not issued any GDRs/ ADRs/Warrants or any other Convertible instruments.
- xvi) The Company maintains and operates Exchange Earner's Foreign Currency (EEFC) account through which foreign currency transactions/ exposures are being handled. Exchange differences on account of conversion of foreign currency transactions are recognized as income/ expenses, as the case may be, in the financial statements. Company hedges the currency fluctuations through forward covers/ options/ swaps through its AD (Bank) from time to time to minimize the risk factor as well insuring the profit parameter.
- xvii) Plant is located at its registered office address. Location of plant is forming part of this report.
- xviii) **Address for correspondence:** Shareholders can have correspondence at the following addresses for Demat, physical transfer, dividend payment, address change and other grievance if any:
- a) **Registrar & Share Transfer Agent:**
ABS Consultant Pvt. Ltd.
 99, Stephen House, 6th Floor, 4,
 B.B.D.Bag, (East) Kolkata-700001 (W.B.)
 Phone: 033-22301043, Fax: 033-22430153
 E-mail: absconsultant@vsnl.net
- b) **Registered Office & Works:**
 E-521, Sitapura Industrial Area, Jaipur-302022 (Raj.)
 Phone: +91-141-2770315, Fax: +91-141-2770509
 E-mail: compliance@uniqueorganics.com
- xix) **Name & Designation of Compliance Officer:**
 Mr. Ramavtar Jangid, Company Secretary of the company is also the Compliance Officer of the company for complying with the provisions of Securities Law, Listing Agreement, SEBI (LODR) Regulations, 2015, Company Law and SEBI Rules & Regulations. His Email id is: compliance@uniqueorganics.com

16. Other Disclosures:

- (i) **Materially significant related party transactions:** There were no transactions which were of a materially significant nature undertaken by the Company with its promoters, directors or management or their relatives that may have a potential conflict with the interests of the Company.
- (ii) **Details of non-compliance by the Company:** There were no non-compliances by the Company and no penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during last three years.
- (iii) **Establishment of Vigil Mechanism/Whistle Blower Policy:** In compliance of the provisions of Section 177 of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015,

Unique Organics Limited, being a Listed Company has established a Vigil (Whistle Blower) Mechanism and formulated a Policy in order to provide a framework for responsible and secure whistle blowing/vigil mechanism to the directors and employees of the Company to report genuine concerns to the Board and Chairman of the Audit Committee. The Vigil (Whistle Blower) Mechanism aims to provide a channel to the Directors and employees to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the Codes of Conduct or policy. The mechanism provides for adequate safeguards against victimization of Directors and employees to avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee in exceptional cases. This neither releases employees from their duty of confidentiality in course of their work, nor can it be used as a route for raising malicious or unfounded allegations about a personal situation. The Policy is an extension of the Code of Conduct for Directors & Senior Management Personnel and covers disclosure of any unethical and improper or malpractices and events which have taken place/ suspected to take place. All Directors and Employees of the Company are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company. The details of the Whistleblower Policy and Vigil Mechanism are available on the Company's website at: <http://www.uniqueorganics.com/cg.php>

- (iv) **Details of compliances with mandatory requirement and adoption of the non-mandatory requirement of this clause:** The Company has complied with all mandatory requirements laid down in SEBI (LODR) Regulations, 2015 as applicable. Compliances with non-mandatory requirements are disclosed at appropriate places.
- (v) **Policy on material subsidiary:** Since the Company doesn't have any subsidiary, this clause is not applicable to the Company.
- (vi) **Policy for Related Party Transactions:** the Company has formulated and adopted a Policy on dealing with Related Party Transactions, the details thereof have been disclosed in the Annual Report. The Policy is available on Company's website at <http://www.uniqueorganics.com/cg.php>
- (vii) Company doesn't have any demat suspense account/ unclaimed suspense account.

17. 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/ SEBI (LODR) Regulations, 2015. The said corporate governance certificate is appended to Board's Report as Annexure 2, forming part of this Annual Report.

CERTIFICATE FROM MANAGING DIRECTOR & CFO

We, J.P. Kanodia, Managing Director and Harish Panwar, Chief Financial Officer of the Unique Organics Limited hereby certify as under:

- A. We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2018, and that to the best of our knowledge and belief:
1. These statements do not contain any materially

untrue statement or omit any material fact or contain statements that might be misleading;

2. 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 our knowledge and belief, no transactions entered into by the company during the year ended 31.03.2018 which are fraudulent, illegal or violative of the company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. There have been no:
1. significant changes in internal control over financial reporting during the year;
 2. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 3. instances of fraud of which we 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**

Place: Jaipur
Date:21.08.2018

Harish Panwar
(Chief Financial Officer)

J.P. Kanodia
(Managing Director)
(DIN: 00207554)

Compliance with the Code of Conduct by the Directors' & Members of the Senior Management of the Company for the Financial Year 2017-18.

This is to confirm that the Company has adopted the Code of Conduct for its Directors and Senior Management Personnel. The Code of Conduct is posted on the website of the Company.

I confirm that the Company has in respect of the financial year ended 31.03.2018, received from the senior management personnel of the Company and the members of the Board, a declaration of compliance with the Code of Conduct as applicable to them.

Place: Jaipur
Date:21.08.2018

J.P. Kanodia
Managing Director
DIN: 00207554

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS

Report on the Standalone Ind AS Financial Statements

We have audited the accompanying standalone Ind AS financial statements of **UNIQUE ORGANICS LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flow and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Sec 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS 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 standalone Ind AS financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone Ind AS financial statements are free from material misstatement.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the standalone Ind AS 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: of the state of affairs of the Company as at March 31, 2018, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
 - (a) We have sought and 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 account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) the Balance Sheet, Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flow and the Statement of Changes in Equity dealt with by this report are in agreement with the books of account;
 - (d) in our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014, Companies (Indian Accounting Standards) Rules, 2015, as amended;
 - (e) on the basis of written representations received from the directors as on 31st March 2018, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2018, from being appointed as a director in terms of sub-section (2) of section 164 of the Companies Act, 2013.

- (f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
- (g) with respect to the other matters included in the Auditor's Report in accordance with Rule 11 of the Companies(Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanation given to us:
 - i) The Company has disclosed the impact of pending litigations on its financial positions in its financial statements, if any.
 - ii) The Company has made provisions, as required under the applicable law or Accounting Standards, for material foreseeable losses, if any, on long term contracts including derivative contracts.
 - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For A.K. Meharia & Associates
 Chartered Accountants
 Firm's Registration No.324666E

(A. K. Meharia)

Partner

Membership Number: 053918

Place: Kolkata

Dated: 29.05.2018

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) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- ii) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable. No material discrepancies were noticed.
- iii) The company has not granted loans, secured or unsecured, to Companies, firms, LLPs or other parties, covered in the register maintained under section 189 of the Companies Act, 2013. Therefore, provisions of clause (iii) (a) (b) and (c) of the said order are not applicable.
- iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans, investments, guarantee and security made, where ever applicable.
- v) In our opinion and according to the information and explanations given to us, the Company has not accepted deposits in terms of the provisions of section 73 to 76 of the Companies Act, 2013 and the Rules framed there under and the directives issued by the Reserve Bank of India.
- vi) In our opinion, maintenance of cost records pursuant to the Companies (Cost Records and audit) Rules, 2014 prescribed by the Central Government under Section 148(1) of the Companies Act, 2013 are not applicable to the company during the year under review.
- vii) a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, undisputed statutory dues including provident fund, income-tax, sales tax, value added tax, duty of customs, service tax, cess, Goods & Service Tax and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of statutory dues were in arrears as at 31 March 2018 for a period of more than six months from the date they became payable.
- b) According to the information and explanations given to us, there are no statutory dues in respect of income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax have not been deposited with the appropriate authorities on account of any dispute.
- viii) 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 loans or borrowings to financial institutions, banks or government. The Company has not issued any debentures.
- ix) To the best of our knowledge and belief and according to the information and explanations given to us, the company has not raised money by way of initial public offer or further public offer and has not taken any term loan. Other loans from bank were

- applied for the purpose for which these were obtained.
- x) In our opinion and according to information and explanations given to us, no fraud by the company or on the Company by its officers/ employee has been noticed or reported during the course of our audit.
 - xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
 - xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
 - xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
 - xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
 - xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him as referred to in section 192 of the Act.
 - xvi) According to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For **A.K. Meharia & Associates**
Chartered Accountants
Firm's Registration No.324666E

(A. K. Meharia)

Partner

Membership Number: 053918

Place: Kolkata

Dated: 29.05.2018

Annexure - B to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **UNIQUE ORGANICS LIMITED** ("the Company") as of 31 March 2018 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **A.K. Meharia & Associates**
Chartered Accountants
Firm's Registration No.324666E

(A. K. Meharia)
Partner

Membership Number: 053918

Place: Kolkata
Dated: 29.05.2018

UNIQUE ORGANICS LIMITED

CIN: L24119RJ1993PLC007148, Regd. Off.: E-521, Sitapura Ind. Area, Sitapura, Jaipur-22 (Raj.)

