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23rd Annual Report - 2015

UNIQUE ORGANICS LIMITED

CIN : L24119RJ1993PLC007148

CSR ACTIVITIES

CSR Committee members of the Company actively participating in MID Day Meal Programme in Govt. upper primary schools Sitapura & Pratap Nagar, Jaipur, Implemented by Akshay Patra Foundation (www.akshaypatra.org) and Co-sponsored by Unique Organics Limited.



Mrs. Madhu Kanodia, Director and Chairperson of CSR Committee of the Company officially handing over the Chapatti making machine to Akshay Patra Foundation, Jaipur for preparation of MID DAY MEAL for free distribution in Govt. schools.



Board of Directors:

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

Company Secretary & Compliance Officer

Miss Aayushi Singh, Phone : 0141-2521804, E-mail : compliance@uniqueorganics.com

Bankers:

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

Statutory Auditors:

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

Internal Auditors:

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

Secretarial Auditors:

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

Registrar & Share Transfer Agent:

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

Reg. Office & Works:

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

City Office:

O-407, Arihant Plaza, Calgary Eye Hospital Road,
 Malviya Nagar, Jaipur-302017 (Raj.)
 Phone: +91-141-2521804, Fax: +91-141-2523653
 E-mail: compliance@uniqueorganics.com
 Website: www.uniqueorganics.com

NOTICE OF 23rd AGM

Notice is hereby given that Twenty Third Annual General Meeting of the members of Unique Organics Limited [CIN: L24119RJ1993PLC007148] will be held on Tuesday, the 18th August, 2015 at 11.30 A.M. at the registered office of the company, at E-521, Sitapura Industrial Area, Sitapura, Tonk Road, Jaipur-302022, Rajasthan (Location Map enclosed at the end of this Annual Report) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements as on 31st March, 2015, e.g. Balance Sheet, Profit and Loss and Cash Flow, alongwith Board of Directors Report, Corporate Governance Report and Statutory Auditors Report thereon.
2. To declare a dividend on equity shares.
3. To appoint a director in place of Mrs. Madhu Kanodia, (DIN: 00207604) who retires by rotation and being eligible offers herself for reappointment.
4. To consider and pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 read with Rule 3(3) of the Companies (Audit and Auditors) Rules, 2014, (including any amendment, modification, variation or re-enactment thereof), the Company hereby re-appoint M/s. A.K. Meharia & Associates, Chartered Accountants, Kolkata, having Firm Registration Number: 324666E, as Statutory Auditors of the Company for 5 year tenure to hold office from the conclusion of this 23rd Annual General Meeting until the conclusion of the 28th Annual General Meeting of the Company subject to ratification thereof at every Annual General Meet of the Company and at remuneration to be fixed by the Board of Directors.

SPECIAL BUSINESS:

5. To consider and pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, Schedule IV and any other applicable provisions of the Companies Act, 2013 and rules made thereunder including any statutory modifications or re-enactment thereof and conditions of Listing Agreement, Mr. Amardeep Singh Ahluwalia (DIN 01450926), who is already a director of the Company, be and is hereby appointed as an Independent Director of the Company, for five consecutive years from, 18th August, 2015 to 17th August, 2020 and that he shall not be liable to retire by rotation.

6. To consider and pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, Schedule IV and any other applicable provisions of the Companies Act, 2013 and rules made thereunder including any statutory modifications or re-enactment thereof and conditions of Listing Agreement, Mr. Dilip Kumar Joshi (DIN 01130637), who is already a director of the Company, be and is hereby appointed as an Independent Director of the Company, for five consecutive years from, 18th August, 2015 to 17th August, 2020 and that he shall not be liable to retire by rotation.

7. To consider and pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Section 149, 150, 152, 160 and all other applicable provisions, if any, of the Companies Act, 2013, Mrs. Vinita Mishra (DIN: 00207464) who was appointed by the Board as an additional director on the Board w.e.f. 18th July, 2015 and who holds office as such upto the date of ensuing annual general meeting and in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013 proposing her candidature for the office of director, be and is hereby appointed as director of the Company and that She will be liable to retire by rotation."

By Order of the Board
For Unique Organics Limited

Regd. Office:

E-521, Sitapura Industrial Area,
Sitapura, Tonk Road, Jaipur-302022 (Raj.)
Date: 08.07.2015

Aayushi Singh
Company Secretary

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself. The proxy need not be a member of the company. The proxy should be lodged with the company's registered office not less than 48 hours before the scheduled time of meeting.
2. The Register of members and share transfer books of the company will remain closed from 12.08.2015 to 18.08.2015 (inclusive both days).
3. Statement as required under Section 102 of the Companies Act, 2013 in respect of special business is annexed hereto.
4. The members are requested to notify promptly change of their registered addresses, if any, and register their e-mail address and changes therein, if any at the registered office of the company or directly to the Share Transfer Agent M/s ABS Consultant Pvt. Ltd., Kolkata.
5. Members having share in physical form are requested to promptly send duly filled and signed **"Shareholders Information Form"** through attached self addressed postage prepaid envelop to the company to register/update their details in the Register of Members maintained as per Sec 88 of the Companies Act, 2013. (Shareholders Information Form and self addressed postage prepaid envelop attached with this notice).
6. Pursuant to Section 72 of Companies Act, 2013 shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 with Company's Registrar and Share Transfer Agent. In respect of shares held in electronic/demat form, the nomination form may be filed with respective Depository Participant.
7. Shareholders are requested to bring their copies of Annual Report to the meeting.
8. Members are requested to fill in the attendance slip for attending the meeting and those who hold the shares in dematerialized form to bring their client ID and depository participant ID number for identification for attendance at the meeting.