BALANCE SHEET AS AT 31ST MARCH, 2018

(Amount in ₹)

	NOTES	AS AT 31ST MARCH, 2018	AS AT 31ST MARCH, 2017	AS AT 1ST APRIL, 2016
ASSETS				
Non-Current Assets				
Property, Plant and Equipment	2A	16,496,239.37	15,101,658.93	16,036,993.45
Other Intangible Assets	2B	90,159.59	115,949.76	141,739.93
Financial Assets				
(ii) Other Financial Assets	3	187,922.00	187,922.00	165,922.00
Total Non-Current Assets		16,774,320.97	15,405,530.69	16,344,655.38
Current assets				
Inventories	4	8,700,285.35	26,895,114.97	28,662,955.06
Financial Assets				
(i) Trade Receivables	5	137,468,198.23	140,596,517.60	213,467,712.93
(ii) Cash and Cash Equivalents	6	224,140.80	645,371.66	288,266.40
(iii) Other Bank Balances	7	3,235,889.00	4,657,389.00	3,262,189.00
(iv) Loans	8	1,500,000.00	1,500,000.00	1,500,000.00
Current Tax Assets (Net)	9	30,545.00	158,375.00	922,576.00
Other Current Assets	10	8,783,290.98	12,762,614.69	20,030,834.07
Total Current Assets		159,942,349.36	187,215,382.92	268,134,533.46
Total Assets		176,716,670.33	202,620,913.61	284,479,188.84
EQUITY AND LIABILITIES				
Equity				
Equity Share Capital	11	59,683,500.00	59,683,500.00	59,683,500.00
Other Equity	12	56,386,658.74	53,293,596.85	66,884,581.99
Total Equity		116,070,158.74	112,977,096.85	126,568,081.99
Non-Current Liabilities				
Provisions	13	477,693.00	379,578.00	317,760.00
Deferred Tax Liabilities (Net)	14	1,421,992.00	2,204,881.00	2,201,945.00
Total Non-Current Liabilities		1,899,685.00	2,584,459.00	2,519,705.00
Current Liabilities				
Financial Liabilities				
(i) Borrowings	15	47,739,301.64	66,265,463.75	121,424,835.04
(ii) Trade Payables	16	4,138,491.10	4,642,856.50	21,289,919.00
(iii) Other Financial Liabilities	17	6,521,911.72	15,021,462.81	12,177,460.81
Other Current Liabilities	18	223,690.13	958,015.70	394,253.00
Provisions	19	123,432.00	171,559.00	104,934.00
Total Current Liabilities		58,746,826.59	87,059,357.76	155,391,401.85
Total Equity and Liabilities		176,716,670.33	202,620,913.61	284,479,188.84
Significant Accounting Policies	1			

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

As per our report of even date

For A.K. Meharia & Associates
Firm Registration Number-324666E
Chartered Accountants

Sd/-
(A.K Meharia)
Partner
Membership Number 053918

Place: Kolkata
Date : 29th May, 2018

Sd/-
J.P. Kanodia
(Managing Director)

Sd/-
Harish Panwar
(Chief Financial Officer)

For and on behalf of the Board

Sd/-
Madu Kanodia
(Director)

Sd/-
Ramavtar Jangid
(Company Secretary)

UNIQUE ORGANICS LIMITED

CIN: L24119RJ1993PLC007148, Regd. Off.: E-521, Sitapura Ind. Area, Sitapura, Jaipur-22 (Raj.)

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2018

(Amount in ₹)

	NOTES	For the Year 2017-18	For the Year 2016-17
INCOME			
Revenue from Operations	20	385,822,501.07	317,655,200.93
Other Income	21	2,909,905.34	4,175,478.88
Total Revenue		388,732,406.41	321,830,679.81
EXPENSES			
Cost of Material Consumed	22	42,135,657.23	511,272.00
Purchase of Stock-in-Trade	23	257,130,581.77	263,460,607.50
Changes in Inventories	24	21,552,911.71	1,767,840.09
Employee Benefits Expenses	25	7,277,883.00	10,085,246.00
Finance Costs	26	7,828,978.44	6,054,200.06
Depreciation & Amortisation	27	1,506,499.73	1,549,001.49
Others expenses	28	48,860,640.64	51,939,112.08
Total Expenses		386,293,152.52	335,367,279.22
Profit/(Loss) Before Tax		2,439,253.89	(13,536,599.41)
Tax Expense:			
Current Tax		(169,638.00)	-
Tax of earlier years		-	(11,547.73)
Deferred Tax		793,434.00	(16,128.80)
Profit/(Loss) for the Period		3,063,049.89	(13,564,275.94)
Other Comprehensive Income			
(i) Items that will not be reclassified to Statement of Profit and Loss.			
Remeasurement of defined benefit plans		40,557.00	(39,902.00)
Income tax relating to remeasurement of defined benefit plans		(10,545.00)	13,192.80
Total Other Comprehensive Income/Loss		30,012.00	(26,709.20)
Total Comprehensive Income		3,093,061.89	(13,590,985.14)
Earning Per equity Share-Basic & Diluted	29	0.51	(2.28)
Face Value Per Share (In ₹)		10.00	10.00
Significant Accounting Policies	1		
The accompanying Notes of Accounts are an integral part of financial statements.			

As per our report of even date

For A.K. Meharia & Associates
 Firm Registration Number-324666E
 Chartered Accountants

Sd/-
(A.K Meharia)
 Partner
 Membership Number 053918

 Place: Kolkata
 Date : 29th May, 2018

Sd/-
J.P. Kanodia
 (Managing Director)

Sd/-
Harish Panwar
 (Chief Financial Officer)

For and on behalf of the Board
Sd/-
Madu Kanodia
 (Director)

Sd/-
Ramavtar Jangid
 (Company Secretary)

UNIQUE ORGANICS LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2018

(Amount in ₹)

Particulars	Year Ended on 31st March, 2018		Year Ended on 31st March, 2017	
	₹	P.	₹	P.
1 CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit Before Tax	2,439,253.89		(13,536,599.41)	
<i>Addition:</i>				
Depreciation	1,506,499.73		1,549,001.49	
Interest Received	86,285.00		(1,589,586.27)	
Re-measurement gains/(losses) on employee defined benefit plans	40,557.00		(39,902.00)	
Profit/Loss on sale of property, plant and equipment	-		(2,076.80)	
Cash Flow from Operating Activities before Working Capital changes	4,072,595.62		(13,619,162.99)	
<i>Adjustments:</i>				
Decrease/(increase) in inventories	18,194,829.62		1,767,840.09	
Decrease/(increase) in trade receivables	3,128,319.37		72,871,195.33	
Decrease/(increase) in other financial and non financial assets	4,107,153.71		8,010,420.38	
Increase/(decrease) in trade payables	(504,365.40)		(16,647,062.50)	
Increase/(decrease) in other financial and non financial liabilities	(9,183,888.66)		3,536,207.70	
Cash Generated From Operation	19,814,644.26		55,919,438.01	
Taxes Paid	(169,638.00)		(11,547.73)	
Cash Flow from Operating Activities	19,645,006.26		55,907,890.28	
2 CASH FLOW FROM INVESTING ACTIVITIES				
Increase/Decrease in Property, Plant and equipment and Other Intangible Assets	(2,875,290.01)		(585,800.00)	
Interest Received	(86,285.00)		1,589,586.27	
Proceeds on disposal of subsidiary - Net	-		-	
Net Cash Flow from Investing Activities	(2,961,575.01)		1,003,786.27	
3 CASH FLOW FROM FINANCING ACTIVITIES				
Increase/Decrease in Borrowings	(18,526,162.11)		(55,159,371.29)	
Increase/Decrease in Share Capital	-		-	
Net Cash Flow from Financing Activities	(18,526,162.11)		(55,159,371.29)	
NET CHANGE IN CASH & CASH EQUIVALENT	(1,842,730.86)		1,752,305.26	
Opening Balance of Cash & Cash Equivalent	645,371.66		288,266.40	
Opening Bank Balances other then above	4,657,389.00		3,262,189.00	
CLOSING BALANCE OF CASH & CASH EQUIVALENT	224,140.80		645,371.66	
Closing Bank Balances other then above	3,235,889.00		4,657,389.00	

Notes:

- The Cash Flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS) 7 'Statement of Cash Flow'.
- Figures of the previous period has been rearranged/ regrouped where ever considard necessary.

As per our report of even date

For A.K. Meharia & Associates
Firm Registration Number-324666E
Chartered Accountants

Sd/-
(A.K Meharia)
Partner
Membership Number 053918

Place: Kolkata
Date : 29th May, 2018

Sd/-
J.P. Kanodia
(Managing Director)

Sd/-
Harish Panwar
(Chief Financial Officer)

For and on behalf of the Board

Sd/-
Madu Kanodia
(Director)

Sd/-
Ramavtar Jangid
(Company Secretary)

UNIQUE ORGANICS LIMITED

CIN: L24119RJ1993PLC007148, Regd. Off.: E-521, Sitapura Ind. Area, Sitapura, Jaipur-22 (Raj.)

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2018
A. EQUITY SHARE CAPITAL

(Amount in ₹)

	Balance at the beginning of the year	Changes in Equity Share Capital during the year	Balance at the end of the year
For the year ended 31st March, 2017	59,683,500.00	-	59,683,500.00
For the year ended 31st March, 2018	59,683,500.00	-	59,683,500.00

B. OTHER EQUITY

(Amount in ₹)

Particulars	Reserves and Surplus				Remeasurement of defined benefit plans (Other Comprehensive Income)	Total
	Capital Reserve	Capital Redemption Reserve	General Reserve	Retained Earnings		
Balance as at 1st April, 2016	1,807,660.75	10,000,000.00	4,470,816.90	50,612,638.34	(6,534.00)	66,884,581.99
Changes in Accounting Policy	-	-	-	-	-	
Restated Balance	1,807,660.75	10,000,000.00	4,470,816.90	50,612,638.34	-	66,891,115.99
Add/(Less) :						
Profit for the year	-	-	-	(13,564,275.94)	-	(13,564,275.94)
Other Comprehensive Income/ (Loss) for the year					(26,709.20)	(26,709.20)
Balance as at 31st March, 2017	1,807,660.75	10,000,000.00	4,470,816.90	37,048,362.40	(33,243.20)	53,300,130.85
Add/(Less) :						
Profit for the year	-	-	-	3,063,049.89	-	3,063,049.89
Other Comprehensive Income/ (Loss) for the year	-	-	-	-	30,012.00	30,012.00
Balance as at 31st March, 2018	1,807,660.75	10,000,000.00	4,470,816.90	40,111,412.29	(3,231.20)	56,393,192.74

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

As per our report of even date

For A.K. Meharia & Associates
 Firm Registration Number-324666E
 Chartered Accountants

Sd/-
(A.K Meharia)
 Partner
 Membership Number 053918

 Place: Kolkata
 Date : 29th May, 2018

Sd/-
J.P. Kanodia
 (Managing Director)

Sd/-
Harish Panwar
 (Chief Financial Officer)

For and on behalf of the Board
Sd/-
Madu Kanodia
 (Director)

Sd/-
Ramavtar Jangid
 (Company Secretary)

UNIQUE ORGANICS LIMITED

Notes to Financial Statements for the year ended 31st March, 2018

NOTE - 1**CORPORATE INFORMATION**

Unique Organics Limited ('the Company') is a public limited company domiciled in India and is incorporated under the provisions of the Companies Act, 2013. Its shares are listed in one stock exchanges in India. The registered office of the company is located in E-521, Sitapura Industrial Area, P.O. Sitapura, Jaipur, Rajasthan - 302022. The company is primarily engaged in trading of feed, food and spices products.

SIGNIFICANT ACCOUNTING POLICIES**a) Statement of Compliance**

The financial statements of the company have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under section 133 of the Companies Act, 2013, (the 'Act') and other relevant provisions of the Act with effect from 1st April, 2017. These are the first Ind-AS financial statements of the company, wherein the Company has restated its Balance Sheet as at April 1, 2016 and financial statements for the year ended and as at March 31, 2017 as per Ind-AS.

Upto the year ended 31st March, 2017, the financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP), which includes accounting standards notified under Rule 7 of the Companies (Accounts) Rules, 2014. The date of transition to Ind AS is 1st April, 2016.

b) Basis of Preparation of Financial Statements

These financial statements have been prepared on a going concern basis, using the historical cost conventions and on an accrual method of accounting except for certain assets and liabilities that are required to be measured at fair value by Ind AS.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle (twelve months) and other criteria set out in the Schedule III to the Act

c) Use of Estimates

In preparation of the financial statements, the Company makes judgements, estimates and assumptions about the carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and the associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and the underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and future periods affected.

Significant judgements and estimates relating to the carrying values of assets and liabilities include useful lives of property, plant and equipment and intangible assets, provision for employee benefits and other provisions, recoverability of deferred tax assets, commitments and contingencies.

d) Property, Plant and Equipment

Freehold land is carried at cost. All other items of property, plant and equipment are carried at cost, less accumulated depreciation and impairments losses.

Costs includes purchase price/acquisition cost (including import duties and non-refundable purchase taxes but after deducting trade discounts and rebates), borrowing cost (if capitalization criteria are met) and all other direct costs and expenditures incurred to bring the asset to its working condition and location for its intended use.

On transition to Ind AS, the Company has elected to continue with the carrying value of all its property, plant and equipment recognised as at 1 April 2016 measured as per the previous GAAP and use that carrying value as the cost of the property, plant and equipment.

e) Intangible Assets

Intangible Assets are stated at cost less accumulated amortization and impairment loss, if any. Intangible assets are amortized on straight line method basis over the estimated useful life on pro rata basis.

f) Depreciation

Depreciation is calculated on the cost of property, plant and equipment less their residual value using Straight Line Method over the estimated useful life prescribed in Schedule II of the Companies Act, 2013. Depreciation on additions to or on disposal of assets is calculated on pro-rata basis.

UNIQUE ORGANICS LIMITED

Notes to Financial Statements for the year ended 31st March, 2018

g) Derecognition of property, plant and equipment and intangible assets

An item of property, plant and equipment/intangible assets is derecognised upon disposal and any gain or loss on disposal is determined as the difference between the sale proceeds and the carrying amount and is recognised in the Statement of Profit and Loss. The cost and the related accumulated depreciation are eliminated upon disposal of the asset.

h) Impairment of property, plant and equipment and intangible assets

An item of property, plant and equipment/intangible assets is treated as impaired when the carrying value of the assets exceeds its recoverable value, being higher of the fair value less cost to sell and the value in use. 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.

i) Inventories

Stock in Trade are valued at the lower of cost and net realisable value, after providing for obsolescence, where appropriate. The comparison of cost and net realisable value is made on item-by-item basis. Cost of inventories include all costs of purchases, conversion costs and other costs incurred in bringing the inventories to their present location and condition. Cost is computed on a first-in-first-out basis. The net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and estimated costs necessary to make the sale. Packing materials are valued at cost computed on weighted average basis.

j) Classification of Assets and Liabilities as Current and Non CurrentNon-Current

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is expected to be realised or intended to be sold or consumed in normal operating cycle, held primarily for the purpose of trading, expected to be realised within twelve months after the reporting period, or Cash and cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. All other assets are classified as non-current.

A liability is treated as current when, It is expected to be settled in normal operating cycle, It is held primarily for the purpose of trading, It is due to be settled within twelve months after the reporting period, or there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period. All other liabilities are classified as non-current.

The operating cycle is the time between the acquisition of the assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

k) Financial Instruments

(i) Initial recognition and measurement

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities that are subsequently measured at fair value through profit or loss are recognised immediately in the statement of profit or loss.