9. Dividend on equity shares if declared at the ensuing Annual General Meeting, will be credited/dispatched before 16th September, 2015, as under:-
 - (a) To all the members holding shares in electronic form as per beneficial ownership data as may be available to the company by NSDL & CDSL as at the end of the business day hours on 11.08.2015 or
 - (b) To all the members holding shares in physical form whose name appears on the Register of members of the company after giving effect to all the valid share transfers in physical form lodged with the company /Registrar upto the close of business hours on 11.08.2015.
10. Corporate members intending to send their authorized representative to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting along with proper ID's.
11. Members are requested to send their queries, if any, at least 10 days in advance of the meeting so that the information can be made available at the meeting.
12. As required under Clause 49 (VIII)(E) of the Listing Agreement, brief resume including experience, other directorship and committee membership of the persons proposed for appointment/ re-appointment as Director, is given in Statement pursuant to Section 102(1) of the Companies Act, 2013 in this Report.
13. 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 by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 23rd Annual General Meeting 2015 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 remote e-voting period commences on 15th August, 2015 (9:00 am) and ends on 17th August, 2015 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 11th August, 2015, 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.
 - V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for

members whose email IDs are registered with the Company/Depository Participants(s)] :

- (i) Open email and open PDF file attached viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "UNIQUE ORGANICS LIMITED".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to caravigupta813@gmail.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM [for members having shares in physical mode or whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

EVEN (E voting Event Number)	USER ID	PASSWORD/PIN
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.:1800-222-990.
 - VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
 - VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for

sending future communication(s).

- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 11th August, 2015.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 11th August, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. 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.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper/ Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. 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.
- XVI. 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.
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 upto the date of Annual General Meeting.

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

Item No. 5 & 6

Mr. Amardeep Singh Ahluwalia & Mr. Dilip Kumar Joshi (Collectively referred to as the Directors), were appointed as non-executive directors (Independent Directors) pursuant to the provisions of clause 49 of the Listing Agreement and provisions of Companies Act, 1956. The tenure of these directors was liable to be determined by retire-by-rotation under the erstwhile applicable provisions of the Companies Act 1956.

Pursuant to the provision of the Section 149 of the Companies Act, 2013, now Independent Directors are no more liable to retire-by-rotation. Further as per provisions of Section 149(10) of the Companies Act, 2013, an independent director shall hold office for a term of five consecutive years on the Board of a Company.

The Company has also received declarations from the two independent directors of the Company confirming that they meet with the criteria of independent directors as prescribed both under Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement with Stock Exchange. The Nomination & Remuneration Committee has also recommended the appointment of both these directors as independent directors. The Board has also considered that their continued association with the Company would be of immense benefit and it is desirable to continue to avail services of these directors as independent directors.

This statement may also be regarded as a disclosure required under Clause 49 of the Listing Agreement with the Stock Exchange.

As per Section 152 (5) of Companies Act, 2013, in the opinion of the Board, both the directors viz as viz. Mr. Amardeep Singh Ahluwalia and Mr. Dilip Kumar Joshi, fulfill conditions specified in this Act for this appointment.

Accordingly, in compliance with the above stated provision, resolutions set out under item 5 & 6 are recommended for approval of the shareholders as ordinary resolutions for the appointment of the aforesaid two directors as independent directors for a term of consecutive five years with effect from 18th August, 2015.

Except the appointee directors, none of the directors/ key managerial personnel including their relatives is concerned or interested in the said resolutions.

Item No. 7

On recommendation of Nomination and remuneration committee, Board appointed Mrs. Vinita Mishra (DIN: 00207464) as additional director (non executive) w.e.f. 08.07.2015, in pursuance to Sections 149, 150, 152, 161 of the Companies Act, 2013 and Article 121 of the Articles of Association of the Company with a view to broad base the existing Board and have increased participation by more directors and maintain greater transparency in the activities of the company. She is proposed to be appointed as non-executive director w.e.f. 18th August, 2015. As per Section 161 of the Companies Act, 2013, She holds the office upto the date of ensuing annual general meeting. The company has received a notice under Section 160 of the Companies Act, 2013 from a member of the Company with requisite fee, signifying his intention to propose her as a candidate for directorship.

Accordingly, resolution set out under item no. 7 is recommended for approval of the shareholders as an ordinary resolution.

Except the appointee director, none of the directors/ key managerial personnel including their relatives is concerned or interested in the said resolution.

A brief profile of Directors to be appointed is given below:

Mrs. Madhu Kanodia: (DIN: 00207604) (Born on 03.11.1966) is a director since 1993, (date of incorporation of this Company). She is also Chairperson of the CSR Committee and member of other Various Committees. Except Unique Organics Limited, she doesn't have any directorship or membership of any committee of directors. She is B.Sc. (Hons.) and possesses an experience of 20 years in spice business with a very strong skills in management and financial activities.

Mr. Amardeep Singh Ahluwalia: (DIN: 01450926) (Born on 19.08.1973) was appointed as Non-Executive Independent Director of the Company on 07.12.2009. He is Chairman of Audit Committee and also member of other various committees. Except Unique Organics Limited, he doesn't have any directorship or membership of any committee of directors. He is B.E. Computers. His area of expertise is Spice, having an experience of 6 years in dealing in spices. During his business activities, he visited various countries e.g. Czech Republic, Poland and Dubai.

Mr. Dilip Kumar Joshi: (DIN: 01130637) (Born on 26.06.1972) was appointed as Non-Executive Independent Director of the

Company on 29.05.2012. He is member of various committees. Except Unique Organics Limited, he doesn't have any directorship or membership of any committee of directors. He is M.Com and eminent businessman with proficiency in business management and background in financial areas. With his great entrepreneur skills, he made remarkable achievements in business.