(ii) Subsequent measurement

A. Financial Assets

Financial assets are classified into the specified categories:

a) Financial assets carried at amortised cost (AC)

A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial measurement at fair value, the financial assets are measured at amortised cost using the effective interest rate (EIR) method, less impairment. Amortised cost is calculated by taking into account any discount or premiums on acquisition and fees or costs that are an integral part of the EIR.

b) Financial assets at fair value through other comprehensive income (FVTOCI)

A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

UNIQUE ORGANICS LIMITED

Notes to Financial Statements for the year ended 31st March, 2018

c) Financial assets at fair value through profit or loss (FVTPL)

A financial asset which is not classified in any of the above categories are measured at FVTPL. However, if the company's management has made an irrevocable election to present the equity investments at fair value through other comprehensive income then there is no subsequent reclassification of fair value gains or losses to the statement of profit or loss. Dividends from such investments are recognised in profit or loss as other income when the Company's right to receive payments is established.

B. Financial Liabilities

After initial measurement at fair value, the financial liabilities are subsequently measured at amortised cost using the effective interest rate (EIR) method where the time value of money is significant, except for financial liabilities at fair value through profit or loss. Amortised cost is calculated by taking into account any discount or premiums on acquisition and fees or costs that are an integral part of the EIR.

(iii) Impairment of financial assets

Loss allowance for expected credit losses is recognised for financial assets measured at amortised cost and fair value through other comprehensive income.

For financial assets whose credit risk has not significantly increased since initial recognition, loss allowance equal to twelve months expected credit losses is recognised. Loss allowance equal to lifetime expected credit losses is recognised if the credit risk has significantly increased since initial recognition.

The company measures the expected credit loss associated with its assets based on historical trend, industry practices and the business environment in which the entity operates on any other appropriate basis.

(iv) Derecognition of Financial Instruments

The company derecognises a financial assets only when the contractual rights to the cash flows from the assets expire, or it transfers the financial asset and substantially all risks and rewards of ownership of the asset to another entity.

The company derecognises a financial liabilities only when the company's obligations are discharged, cancelled or they expire.

l) Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable, net of returns, trade allowances, rebates and amounts collected on behalf of the third parties. It includes Excise Duty but excludes Service Tax, Sales Tax and Value Added Tax.

Revenue from the sale of goods is recognised when significant risks and rewards of ownership have been transferred to the buyer and the amount of revenue can be reliably measured and recovery of the consideration is probable.

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 such 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.

Insurance Claims are accounted for on receipt basis or as acknowledged by the appropriate authorities.

Interest income is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is recorded using effective interest rate.

m) 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 other comprehensive income. The current service cost and net interest on the net defined benefit liability/(asset) is treated as an expense and is recognised in the statement of profit or loss.

n) Foreign Currency Transactions

The financial statements of the Company are presented in Indian rupees (₹), which is the functional currency of the Company and the presentation currency for the financial statements.

UNIQUE ORGANICS LIMITED

Notes to Financial Statements for the year ended 31st March, 2018

In preparing the financial statements, transactions in foreign currencies are recorded at the rates of exchange prevailing on the date of the transaction.

At the end of each reporting period, monetary items denominated in foreign currencies are re-translated at the rates prevailing at the end of the reporting period. Exchange differences arising 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.

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.

o) Income Taxes

The tax expense for the period comprises current and deferred tax. Tax is recognised in Statement of Profit and Loss, except to the extent that it relates to items recognised in the comprehensive income or in equity. In which case, the tax is also recognised in other comprehensive income or equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the Balance sheet date.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities and the amount used for taxation purpose (tax base), at the tax rates and law that are enacted or substantively enacted as on the balance sheet date.

p) Provisions, Contingent Assets and Contingent Liabilities

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. Provisions are discounted to their present values, where the time value of money is material.

Contingent liabilities are not recognised but disclosed in the financial statements.

Contingent assets are neither recognised nor disclosed. However, when realisation of income is virtually certain, related asset is recognised.

q) Earnings Per Share

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

r) Cash Flow Statement

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

s) Operating Segment

Operating Segments are reported in a manner consistent with the accounting policies adopted for preparing and presenting the financial statements of the company as a whole. The analysis of geographical segments is based on the areas in which customers of the company are located.

t) Borrowing Cost

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised in the statement of profit or loss in the period in which they are incurred.

UNIQUE ORGANICS LIMITED
PROPERTY, PLANT & EQUIPMENT AND INTANGIBLE ASSETS

Particulars	GROSS BLOCK						
	As on 01.04.2016	Addition during the year	Adjustment during the year	As on 31.03.2017	Addition during the year	Adjustment during the year	As on 31.03.2018
2A. PROPERTY, PLANT AND EQUIPMENT							
Land	1,777,671.00	-	-	1,777,671.00	-	-	1,777,671.00
Buldings	11,458,817.42	-	-	11,458,817.42	1,374,764.14	-	12,833,581.56
Computer	370,074.00	168,800.00	58,464.00	480,410.00	-	-	480,410.00
Motor Car	2,742,141.00	-	-	2,742,141.00	-	-	2,742,141.00
Plant & Machinery	13,400,933.95	323,520.00	-	13,724,453.95	1,363,802.22	1,788,871.00	13,299,385.17
Lab Equipment	1,794,241.75	-	-	1,794,241.75	22,759.20	-	1,817,000.95
Electrical Installation	1,480,703.14	-	-	1,480,703.14	-	-	1,480,703.14
Furniture & Fixtures	599,364.52	16,480.00	-	615,844.52	103,458.00	-	719,302.52
Electrical Equipment	811,476.00	82,000.00	-	893,476.00	99,950.00	-	993,426.00
Office Equipment	624,546.26	-	-	624,546.26	-	-	624,546.26
Total	35,059,969.04	590,800.00	58,464.00	35,592,305.04	2,964,733.56	1,788,871.00	36,768,167.60
2B. INTANGIBLE ASSETS							
Computer Software	154,741.00	-	-	154,741.00			154,741.00

Particulars	DEPRECIATION							NET BLOCK		
	As on 01.04.2016	Addition during the year	Adjustment during the year	As on 31.03.2017	Addition during the year	Adjustment during the year	As on 31.03.2018	As on 01.04.2016	As on 31.03.2017	As on 31.03.2018
2A. PROPERTY, PLANT AND EQUIPMENT										
Land	-	-	-	-	-	-	-	1,777,671.00	1,777,671.00	1,777,671.00
Buldings	6,440,906.75	350,329.65	-	6,791,236.40	358,698.63	-	7,149,935.03	5,017,910.67	4,667,581.02	5,683,646.53
Computer	325,596.34	53,726.28	55,540.80	323,781.82	53,453.34	-	377,235.16	44,477.66	156,628.18	103,174.84
Motor Car	206,782.15	421,578.03	-	628,360.18	332,638.35	-	960,998.53	2,535,358.85	2,113,780.82	1,781,142.47
Plant & Machinery	7,804,882.06	497,594.19	-	8,302,476.25	545,684.31	1,699,427.45	7,148,733.11	5,596,051.89	5,421,977.70	6,150,652.06
Lab Equipment	1,646,671.26	10,938.33	-	1,657,609.59	11,334.08	-	1,668,943.67	147,570.49	136,632.16	148,057.29
Electrical Installation	1,122,466.01	61,681.29	-	1,184,147.30	61,681.30	-	1,245,828.60	358,237.13	296,555.84	234,874.54
Furniture & Fixtures	464,206.07	21,343.82	-	485,549.89	26,386.48	-	511,936.37	135,158.45	130,294.63	207,366.15
Electrical Equipment	455,494.07	90,131.30	-	545,625.37	78,253.24	-	623,878.61	355,981.93	347,850.63	369,547.39
Office Equipment	555,970.88	15,888.43	-	571,859.31	12,579.84	-	584,439.15	68,575.38	52,686.95	40,107.11
Total	19,022,975.59	1,523,211.32	55,540.80	20,490,646.11	1,480,709.56	1,699,427.45	20,271,928.23	16,036,993.45	15,101,658.93	16,496,239.37
2B. INTANGIBLE ASSETS										
Computer Software	13,001.07	25,790.17	-	38,791.24	25,790.17	-	64,581.41	141,739.93	115,949.76	90,159.59

UNIQUE ORGANICS LIMITED

Notes to Financial Statements for the year ended 31st March, 2018

(Amount in ₹)

	AS AT 31ST MARCH, 2018	AS AT 31ST MARCH, 2017	AS AT 1ST APRIL, 2016
NOTE - 3			
OTHER - NON CURRENT FINANCIAL ASSETS			
<i>(Unsecured, considered good)</i>			
Security Deposits	187,922.00	187,922.00	165,922.00
	<u>187,922.00</u>	<u>187,922.00</u>	<u>165,922.00</u>
NOTE - 4			
INVENTORIES			
<i>(At lower of cost and net realisable value)</i>			
Raw Materials	3,908,180.43	-	-
Trading Goods	3,883,160.00	26,247,427.50	28,015,267.59
Packing Materials	97,589.13	647,687.47	647,687.47
Finished Goods	811,355.79	-	-
	<u>8,700,285.35</u>	<u>26,895,114.97</u>	<u>28,662,955.06</u>
NOTE - 5			
TRADE RECEIVABLES			
Secured, considered good	-	-	-
Unsecured, considered good	137,468,198.23	140,596,517.60	213,467,712.93
Doubtful	-	-	-
Less: Allowance for doubtful recivables	-	-	-
	<u>137,468,198.23</u>	<u>140,596,517.60</u>	<u>213,467,712.93</u>
The above includes to related parties	<u>-</u>	<u>-</u>	<u>-</u>
Due from related parties	-	-	-
NOTE - 6			
CASH & CASH EQUIVALENTS			
Balances with bank:			
On Current Accounts	38,686.16	629,004.02	269,292.76
Cash in hand (As certified by the management)	185,454.64	16,367.64	18,973.64
	<u>224,140.80</u>	<u>645,371.66</u>	<u>288,266.40</u>
NOTE - 7			
OTHER BANK BALANCES			
Balances with bank:			
On Fixed Deposit Accounts*	-	1,417,000.00	-
Unclaimed Dividend Account	3,235,889.00	3,240,389.00	3,262,189.00
	<u>3,235,889.00</u>	<u>4,657,389.00</u>	<u>3,262,189.00</u>

*The Fixed Deposit is/was pledged with Bank of Baroda against the Limit for Derivatives for Forward Contract in foreign exchange

UNIQUE ORGANICS LIMITED

Notes to Financial Statements for the year ended 31st March, 2018

(Amount in ₹)

	AS AT 31ST MARCH, 2018	AS AT 31ST MARCH, 2017	AS AT 1ST APRIL, 2016
NOTE - 8			
LOANS - CURRENT			
<i>(Unsecured, considered good)</i>			
Other Loans	1,500,000.00	1,500,000.00	1,500,000.00
	1,500,000.00	1,500,000.00	1,500,000.00
NOTE - 9			
CURRENT TAX ASSETS (NET)			
Advance Income Tax (net of provisions)	30,545.00	158,375.00	922,576.00
	30,545.00	158,375.00	922,576.00
NOTE - 10			
OTHER CURRENT ASSETS			
Advances other than capital advances			
Balances with Govt. Authorities	3,500,177.03	5,223,065.02	7,491,990.87
MEIS Licence in hand	-	-	1,870,483.00
Advances recoverable in cash or in kind	5,066,425.00	6,220,834.72	10,051,123.00
Prepaid Expenses	137,726.00	1,179,102.00	145,081.00
Advances to Employee	-	23,000.00	140,234.00
ECGC Fees Advance	78,962.95	116,612.95	331,922.20
	8,783,290.98	12,762,614.69	20,030,834.07
NOTE - 11			
EQUITY SHARE CAPITAL			
Authorised Shares:			
100,000 (P.Y:100,000) Preference Shares of ₹ 100/-each	10,000,000.00	10,000,000.00	10,000,000.00
60,00,000 (P.Y: 60,00,000) Equity Shares of ₹ 10/-each	60,000,000.00	60,000,000.00	60,000,000.00
Issued Shares			
59,71,500 (P.Y:59,71,500) Equity Shares of ₹ 10/-each	59,715,000.00	59,715,000.00	59,715,000.00
Subscribed & Paid - up Shares			
59,71,500 (P.Y:59,71,500) Equity Shares of ₹ 10/-each	59,715,000.00	59,715,000.00	59,715,000.00
	59,715,000.00	59,715,000.00	59,715,000.00
Less: Face Value of 18500 (P.Y: 18,500) Equity Shares Forfieted	185,000.00	185,000.00	185,000.00
	59,530,000.00	59,530,000.00	59,530,000.00
Add: Forfieted Shares(Amount Originally Paid Up)	153,500.00	153,500.00	153,500.00
	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 ₹ 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.

UNIQUE ORGANICS LIMITED

Notes to Financial Statements for the year ended 31st March, 2018

b) Details of equity shareholders holding more than 5% shares in the company (Amount in ₹)

	AS AT 31ST MARCH, 2018		AS AT 31ST MARCH, 2017		AS AT 1ST APRIL, 2016	
	No. of Shares	% Holding	No. of Shares	% Holding	No. of Shares	% Holding
Equity Shares of Rs.10 each fully paid up						
Jyoti Prakash Kanodia	642,494	10.79%	642,494	10.79%	642,494	10.79%
Sarla Devi Kanodia	727,599	12.22%	828,800	13.92%	828,800	13.92%
Madhu Kanodia	433,899	7.29%	535,100	8.99%	535,100	8.99%

c) The reconciliation of the number of shares outstanding is set out below:

Particulars	AS AT 31ST MARCH, 2018 No. of Shares	AS AT 31ST MARCH, 2017 No. of Shares	AS AT 1ST APRIL, 2016 No. Of Shares
Equity Shares			
Equity Shares at the beginning of the year	5,953,000	5,953,000	5,953,000
Equity shares at the end of the year	5,953,000	5,953,000	5,953,000

(Amount in ₹)

	AS AT 31ST MARCH, 2018	AS AT 31ST MARCH, 2017	AS AT 1ST APRIL, 2016
NOTE - 12			
OTHER EQUITY			
RESERVE AND SURPLUS			
Capital Reserve	1,807,660.75	1,807,660.75	1,807,660.75
Capital Redemption Reserve	10,000,000.00	10,000,000.00	10,000,000.00
General Reserve	4,470,816.90	4,470,816.90	4,470,816.90
Retained Earnings	40,111,412.29	37,048,362.40	50,612,638.73
	<u>56,389,889.94</u>	<u>53,326,840.05</u>	<u>66,891,116.38</u>
OTHER COMPREHENSIVE INCOME			
Remeasurement of Defined Benefit Plans	(3,231.20)	(33,243.20)	(6,534.39)
	<u>(3,231.20)</u>	<u>(33,243.20)</u>	<u>(6,534.39)</u>
	<u>56,386,658.74</u>	<u>53,293,596.85</u>	<u>66,884,581.99</u>
NOTE - 13			
PROVISIONS - NON CURRENT			
Provision for employee benefits	477,693.00	379,578.00	317,760.00
	<u>477,693.00</u>	<u>379,578.00</u>	<u>317,760.00</u>
NOTE - 14			
DEFERRED TAX ASSETS (NET)			
Deferred Tax Liabilities			
On Fixed Assets	1,786,923.00	2,444,137.00	2,398,486.00
Deferred Tax Asset			
On expenditures charged to the statement of profit & loss but allowable for tax purpose on payment basis	(195,293.00)	(239,256.00)	(196,541.00)
MAT Credit Entitlement	(169,638.00)	-	-
	<u>1,421,992.00</u>	<u>2,204,881.00</u>	<u>2,201,945.00</u>

UNIQUE ORGANICS LIMITED

Notes to Financial Statements for the year ended 31st March, 2018

(Amount in ₹)

	AS AT 31ST MARCH, 2018	AS AT 31ST MARCH, 2017	AS AT 1ST APRIL, 2016
NOTE - 15			
<u>BORROWINGS - CURRENT</u>			
Secured :			
Loans from Bank			
Packing Credit Limit	11,075,554.00	38,530,760.00	44,751,187.00
Foreign Bill Purchase Limit	-	27,060,532.00	22,739,157.00
Cash Credit Limit	36,663,747.64	674,171.75	53,934,491.04
	<u>47,739,301.64</u>	<u>66,265,463.75</u>	<u>121,424,835.04</u>

- 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, Hypoyhecation of Plant & Machinerics and all present and future fixed assets, hypothecation of Raw Materials, Work in Progress, Finished Goods, Stores & packing materials, Book Debts, Pledge of Ware House and other properties, personal guarantees of Director, bearing interest @10.65% p.a. (Previous Year 10.40% p.a.) in case of PC & FBP and 11.50% & 10.65% p.a.(Previous Year 11.90% & 10.40% p.a.) in case of CC limit

NOTE - 16

TRADE PAYABLES

Trade Payables (including acceptance)