Mrs. Vinita Mishra: (DIN: 00207464) (Born on 12.03.1973) was appointed as Non-Executive non-independent director of the Company on 08.07.2015. She is not member in any committee of the Company. Except Unique Organics Limited, She doesn't have any directorship or membership of any committee of directors. She is Post Graduate in English and reputed consultant with proficiency in finance and management.

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

Regd. Office:

E-521, Sitapura Industrial Area,
Jaipur-302022 (Rajasthan)

Dated: 08.07.2015

Sd/-
Aayushi Singh
Company Secretary

BOARD OF DIRECTORS' REPORT

To,
The Members of
Unique Organics Limited

Your directors are pleased to present the Twenty Third Annual Report of the company together with the Audited Financial Statement for the year ended on 31st March, 2015, as follows:

FINANCIAL SUMMARY: (` In Lacs)

Particulars	As at 31.03.2015	As at 31.03.2014
Revenue from operations	19,545.77	24,220.11
Other Income	170.22	319.08
Total Operational Cost	19,334.16	23,693.61
Finance Cost	162.00	159.59
Depreciation	13.35	15.02
Tax Provision	66.28	219.29
Net Profit (Loss)	140.20	455.91
Paid-up share capital	596.84	596.84
Net surplus in Profit & Loss	411.91	362.68
Total Reserves & Surplus	574.69	514.95

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

Being an agricultural commodity based Export Company, your company is exposed to a lot of factors both at national and international level. During the year under review the company witnessed slow demand of Indian agricultural commodities in the international market. The total exports from India for both service and commodity sector decreased in comparison to the previous year.

Despite all stiff competition, your company did fairly well in sales-domestic as well as exports. The revenue of the company stood at ` 19,545.77 lacs as at 31.03.2015 as against ` 24220.11 lacs at 31.03.2014.

In exports, your company entered into third country exports from Bangladesh and is planning to explore the opportunities from other countries also. The management of your company will continue making its efforts towards the sound growth of the company and hope to do fairly well in FY 2015-16, except the unforeseen circumstances being usual in export business.

The domestic sales registered a growth this year as well despite several unfavorable market conditions. However, it shall energise the efforts to expand the consumer base in local market during the current year.

DIVIDEND:

With your whole hearted support and considering your Company's profitability & cash flow despite the adverse market situations, your Directors are pleased to recommend a Dividend of 10% i.e. ` 1/- per equity share on a face value of ` 10/- each on 59,53,000 equity shares fully paid-up. The proposed dividend, if approved by the members at the Annual General Meeting, will absorb a sum of ` 59.53 lakhs (excluding Dividend Tax) for the year ended 31st March, 2015.

RESERVES:

Your Directors proposes to transfer ` 10.52 Lacs to the general reserve during the year 2014-15.

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 the note No. 13 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 OF DISCLOSURE IN AUDIT REPORTS:

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

(a) The statutory auditor in its report.

(b) By the company secretary in practice in the secretarial audit report.

CHANGE IN THE NATURE OF BUSINESS:

The main activity of the company is export of agri commodities, spices, feed meals etc., but to strengthen the domestic market and as a part of diversification of business, company started importing of pulses during the year.

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. 31.03.2015) 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 regulatory bodies/courts/tribunals impacting the going concern status and company's operations in future.

DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES:

No Company became or ceased to be subsidiary, joint venture or associate company of Unique Organics Limited during the year.

FINANCIAL PERFORMANCE/ FINANCIAL POSITION OF SUBSIDIARIES/ ASSOCIATE COMPANIES/ JOINT VENTURES:

There is no Subsidiary company/ Associate company/ Joint venture associated with the Company.

DETAILS OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS:

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 and 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 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 continued 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 report on Corporate Governance forms a part of this report. The Auditor's certificate on the compliance of Corporate Governance embodied in Clause 49 of the Listing Agreement is attached as Annexure 2 and forms a part of this report.

All board members have affirmed compliance with Code of Conduct under Clause 49 of the Listing Agreement and Code of Conduct on Insider Trading on annual basis.

BOARD MEETINGS:

The Board of Directors met 12 (twelve) times during the financial year 2014-15, on 21.04.2014, 07.05.2014, 23.05.2014, 12.07.2014, 02.08.2014, 30.09.2014, 20.10.2014, 21.11.2014, 28.01.2015, 02.02.2015, 16.02.2015 and 24.03.2015. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013 read with rules thereunder and Listing Agreement.

COMMITTEES OF DIRECTORS:

The Board has seven committees: Audit Committee, Nomination & Remuneration Committee, Corporate Social Responsibility Committee, Stakeholders Relationship Committee, Risk Management Committee, and Share Transfer Committee & Internal Complaint Committee (ICC). 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.

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.

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.

The following is a summary of complaints regarding workplace sexual harassment, received and disposed off during the year

under review:

No. of complaints received: NIL

No. of complaints disposed off: N.A.

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 Clause 49 of the Listing Agreement. 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 appended as Annexure 4 to this Report and also available on Company's website on below web-link: <http://www.uniqueorganics.com/UploadFile/1435309815-Nomination%20and%20Remuneration%20Policy.pdf>

DIRECTORS:

a) Changes in Directors and Key Managerial Personnel

- Mr. Sanjay Sharma was appointed as independent director in the board meeting held on 07.05.2014 and regularized in the 22nd Annual General Meeting held on 16th July, 2014.
- Mrs. Vinita Mishra was appointed as additional director (non-executive non independent) on the board, in Board meeting held on 08.07.2015.
- During the year, Mrs. Varnita Mathur resigned from the post of Company Secretary and Compliance Officer and Ms. Aayushi Singh was appointed as Company Secretary and Compliance Officer in her place w.e.f. 07.05.2014.
- Mr. Harish Panwar (Manager Accounts) appointed as Chief Financial Officer of the Company w.e.f. 23.05.2014.

b) Declaration by an Independent Director(s)

- Company received declarations from its independent directors Shri Amardeep Singh Ahluwalia, Shri Dilip Kumar Joshi and Shri Sanjay Sharma 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 Clause 49 of the Listing Agreement with Stock Exchange.