Total outstanding due of micro & small Enterprises (including interest)	-	-	-
Other Trade Payables	4,138,491.10	4,642,856.50	21,289,919.00
	<u>4,138,491.10</u>	<u>4,642,856.50</u>	<u>21,289,919.00</u>

NOTE - 17

OTHER FINANCIAL LIABILITIES - NON CURRENT

Sundry Creditors for Exp. & Others	3,286,022.72	11,781,073.81	8,915,271.81
Unclaimed Dividend*	3,235,889.00	3,240,389.00	3,262,189.00
	<u>6,521,911.72</u>	<u>15,021,462.81</u>	<u>12,177,460.81</u>

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

NOTE - 18

OTHER LIABILITIES - CURRENT

Statutory Dues	181,741.00	342,049.00	394,253.00
Bank Balances Overdrawn	41,949.13	-	-
Advance received from Customers	-	615,966.70	-
	<u>223,690.13</u>	<u>958,015.70</u>	<u>394,253.00</u>

NOTE - 19

PROVISIONS - CURRENT

Provision for employee benefits	123,432.00	171,559.00	104,934.00
	<u>123,432.00</u>	<u>171,559.00</u>	<u>104,934.00</u>

UNIQUE ORGANICS LIMITED

Notes to Financial Statements for the year ended 31st March, 2018

(Amount in ₹)

	For the Year 2017-18	For the Year 2016-17
NOTE - 20		
REVENUE FROM OPERATION		
Sale of Products	373,943,484.05	303,647,427.78
Other Operating Revenue		
Export Incentives	8,121,274.65	13,851,998.15
Job Work	3,757,742.37	155,775.00
	<u>385,822,501.07</u>	<u>317,655,200.93</u>
NOTE - 21		
OTHER INCOME		
Interest Income	86,285.00	1,589,586.27
Net Foreign Exchange Gain	1,968,440.89	2,430,245.81
Other Receipts	855,179.45	155,646.80
	<u>2,909,905.34</u>	<u>4,175,478.88</u>
NOTE - 22		
COST OF RAW MATERIALS & COMPONENTS CONSUMED		
Opening Stock	647,687.47	647,687.47
Add: Purchases	45,493,739.32	511,272.00
	46,141,426.79	1,158,959.47
Less: Closing Stock	4,005,769.56	647,687.47
	<u>42,135,657.23</u>	<u>511,272.00</u>
NOTE - 23		
PURCHASE OF STOCK-IN-TRADE		
Purchases	257,130,581.77	263,460,607.50
	<u>257,130,581.77</u>	<u>263,460,607.50</u>
NOTE - 24		
CHANGES IN INVENTORIES		
<u>Inventories at the end of the year</u>		
Stock-in-Trade	3,883,160.00	26,247,427.50
Finished Goods	811,355.79	-
	<u>4,694,515.79</u>	<u>26,247,427.50</u>
<u>Inventories at the beginning of the year</u>		
Stock-in-Trade	26,247,427.50	28,015,267.59
Finished Goods	-	-
	<u>26,247,427.50</u>	<u>28,015,267.59</u>
	<u>21,552,911.71</u>	<u>1,767,840.09</u>

UNIQUE ORGANICS LIMITED

Notes to Financial Statements for the year ended 31st March, 2018

(Amount in ₹)

	For the Year 2017-18	For the Year 2016-17
NOTE - 25		
EMPLOYEE BENEFITS EXPENSES		
Salaries,Wages & Bonus	6,844,650.00	9,844,442.00
Contribution to Provident Fund & Other Funds	414,087.00	227,309.00
Staff Welfare Expenses	19,146.00	13,495.00
	<u>7,277,883.00</u>	<u>10,085,246.00</u>
NOTE - 26		
FINANCE COST		
<u>Interest Expenses</u>		
Cash Credit	4,106,376.00	1,361,496.00
Packing Credit	1,736,921.00	1,710,334.00
Foreign Bill Purchase	1,012,208.00	1,668,961.00
Discounting & Bank Charges	973,473.44	1,313,409.06
	<u>7,828,978.44</u>	<u>6,054,200.06</u>
NOTE - 27		
DEPRECIATION AND AMORTISATION		
Depreciation on Property, Plant and Equipment	1,480,709.56	1,523,211.32
Depreciation on Other Intangible Assets	25,790.17	25,790.17
	<u>1,506,499.73</u>	<u>1,549,001.49</u>
NOTE - 28		
OTHER EXPENSES		
Freight, Clearing & Forwarding Expenses	37,688,093.00	38,331,220.00
Other Operational Expenses	882,416.00	45,627.00
Payment to Auditor (Refer details below)	150,000.00	172,500.00
Rates & Taxes	17,443.00	33,900.00
Advertisement & Business Promotion Expenses	775,722.00	668,635.00
Commission Expenses	1,777,934.50	4,898,588.00
Claims & Deductions	114,164.69	536,098.00
CSR Expenditure	500,000.00	-
Traveling Expenses	355,621.00	899,623.00
Rent Paid	309,678.00	786,874.00
Testing & Sampling Expenses	589,992.00	428,902.00
Power & Fuel	1,061,657.00	312,205.90
Insurance/ECGC Premiums	839,675.79	1,220,357.96
Legal & Profesional Fees	539,440.00	541,245.00
<u>Repair & Maintenance</u>		
On Machinery	336,697.13	51,251.00
On Buldings	160,613.75	508,447.00
On Others	111,014.44	29,778.00
Miscellaneous Expenes	2,650,478.34	2,473,860.22
	<u>48,860,640.64</u>	<u>51,939,112.08</u>
Payment to Auditor		
<u>As Auditor (Including Service Tax)</u>		
Statutory Audit Fee	125,000.00	143,750.00
Tax Audit Fee	25,000.00	28,750.00
	<u>150,000.00</u>	<u>172,500.00</u>

UNIQUE ORGANICS LIMITED
Notes to Financial Statements for the year ended 31st March, 2018
(Amount in ₹)

	For the Year 2017-18	For the Year 2016-17
NOTE - 29		
EARNINGS PER SHARE(EPS)		
Net profit/(loss) after tax as per statement of Profit and Loss attributable to Equity Shareholders	3,063,049.89	(13,564,275.94)
Weighted average number of equity shares used as denominator for calculating EPS	5,953,000.00	5,953,000.00
Basic & Diluted Earning Per Share	0.51	(2.28)

NOTE - 30

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 the Company to such creditors, if any, and no disclosure thereof is made in this regard.

NOTE - 31
SEGMENT REPORTING
i) Business (Primary) Segment

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

ii) Geographical(Secondary) Segment

a) The company primarily operates in India and therefore the analysis of geographical segment is demarcated into its Indian and Overseas operations as under :

(Amount in ₹)

Particulars	For the Year 2017-18	For the Year 2016-17
Revenue (Gross Sales)		
India	213,996,065.86	34,190,137.20
Overseas	159,947,418.19	269,457,290.58
Total	373,943,484.05	303,647,427.78
Non-current assets other than financial assets		
India	16,586,398.97	15,217,609.00
Overseas	-	-
Total	16,586,398.97	15,217,609.00

NOTE - 32

Miscellaneous Expenses includes a sum of Nil (Previous Year ₹ 24,650/-) paid for Income Tax and its interests.

NOTE - 33
RELATED PARTY DISCLOSURE

As per Indian Accounting Standard - 24, the disclosures of transactions with the related parties are given below:

i) Name of the Related Party and Nature of Relationship
Name of the Related Party
Relationship

Jyoti Prakash Kanodia
Madhu Kanodia
Harish Panwar
Ramavtar Jangid

}

Key Managerial Person

Smt. Sarla Devi Kanodia

{

Relative of Key Management Personnel

UNIQUE ORGANICS LIMITED

Notes to Financial Statements for the year ended 31st March, 2018

ii) Transaction during the year with related parties:

Nature of Transactions

(Amount in ₹)

Nature of Transactions	Key Managerial Person	Relative of the key management personnel	Total
Remuneration	2,400,000.00	-	2,400,000.00
	(6,844,866.00)	-	(6,844,866.00)
Board Meeting Fees	-	-	-
	(7,500.00)	-	(7,500.00)
Rent Paid	-	207,600.00	207,600.00
	-	(691,200.00)	(691,200.00)

Figures in brackets represent previous year's figures.

ii) Balances with related parties:

(Amount in ₹)

Particulars	As At 31ST MARCH, 2018	As At 31ST MARCH, 2017
	NIL	NIL

NOTE - 34

EMPLOYEE BENEFITS

A. The defined benefit plans expose the company to a number of actuarial risks such as : Investment Risk, Interest Risk, Longevity Risk and Salary Risk

Longevity Risk : The present value of the defined benefit liability is calculated by reference to the best estimate of the mortality of participants both during and after their employment. An increase in the life expectancy of the participants will increase the liability.

Salary Risk : The present value of the defined benefit liability is calculated by reference to future salaries of participants. As such, an increase in the salary of the participants will increase the liability.

B. Details of Plans are as follows:

(Amount in ₹)

	For the Year 2017-18	For the Year 2016-17
(a) Expenses Recognised as Employee Benefits Expenses in the Statement of Profit or Loss during the year		
(i) Current Service Cost	53,790.00	54,784.00
(ii) Net Interest Expenses	34,780.00	24,907.00
(iii) Expenses recognised during the year	88,570.00	79,691.00
(b) Expenses Recognised in Other Comprehensive Income during the year		
(i) Expected return on Plan Assets	-	-
(ii) Actuarial (gain) / Losses on obligation	(40,557.00)	39,902.00
(iii) Net (Income)/Expenses Recognised during the year	(40,557.00)	39,902.00
(c) Amount Recognized in Balance Sheet		
(i) Present value of obligation as at end of the year	48,013.00	119,593.00
(ii) Fair value of Plan Assets as at end of the year	-	-
(iii) Amount Recognized in Balance Sheet	48,013.00	119,593.00

UNIQUE ORGANICS LIMITED

Notes to Financial Statements for the year ended 31st March, 2018

(Amount in ₹)

	For the Year 2017-18	For the Year 2016-17
(d) Change in Present Value of obligation		
(i) Obligation as at the beginning of the year	451,687.00	332,094.00
(ii) Current Service Cost	53,790.00	54,784.00
(iii) Interest Cost	34,780.00	24,907.00
(iv) Actuarial (Gain) / Losses	(40,557.00)	39,902.00
Arising from Changes in Experience Adjustments	(27,995.00)	
Arising from Changes in Financial Assumptions	(12,562.00)	
(v) Benefits Paid	-	-
(vii) Obligation as at the end of the year	499,700.00	451,687.00
(e) Changes in Fair Value of Plan Assets		
(i) Fair Value of Plan Assets as at the beginning of the year	-	-
(ii) Expected return on Plan Assets	-	-
(iii) Contributions by the employer	-	-
(iv) Benefits Paid	-	-
(v) Actuarial (Gain) / Losses	-	-
(vi) Fair Value of Plan Assets as at the end of the year	-	-
(f) Actuarial Assumption		
(i) Discount Rate	7.70%	7.50%
(ii) Expected return on Plan Assets	0.00%	0.00%
(iii) Inflation Rate	6.00%	6.00%
(iv) Remaining Working Life	20 Years	21 Years
(v) Mortality Table	IALM 2006-08 ULTIMATE	Projected Unit Credit Method

C. Sensitivity Analysis :

A quantitative analysis for significant assumptions are as follows :

(Amount in ₹)

	For the Year 2017-18	For the Year 2016-17
(a) Effect of 1% change in assumed discount rate		
1% increase	389,824.00	-
1% decrease	513,948.00	-
(b) Effect of 1% change in assumed salary escalation rate		
1% increase	514,108.00	-
1% decrease	388,788.00	-
(c) Effect of 1% change in assumed inflation rate		
1% increase	446,297.00	-
1% decrease	445,797.00	-

UNIQUE ORGANICS LIMITED

Notes to Financial Statements for the year ended 31st March, 2018

NOTE - 35

INCOME TAX EXPENSES

(i) Income Tax Expense

The major components of income tax expenses for the year ended March 31, 2018 and for the year ended March 31, 2017 are:

Particulars	(Amount in ₹)	
	For the Year 2017-18	For the Year 2016-17
Current Tax	169,638.00	-
Deferred Tax Charge/(Credit)	(793,434.00)	2,936.00
Total Income Tax Expense recognised in Statement of Profit & Loss	<u>(623,796.00)</u>	<u>2,936.00</u>
 (ii) <u>Reconciliation of effective tax rate:</u>		
Profit before Tax	2,439,253.89	(13,536,599.41)
Enacted Tax Rate in India (under section 115JB)	19.055	33.063
Expected Tax Expense	464,800.00	-
Tax Effect on items which are not deductible/deductible	-	-
Additional Deduction under Income Tax Act, 1961	(295,162.00)	-
Deferred Tax	(623,796.00)	2,936.00
MAT Cedit Entitlement	(169,638.00)	-
Effect due to Change in Rate	-	-
Income Tax Expenses	<u>(623,796.00)</u>	<u>2,936.00</u>

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FINANCIAL INSTRUMENTS AND RELATED DISCLOSURES

(a) Capital Management

The Company's objective when managing capital (defined as net debt and equity) is to safeguard the Company's ability to continue as a going concern in order to provide returns to shareholders and benefit for other stakeholders, while protecting and strengthening the Balance Sheet through the appropriate balance of debt and equity funding. The Company manages its capital structure and makes adjustments to it, in light of changes to economic conditions and strategic objectives of the Company.

(b) Categories of Financial Instruments

(Amount in ₹)

Particulars	AS AT 31ST MARCH, 2018	AS AT 31ST MARCH, 2017	AS AT 1ST APRIL, 2016
	Financial Assets		
Measured at Amortised Cost			
Cash and Cash Balances	224,140.80	645,371.66	288,266.40
Other Bank Balances	3,235,889.00	4,657,389.00	3,262,189.00
Trade Receivables	137,468,198.23	140,596,517.60	213,467,712.93
Other Financial Assets - Non Current	187,922.00	187,922.00	165,922.00
Loans	1,500,000.00	1,500,000.00	1,500,000.00
Financial Liabilities			
Measured at Amortised Cost			
Borrowings	47,739,301.64	66,265,463.75	121,424,835.04
Trade Payables	4,138,491.10	4,642,856.50	21,289,919.00
Other Financial Liabilities	6,521,911.72	15,021,462.81	12,177,460.81

The carrying value of the amortised financial assets and liabilities approximate to the fair value on the respective reporting dates.

UNIQUE ORGANICS LIMITED
Notes to Financial Statements for the year ended 31st March, 2018
(c) Fair Value Measurement and Fair Value Hierarchy

The management assessed that loans, cash and cash equivalents, trade receivables, borrowings, trade payables and other current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

(d) Financial Risk Management

The Company's financial liabilities comprise short-term borrowings, capital creditors and trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's financial assets include trade and other receivables, cash and cash equivalents.

(a) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: currency risk and other price risk, such as commodity price risk and equity price risk. Financial instruments affected by market risk include trade payables, trade receivables, etc.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities. Such foreign currency exposures are not hedged by the Company.

The year end foreign currency exposures that have not been hedged by a derivative instrument or otherwise are as under -

Particulars	In Foreign Currency - USD/EURO			In Indian Rupees		
	31st March, 2018	31st March, 2017	1st April, 2016	31st March, 2018	31st March, 2017	1st April, 2016
Trade receivables	15018.75	489306.97	504089.6	976881.07	32058327	34503939.8
Advance against supply	75600	75600	75600	4997795	4997795	4997795

For the year ended March 31, 2017 and March 31, 2016, every percentage point depreciation / appreciation in the exchange rate between Indian rupees and U.S. dollar will affect the Company's profit

(b) Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Financial instruments that are subject to concentrations of credit risk principally consist of trade receivables, loans, cash and cash equivalents, bank deposits and other financial assets. None of the financial instruments of the Company result in material concentration of credit risk.

The carrying amount of financial assets represents the maximum credit exposure.

Trade Receivables

In determining the allowances for credit losses of trade receivables, an impairment analysis is performed by the Company using a practical expedient by computing the expected credit loss allowance for trade receivables at each reporting date on an individual basis for all the customers. The procedure takes into account historical credit loss experience and is adjusted for forward looking information.