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 5 to this report and also available on Company's website at below web-

link:

<http://www.uniqueorganics.com/UploadFile/1435385585-Policy%20for%20Evaluation%20of%20the%20Performance%20of%20the%20Board%20Its%20Committee%20and%20Individual%20Directors.pdf>

Mrs. Madhu Kanodia, Director of the Company, retires at the ensuing Annual General Meeting and, being eligible, offers herself for re-appointment, in terms of provisions of Articles of Association of the Company. The Board recommends her re-appointment.

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, Statutory Auditors of the Company, hold office until the conclusion of the ensuing annual general meeting and, they being eligible, offer themselves for re-appointment. The Audit Committee and Board of Directors of the company have recommended the re-appointment of M/s. A.K. Meharia & Associates, Chartered Accountants, Kolkata, as Statutory Auditors of the company to hold office for five years tenure from the conclusion of this AGM upto the conclusion of 28th AGM (F.Y. 2015-16 to F.Y. 2019-20), subject to ratification by members at every Annual General Meeting of the Company. The company has received a letter from them to the effect that their appointment, if made, would be within the limit prescribed under Section 141(3)(g) of the Companies Act, 2013 read with Rules thereunder and other provisions, if any, and that they are not disqualified for re-appointment.

SECRETARIAL AUDITOR AND REPORT:

M/s Ruchi Jain & Associates, Company Secretaries, B-37, Ahinsha Marg, Jai Jawan Colony-I, Tonk Road, Jaipur (Raj.) were appointed as Secretarial Auditor to conduct the secretarial audit of the company for the financial year 2014-15, as required under Section 204 of the Companies Act, 2013 and Rules thereunder.

The secretarial audit report for the financial year 2014-15 forms part of the Report as an Annexure 6.

AUDIT COMMITTEE:

In compliance of the provisions of Section 177 of the Companies Act, 2013 read with Rules thereunder and Clause 49 of the Listing Agreement, company has an audit committee comprising Shri Amardeep Singh Ahluwalia, independent director as Chairman of the Committee, Shri J.P. Kanodia, managing director & Shri. Dilip Kumar Joshi, independent director as members. The Committee functions with the powers and responsibilities as specified in the Companies Act, 2013 read with rules thereunder, Listing Agreement 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 Clause 49 of Listing Agreement, Company has established a Vigil (Whistle Blower) Mechanism 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 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, the composition of the CSR

Committee, average net profit of the Company for the past three financial years, prescribed CSR expenditure and details of amount spent on CSR activities during the year have been disclosed in Annexure 7 to this Report, as mandated under the said Rules. Details about the CSR Policy and initiative taken by the Company during the year are available on Company's website on investor page under CSR menu.

<http://www.uniqueorganics.com/spices/csr.php>

EXTRACTS OF ANNUAL RETURN:

In accordance with Section 134(3)(a) of the Companies Act, 2013, an extract of the annual return in prescribed format (MGT-9) is appended as Annexure 8 to the Board's Report.

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

Being focused on trading for the year under review, energy cost constituted a small proportion of the total cost and there is not much scope for energy conservation. However, pursuant to section 134 of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014, the requisite particulars are furnished at Annexure 9 given hereto forming part of this Report. Foreign exchange earnings and outgo are furnished as under:

FOREIGN EXCHANGE EARNINGS & OUTGO:

(Rs. In Lacs)

Particulars	2014-15	2013-14
Foreign Exchange Earnings: Export Sales	9032.87	14826.83
Foreign Exchange Outgo: Traveling & Other Exp.	175.87	191.07
CIF Value of Imports	544.82	-

DEPOSITORY SYSTEM:

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

MANAGEMENT DISCUSSION & ANALYSIS:

Your directors are glad to present below the management discussion and analysis for the year 2014-15:

Industry structure and developments:

Company is mainly engaged in export as well as domestic business of Agriculture products viz. Oil Seeds, Herbs, Food Grains, Feed Ingredients, dry fruits etc. The year 2014-15 was a challenging year for the export business with market witnessing strengthening of Indian currency and increased prices of raw material in the local market. On international front as well, it faced challenges due to weaker economic prospects in many countries, softening of crude oil and commodity prices, and changing paradigms for trade across the globe. During fourth quarter of the financial year, unseasonal rains in February and March 2015, continued to pose challenges in the agriculture export sector.

Worldwide, the agricultural market saw a drastic decrease in the prices of the commodities in contrast to the high prices locally in India.

On the other hand, we saw new products and new markets emerging up with new opportunities in agriculture sector.

Opportunities:

The management of your company is hopeful of expanding the

business more & more in the coming years on account of strengths it has which will help to have a competitive edge to your company and thus getting new opportunities, which are briefly as under:

- Energetic management team leading self motivated employees.
- Continuous efforts for exploring untapped market of animal feed and food Products
- Ethical and professional relations with the customers.
- High quality standards and after sale services.

Threats:

The year under the review saw various unforeseen and unavoidable risks which can adversely affect the business at any point of time, which are briefly as under:

- Weather conditions & Monsoon
- Government Policies/Fiscal policies
- Price Volatility
- Local market (demand & supply)
- International market (costs locally cheaper in other countries which may help them to be more price competitive)

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

Segment-wise performance:

a) Feed Products:

Feed products accounts for the major exports of your company. The management is committed to explore more in this sector. However, the current year saw steep decrease in the demand of Indian agricultural commodities like Rapeseed meal, Soyabean Meal, Yellow Corn, Wheat, etc. in major Asian countries like Vietnam, Indonesia, Taiwan, etc. because of the appreciating Indian currency, higher prices of material in local market and cheaper prices of the same commodities in US, Brazil, Argentina Origin. Moreover, various new other products like DDGS from US, Dubai were introduced in the market at cheaper prices.

However, your company made all efforts to cope up with this scenario. We explored the opportunity of business in Bangladesh and started third country exports. We are further planning to start the same by offering products of other countries as well.

To explore the feed market in UAE, your company participated in AGRAME-2015, held in Dubai in March 2015 and the company is hopeful to get its positive results in the coming years.

In the domestic market, against all odds, revenue from local sales stood at ` 946703570.34 registering a growth of 4.19% and hopeful to perform better in coming years.

b) Spices /Food:

This sector too was affected by fierce competition. However, your company did fairly well in this sector also. In an effort to explore new products and market, your company started import of pulses and is hopeful of its long term beneficial results.

Outlook:

The company showed a good performance in the year 2013-14 and was hopeful to achieve the same during the year under review i.e. 2014-15. The sales of the company is good however the economic and market conditions lowered the margins and thus affecting the profitability of your company.

The management will keep working towards the successive growth of the company with a positive outlook and will make efforts to minimize various risks being posed in the regular working of the business from time to time. We are continuously working to expand third country exports and trading of pulses.

Your company will continue to exhibit in various exhibitions of international repute as a step towards exploring new trade possibilities in different markets the world over.

For domestic sales as well, we are in close communication with big institutional buyers and in the coming years we estimate to cater to serve increased domestic demand. We are already meeting the local demands in South, East & West parts of India. Also, trying to add more products in your company's product mix so as to be able to cope with the stiff competition in the domestic market. However, price volatility and seasonal factors remains a matter of concern and accordingly your management will keep reviewing the policies enabling the Company to follow commercial wisdom.

Risk and concerns:

Company is engaged in exports of agricultural commodities and is prone to inherent business risk like any other organization. Major factors of risk may be e.g. Market, currency fluctuation, competition, financial and legal risks. Risk management policy of the company lays down standards of identifying the 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 company is driven by ethics and believes in the concept of professionalism. For managing the complexities of growing business, your company has made internal systems which help in completing the tasks, in a professional manner. All the employees of the company have pre-defined roles to perform which are monitored from time to time and thus helps to make sure that systematic and disciplined way of working is followed. An Internal Audit Control has been developed which helps to evaluate and improve the effectiveness of risk management and governance. This helps in getting an edge in this competitive

market and eliminating the avoidable costs.

Financial and Operational Performance:

The revenue from operations showed a decrease from ` 24220.11 lakhs to ` 19545.77 lakhs, decline of 19.3% in turnover, and profit after tax (PAT) from ` 455.91 lakhs to ` 140.20 lakhs, decline of 68.96% in profitability due to severe adverse market conditions.

Human Resources:

With a belief that employees are the assets for a 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, 2015, Company has 13 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: 08.07.2015

J.P. Kanodia
Chairman & Managing Director
DIN: 00207554

ANNEXURES TO THE BOARD'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 arms 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, 2015, which were not at Arm's length basis.

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

Details of contracts or arrangements or transactions at Arm's length basis during the year ended March 31, 2015, is as follows:

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Mrs. Sarla Devi Kanodia , (Mother of Managing Director also promoter)
b)	Nature of contracts/arrangements/transaction	Rent Agreement (Lease of City Office)
c)	Duration of the contracts/arrangements/transaction	01.04.2014 to 31.03.2017 (3 Years)
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	At Arm's Length basis & in ordinary course of business
e)	Date of approval by the Board	21.04.2014
f)	Amount paid as advances, if any	NIL

Note: Proper approval of the transaction was taken from BOD in their meeting held on 21.04.2014, in which Mr. J.P. Kanodia & Mrs. Madhu Kanodia being related parties didn't participate on this transaction in the meeting during discussion and approval by the Board.

For and on behalf of the Board

Place : Jaipur
Date : 08.07.2015

J.P. Kanodia
Managing Director
DIN: 00207554

Annexure 2 - Auditor's Certificate on compliance of conditions of Corporate Governance

To,
The Members of Unique Organics Limited,

We have examined the compliance of conditions of Corporate Governance as stipulated in clause 49 of the Listing Agreement by Unique Organics Limited for the year ended 31st March, 2015.

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

In our opinion and to the best of our information and according to

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

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

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

Place : Kolkata.

Dated : 08.07.2015

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

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

- 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 Managing Director of the Company to the median remuneration of the employees of the Company for the financial year 2014-15;

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 1:31.98.

Note- Information is only in respect of Whole Time (Executive) Directors, who are on rolls of the Company as on 31st March 2015. Only one director Mr. J.P. Kanodia is Whole Time (Executive) Director in the Company working in the capacity of Managing Director, rest all directors all non-executive and 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 all employees except, trainees, peon and driver.

- (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 2014-15, are as under;

Percentage increase in remuneration for Mr. J.P. Kanodia - Managing Director was 300%, Mr. Harish Panwar - Chief Financial Officer was 9.09% and Miss Aayushi Singh - Company Secretary was 51.52%.

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

Median remuneration of employees of the Company increased by 14.29% during the financial year 2014-15, as compared to the financial year 2013-14.

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

The Company had 13 permanent employees on its rolls as on 31st March 2015.

- (v) The explanation on the relationship between average increase in remuneration and Company performance;

The Company's performance management and compensation philosophies are structured to support the achievement of the Company's strategic business objectives. These strategic priorities are achieved through annualized objectives to the employees. Based on the Company's performance, individual performance, market benchmark on compensation and trends, Company has increased the average remuneration considering the performance of the Company.

- (vi) Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company;

As stated earlier, the Company's performance management and compensation philosophies are structured to support the achievement of the Company's strategic business objectives.