(c) Liquidity Risk

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

NOTE - 37
NOTES ON CSR EXPENDITURES

(Amount in ₹)

Particulars	For the Year Ended 2017-18	For the Year Ended 2016-17
(a) Gross amount required to be spent by the Company during the year	-	678,927.00
(b) Amount spent during the year ended		
(i) Construction/acquisition of any asset	-	-
(ii) On purposes other than (i) above	500,000.00	-
(c) Amount unspent during the year ended	-	678,927.00

UNIQUE ORGANICS LIMITED

Notes to Financial Statements for the year ended 31st March, 2018

NOTE - 38

The company uses foreign currency forward contracts to hedge its risks associated with foreign currency fluctuation relating to certain firm commitment. The forward exchange contract entered into by the company and outstanding are as under:

	For the Year 2017-18	For the Year 2016-17
No of contract	-	2
Type	-	Sale
USD Equivalent	-	431000
INR Equivalent	-	28256100

NOTE - 39

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

NOTE - 40

FIRST TIME ADOPTION OF IND AS

These are the Company's first financial statements prepared in accordance with Ind AS.

For the purposes of transition to Ind AS, the Company has followed the guidance prescribed in Ind AS 101, First-Time Adoption of Indian Accounting Standards, with 1st April, 2016 as the transition date and generally accepted accounting principles in India (Indian GAAP), which includes accounting standards notified under Rule 7 of the Companies (Accounts) Rules, 2014 as the previous GAAP.

The accounting policies set out in Note No. 1 have been applied in preparing the financial statements for the year ended 31-03-2018, the comparative information presented in these financial statements for the year ended 31-03-2017 and in the preparation of opening Ind AS balance sheet as at 01-04-2016 (The Company's date of transition). In preparing its opening Ind AS balance sheet, the Company has adjusted the amounts reported previously in financial statements prepared in accordance with the previous Indian GAAP. An explanation of how the transition from previous GAAP to Ind AS has affected the Company's financial position and financial performance is set out in the following tables and notes :

A. Mandatory exceptions to retrospective application

The Company has applied the following exceptions to the retrospective application of Ind AS as mandatorily required under Ind AS 101 "First Time Adoption of Indian Accounting Standards".

(i) Estimates

On assessment of estimates made under the Previous GAAP financial statements, the Company has concluded that there is no necessity to revise such estimates under Ind AS, as there is no objective evidence of an error in those estimates. However, estimates that were required under Ind AS but not required under Previous GAAP are made by the Company for the relevant reporting dates reflecting conditions existing as at that date.

(ii) Classification and measurement of financial assets

The classification of financial assets to be measured at amortised cost or fair value through other comprehensive income is made on the basis of the facts and circumstances that existed on the date of transition to Ind AS.

B. Optional exemptions from retrospective application

Ind AS 101 "First time Adoption of Indian Accounting Standards" permits Companies adopting Ind AS for the first time to take certain exemptions from the full retrospective application of Ind AS during the transition. The Company has accordingly on transition to Ind AS availed the following key exemptions:

Deemed cost - Property, Plant and Equipment and Intangible assets

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition after making necessary adjustments for de-commissioning liabilities. This exemption can also be used for intangible assets covered by Ind AS 38 - Intangible Assets. Accordingly, the company has elected to measure all of its property, plant and equipment and intangible assets at previous GAAP carrying value.

C. Transition to Ind AS - Reconciliations

The following reconciliations provide the explanation and qualification of the differences arising from the transition from Previous GAAP to Ind AS in accordance with Ind AS 101 "First Time Adoption of Indian Accounting Standards".

- (i) Reconciliation of total equity as at April 1, 2016 and March 31, 2017.

UNIQUE ORGANICS LIMITED
Notes to Financial Statements for the year ended 31st March, 2018

(ii) Reconciliation of total comprehensive income for the year ended March 31, 2017.

(iii) Reconciliation of statement of cash flows for the year ended March 31, 2017.

Previous GAAP figures have been reclassified/regrouped wherever necessary to confirm with the financial statements prepared under Ind AS.

(i) Reconciliation of total equity

A reconciliation of the total equity to those reported under previous Generally Accepted Accounting Principles (GAAP) are summarized as follows:

Particulars	Notes	(Amount in ₹)	
		As at 31-Mar-17	As at 1-Apr-16
Total equity under previous GAAP		112,977,096.85	126,568,081.99
(Add)/Less: Impact of adjustments as follows :-		-	-
Total Equity under Ind-AS		112,977,096.85	126,568,081.99

(ii) Reconciliation of total comprehensive income

A reconciliation of the total comprehensive income to those reported under previous Generally Accepted Accounting Principles (GAAP) are summarized as follows:

Particulars	(Amount in ₹)	
	For the Year 2016-2017	
Net Profit as per Previous GAAP	(13,590,985.14)	
Re-measurements on defined employees benefits	(26,709.20)	
Net Profit as per Ind AS	(13,564,275.94)	
Other comprehensive income/(loss)	(26,709.20)	
Total comprehensive income/(loss) as per Ind AS	(13,590,985.14)	

Note:

Both under Previous GAAP and Ind AS, the Company recognised costs related to its post-employment defined benefit plan on an actuarial basis. Under Previous GAAP, the entire cost, including actuarial gains and losses, are charged to profit or loss. Under Ind AS, remeasurements comprising of actuarial gains and losses are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI. Thus, the employee benefit cost is decreased by ₹ 26709.20 (net of taxes) and remeasurement gains/ losses (net of taxes) on defined benefit plans has been recognized in the Other Comprehensive Income.

(iii) Reconciliation of statement of cash flows

The transition from Indian GAAP to Ind AS has not had a material impact on the statement of cash flows.

As per our report of even date

For A.K. Meharia & Associates
Firm Registration Number-324666E
Chartered Accountants

Sd/-
(A.K Meharia)
Partner
Membership Number 053918
Place: Kolkata
Date : 29th May, 2018

Sd/-
J.P. Kanodia
(Managing Director)

Sd/-
Harish Panwar
(Chief Financial Officer)

For and on behalf of the Board

Sd/-
Madu Kanodia
(Director)

Sd/-
Ramavtar Jangid
(Company Secretary)

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, Sitapura, 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) ofshares of the above named company, hereby appoint

1. Name: E-mail Id:

Address:

Signature:....., or failing him

2. Name: E-mail Id:

Address:

Signature:....., or failing him

3. Name: E-mail Id:

Address:

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 26thAnnual general meeting of the company, to be held on the Tuesday, 25thSeptember, 2018, At 11:30a.m.at E-521, Sitapura Industrial Area, Jaipur-302022 (Raj.), and at any adjournment thereof in respect of such resolutions as are indicated below:

PARTICULARS			(") Optional	
S. No.	Resolutions	Business	Assent	Dissent
1.	Adoption of financial statements for the year 2017-18.	Ordinary		
2.	Re-appointment of Mr. J. P. Kanodia as Director. (Retire by rotation)	Ordinary		
3.	Levy of Charges for delivery of any document to member through a particular mode requested by such member.	Special		

Signed this.....day of.....2018.

Signature of shareholder:

Signature of Proxy holder(s)

Notes:

- a) 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.
- b) 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.
- c) A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital essaying voting rights. A member holding more than 10% of total share capital of the company essaying voting rights may appoint a single person as proxy and such person shall not be act as proxy for any other person or shareholder.

Route Map of AGM Venue/ Plant Location



UNIQUE ORGANICS LIMITED

Regd. Office & Factory : E-521, Sitapura Industrial Area, Jaipur

302 022 (Raj.) INDIA | Tel.: 0141-2770315/2770509

E-mail : unique@uniqueorganics.com

www.uniqueorganics.com

Member of :-



UNIQUE ORGANICS LIMITED

CIN: L24119RJ1993PLC007148

Reg. Office: E-521, Sitapura Industrial Area, Jaipur-302022 (Raj.)

Phone: +91-141-2770315/ 2770509 E-mail: compliance@uniqueorganics.com

ATTENDANCE SLIP

Registered Folio / DP ID & Client ID
Name and Address of the Shareholder

1. I hereby record my presence at the TWENTY SIXTH ANNUAL GENERAL MEETING of the Company being held on Tuesday, 25th September, 2018 at 11:30 a.m. at the registered office of the company, at E-521, Sitapura Industrial Area, Jaipur-302022 (Rajasthan).
2. Signature of the Shareholder/Proxy Present

--
3. Shareholder/Proxy holder desiring 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 Notes to the Notice dated 21st August, 2018 of the 26th Annual General Meeting of the Company. The e-voting period starts from 9:00 a.m. on Saturday, 22nd September, 2018 and ends at 5:00 p.m. on Monday, 24th September, 2018. The e-voting module shall be disabled by NSDL for voting thereafter.