The Company follows the balanced scorecard approach in designing its performance management system. Adequate attention is given to robust goal setting process to ensure alignment of individual objectives to support the achievement of business strategy, financial and non-financial goals across and through the organization. The non-financial goals for employees includes customer service, process improvement, adherence to risk and compliance norms, self-capability development and behaviors such as integrity and team management.

Accordingly, the remuneration for Key Managerial Personnel has been decided based on the above parameters.

- (vii) Variations in the market capitalization of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer in case of listed companies.

Variation in market capitalization

As on 31st March 2015, the market capitalization of the Company was 1083.45 lakhs (based on the closing price of Company's Equity Shares on the BSE on 31st March 2015) as compared to 714.36 lakhs at the end of 31st March 2014, representing an increase of 51.67%. The Price Earning Ratio for the Company's equity as on 31st March 2015 was 7.71 as compared to 1.57 on 31st March 2014, representing an increase of 392.27%. In the past, the Company had come out with initial public offering in 1995 at price of ₹ 10 per equity share of face value of 10/- each, without any premium and as on 31st March, 2015 the closing share price of the Company's share was ₹ 18.20, hence there is an increment of 82% on public issue price.

- (viii) 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 34.27% and the average remuneration increase for the Managerial Personnel of the Company was 300%. Remuneration increase is dependent on the Company's performance as a whole, individual performance level.

- (ix) Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company;

The remuneration is decided taking into account the Company's performance, individual performance and market benchmarks. The same is first approved by the Nomination and Remuneration Committee of Directors and thereafter its recommendation is considered by the Board for its approval in case of Managing Director however performance of the Company during the year deteriorated due to adverse market conditions in business area of Company.

Accordingly, the increase in the remuneration for the financial year 2014-15 for Mr. J.P. Kanodia (Managing Director) was 300%, Miss Aayushi Singh (Company Secretary) was 51.52% and Mr. Harish Panwar (CFO) was 9.09%.

Sh. J.P. Kanodia (M.D.) has been providing his full time and attention to the activities of the company and his efforts have resulted into substantial business growth to the company. The company showed a rapid growth in last few years and made a good profit and, as an obligation towards Shareholders, Company also paid dividend last year and at present has a good reserves and liquidity, this all is because of his dedicated effort and continued concentration on business development activity. Hence considering his hard work, punctuality, and contribution towards company's affairs and keeping in view to attract, retain and motivate the Managing Director Sh. J.P. Kanodia, Committee recommended to increase remuneration payable to him to ₹ 5,00,000/- (Five lac) per month w.e.f. April, 2014 which was approved by shareholders in 22nd AGM, held on 16th July, 2014 by way of special resolution.

- (x) The key parameters for any variable component of remuneration availed by the Whole Time Directors of the Company;

At present one Whole Time Director of the Company (Managing Director) is receiving remuneration as fixed pay as per Schedule V of the Companies Act, 2013 and there is no variable component in remuneration.

- (xi) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year;

Not Applicable. (During the year under review, no employee received remuneration in excess of the highest paid director)

- (xii) 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) Following employee was in receipt of remuneration for the year, in the aggregate, which was not less than sixty lakh rupees:

Name	Designation	Educational Qualification	Age (in years)	Experience (in years)	Date of joining	Nature of Employment	Remuneration Received (Rs.)	Last Employment before joining Company
J.P. Kanodia	M.D.	B.Com.	49	22	13.01.1993	Contractual	60,00,000	None

- (ii) No employee employed for part of year that was in receipt of remuneration at a rate which, in the aggregate, was not less than five lakh 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 - Nomination & Remuneration Policy

Our Policy on the Appointment and Remuneration of directors and key managerial personnel provides a framework for strategic growth of the company. The Nomination & Remuneration Policy provided herewith pursuant to Section 178(4) of the Companies Act, 2013 and Clause 49(IV)(B)(4) of the Listing Agreement. The Policy is also available on our website. At below web-link: <http://www.uniqueorganics.com/UploadFile/1435309815-Nomination%20and%20Remuneration%20Policy.pdf>

1. PREAMBLE:

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 ("the Act") read along with rules thereunder and Clause 49 of the Listing Agreement, as amended from time to time.

2. APPLICABILITY:

This Nomination and Remuneration Policy (the "Policy") applies to the Board of Directors (the "Board"), Key Managerial Personnel (the "KMP") and the Senior Management Personnel of Unique Organics Limited (the "Company").

3. DEFINITIONS:

"Remuneration" means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961;

"Key Managerial Personnel" means:

- i) Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director;
- ii) Company Secretary;
- iii) Chief Financial Officer; and
- iv) Such other officer as may be prescribed.

"Senior Managerial Personnel" mean the personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management, of rank equivalent to General Manager and above, including all functional heads.

4. OBJECTIVE:

The objective of the policy is to ensure that:-

- 1) 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;
- 2) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- 3) 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.

5. ROLE OF THE COMMITTEE:

NOMINATION AND REMUNERATION COMMITTEE (NRC) being constituted in compliance of Section 178 of the Companies Act, 2013 ("the Act") read along with rules thereunder and Clause 49 of the Listing Agreement, as amended from time to time will be working as under:

The role of the NRC will be the following:-

- 1) To formulate criteria for determining qualifications, positive attributes and independence of a Director.
- 2) To formulate criteria for evaluation of Independent Directors, Board and its Committees.
- 3) To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- 4) To carry out evaluation of Director's performance.
- 5) To recommend to the Board the appointment and removal of Directors and Senior Management.
- 6) To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- 7) To devise a policy on Board diversity, composition, size.
- 8) To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- 9) To perform such other functions as may be necessary or appropriate for the performance of its duties.

6. APPOINTMENT AND REMOVAL OF DIRECTOR, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT:

- 1) 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.
- 2) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has authority to decide

whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the position.

3) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.

4) The Company shall not appoint or continue the employment of any person as whole-time Director who is an undischarged insolvent or has at any time been adjudged as an insolvent.

7. TERM/TENURE:

a) Managing Director/Whole-time Director:

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

b) Independent Director:

Company shall have at least 50% of the total number of directors as independent directors and all independent directors shall meet the criteria as laid down in Section 149(6) of the Act.

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.

No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

8. EVALUATION:

The Committee shall carry out evaluation of performance of Director, KMP and Senior Management Personnel yearly or at such intervals as may be considered necessary.

9. REMOVAL:

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.

10. RETIREMENT:

The Director, KMP and Senior Management Personnel

shall retire as per the applicable provisions of the Act. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

11. POLICY FOR REMUNERATION TO DIRECTORS /KMP / SENIOR MANAGEMENT PERSONNEL:

1) Remuneration to Managing Director / Whole-time Directors:

a) 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.

b) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors to attract, retain and motivate them.

c) Company may make a balance in remuneration by fix and variable reflecting short term and long term performance and working of the company.

2) Remuneration to Non-Executive / Independent Directors:

a) 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 Listing Agreement. 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.

b) All the remuneration of the Non-Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.

c) 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.

d) Any remuneration paid to Non-Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:

i) The Services are rendered by such Director in his capacity as the professional; and

ii) In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.

3) Remuneration to Key Managerial Personnel and Senior Management:

a) 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.
- b) The Compensation Committee of the Company, constituted for the purpose of administering the Employee Stock Option/ Purchase Schemes, shall determine the stock options and other share based payments to be made to Key Managerial Personnel and Senior Management.
 - c) The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from time to time.
 - d) The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.
12. **LOAN TO KMP, SENIOR MANAGEMENT AND OTHER EMPLOYEES OF THE COMPANY: (EXCEPT DIRECTOR WHICH IS GOVERNED BY SECTION 185 OF THE COMPANIES ACT, 2013)**
- 1) Company may consider the loan applications received from KMP, Senior Management and other employees of the company.
 - 2) The loan may be granted/ sanctioned for purchase of vehicle, medical treatment of self and family dependent or to meet other personal expenditure.
 - 3) The loan may be given at a concessional rate of interest or interest free at the sole discretion of the board/company.
 - 4) The amount of loan, repayment period, mode of repayment, amount of installment, extension and other relevant terms & conditions may be decided by board/company as they/it deem fit or suitable from time to time.
 - 5) The company may take suitable steps to secure the loan given by availing collateral security, deposit of title deed/papers of the vehicle/property concerned or by taking post dated cheque or any other way.
13. **IMPLEMENTATION:**
- 1) The Committee may recommend to the board or board may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate.
 - 2) The Committee may Delegate any of its powers to one or more of its members or directors of the company.
 - 3) The NRC may recommend changes, if any or the Board may itself amend the policy from time to time in accordance with Act, Rules, and Provisions in force.

Annexure 5 - 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 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 subsection (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 90 and above - excellent, between 75 to 89 - Very

good, between 60 to 74 - Good, between 35 to 59 - Satisfactory and Less than 35 - Unsatisfactory.

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

E-1. For Board & its Committees:

S.n.	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.n.	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 6 - 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 31.03.2015

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, 2015 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, 2015 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 Bombay Stock Exchange.

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 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: 26/06/2015

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

Annexure 7 - Corporate Social Responsibility (CSR)

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 etc. in schools including blind schools and other areas covered under amended Schedule VII of the Companies Act, 2013. Company spent the amount on CSR activities through registered trust/Societies having good history in relevant activities. Company contributed for hot and nutrition food in Govt Schools (Mid Day Meal) and a chappati making machine to Akshay Patra Foundation, Jaipur, www.akshayapatra.org. For the upliftment of life of blind persons, company contributed for study material and instruments e.g. brail instrument, brail papers, pins etc. for free distribution to blind students through Rajasthan Netraheen Kalyan Sangh, Jaipur. Towards healthcare, company contributed to Shekhawati Agarwal Samaj Sanstha, Jaipur for organizing a free eye cataract surgery camp. Company also distributed study material free of cost e.g. Bag, Notebook, Pencils, Pens in Govt. School, Swami ka Bas, Chaksu, Jaipur towards promotion of education under CSR activities. Given below the web-link to the CSR Policy and projects or programs available on Company's website: <http://www.uniqueorganics.com/spices/csr.php>

2. **Composition of CSR Committee:** CSR Committee comprises Mrs. Madhu Kanodia (Chairperson of the Committee), Mr. Amardeep Singh Ahluwalia (Independent Director) and Mr. Sanjay Sharma (Independent Director). The committee considers the proposal and recommends the same to the Board, ensures the implementation and monitoring of the CSR activities.
3. **Average net profit of the Company for last three financial years:** ` 3,93,55,954/-
4. **Prescribed CSR Expenditure (2% of the said profits as stated in item 3 above):** ` 7,87,120/-
5. **Details of CSR spent during the financial year:**
 - (a) Total amount spent for the financial year 2014-15: ` 7,90,467/-
 - (b) Amount unspent, if any: NIL
 - (c) Manner in which the amount spent during the financial year is detailed in "Table A":
6. The CSR Committee of the Board of Directors hereby confirms that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and CSR Policy of the Company.

Jaipur, July 8th, 2015

J.P.K Kanodia
(Managing Director)

Madhu Kanodia
(Chairperson-CSR Committee)

"Table A"

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. (2014-15)	Amount spent: Direct/ through implementing agency
1	Contribution to Akshay Patra Foundation for providing hot nutritious meal in Govt. Schools and for a Chapati Making Machine	Eradicating hunger, and malnutrition , promoting preventive health care , Promoting education	1. Local Area (Jaipur District) 2. Jaipur-Rajasthan	5,80,000/-	1. Direct Expenditure: 5,80,000/- 2. Overheads: NIL	5,80,000/-	Through Akshay Patra Foundation, Jaipur www.akshayapatra.org
2	Contribution to Rajasthan Netraheen Kalyan Sangh , Jaipur for free of cost distribution of Brail Instruments, Brail Papers, Pins etc. to blind students	Promoting education, including special education and skill development in differently abled person	1. Local Area (Jaipur District) 2. Jaipur-Rajasthan	1,35,157/-	1. Direct Expenditure: 1,35,157/- 2. Overheads: NIL	1,35,157/-	Through Rajasthan Netraheen Kalyan Sangh, Jaipur
3	Contribution to Shekhawati Agarwal Samaj Sanstha, Jaipur for organizing a eye cataract surgery camp	Promoting preventive health care	1. Local Area (Jaipur District) 2. Jaipur-Rajasthan	51,000/-	1. Direct Expenditure: 51,000/- 2. Overheads: NIL	51,000/-	Shekhawati Agarwal Samaj Sanstha, Jaipur
4	Free of cost distribution study materials e.g. Schools Bags, Notebooks, Pencil, Pen, Geometric Box	Promoting education	1. Local Area (Jaipur District) 2. Jaipur-Rajasthan	24310/-	1. Direct Expenditure: 24310/- 2. Overheads: NIL	24310/-	Direct
	TOTAL			7,90,467/-	7,90,467/-	7,90,467/-	

Annexure 8 - Extract of Annual Return as on financial year ended on 31.03.2015

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

i	CIN	L24119RJ1993PLC007148
ii	Registration Date	13 January, 1993
iii	Name of the Company	UNIQUE ORGANICS LIMITED
iv	Category/Sub-category of the Company	Public Limited/ Limited by Shares
v	Address of the Registered office & contact details	E-521, Sitapura Industrial Area, Jaipur-302022 (Raj.) Phone: 0141-2521804, Fax: 0141-2523653, Email: compliance@uniqueorganics.com
vi	Whether listed company	YES
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	ABS CONSULTANT PVT. LTD. 99, Stephen House, 6th Floor, 4, B.B.D. Bag (East), Kolkata – 700001 (West Bengal) Phone: 033-22301043, Fax: 033-22430153, Email: absconsultant@vsnl.net

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated

Sl No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Yellow Corn	10802/Manufacture of poultry feed	38.54%
2	Rapeseed Extraction	10406/Manufacture of oil	21.91%
3	Rice Bran Extraction	cakes & meals incl. residual products	15.68%
4	Soya Bean Meal		14.84%

III. PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

Sl No	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	NIL	N. A.	N. A.	N. A.	N. A.

IV. SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)
IV (i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	2,006,394.00	-	2,006,394.00	33.70	2,164,569.00	-	2,164,569.00	36.36	2.66
b) Central Govt. or State Govt.	-	-	-	-	-	-	-	-	-
c) Bodies Corporates	-	-	-	-	-	-	-	-	-
d) Bank/FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
SUB TOTAL:(A) (1)	2,006,394.00	-	2,006,394.00	33.70	2,164,569.00	-	2,164,569.00	36.36	2.66
(2) Foreign									
a) NRI- Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any other...	-	-	-	-	-	-	-	-	-
SUB TOTAL (A) (2)	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	2,006,394.00	-	2,006,394.00	33.70	2,164,569.00	-	2,164,569.00	36.36	2.66
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/FI	25,000.00	162,500.00	187,500.00	3.15	-	-	-	-	(3.15)
c) Central govt	-	-	-	-	-	-	-	-	-
d) State Govt.	-	-	-	-	-	-	-	-	-
e) Venture Capital Fund	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIS	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
SUB TOTAL (B)(1):	25,000.00	162,500.00	187,500.00	3.15	-	-	-	-	(3.15)
(2) Non Institutions									
a) Bodies corporates									
i) Indian	130,268.00	79,200.00	209,468.00	3.52	197,095.00	79,200.00	276,295.00	4.64	1.12
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakhs	946,424.00	1,419,300.00	2,365,724.00	39.74	1,319,184.00	1,234,400.00	2,553,584.00	42.90	3.16
ii) Individuals shareholders holding nominal share capital in excess of ₹ 1 lakhs	909,076.00	183,300.00	1,092,376.00	18.35	737,791.00	151,100.00	888,891.00	14.93	(3.42)
c) Others (NRI)	18,438.00	73,100.00	91,538.00	1.54	32,061.00	37,600.00	69,661.00	1.17	(0.37)
SUB TOTAL (B)(2):	2,004,206.00	1,754,900.00	3,759,106.00	63.15	2,286,131.00	1,502,300.00	3,788,431.00	63.64	0.49
Total Public Shareholding (B)= (B)(1)+(B)(2)	2,029,206.00	1,917,400.00	3,946,606.00	66.30	2,286,131.00	1,502,300.00	3,788,431.00	63.64	(2.66)
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	4,035,600.00	1,917,400.00	5,953,000.00	100.00	4,450,700.00	1,502,300.00	5,953,000.00	100.00	-

Note: Change in Promoter group holding is due to addition of promoter and not due to purchase/sell of shares.

(ii) Shareholding of Promoters

SI No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	Madhu Kanodia	535100	8.99	0.00	535100	8.99	0.00	0.00
2	Jyoti Prakash Kanodia	642494	10.79	0.00	642494	10.79	0.00	0.00
3	Sarla Devi Kanodia	828800	13.92	0.00	828800	13.92	0.00	0.00
4	Harsh Vardhan Kanodia *	-	-	-	158175	2.66	0.00	2.66
	Total	2006394	33.70	0.00	2164569.00	36.36	0.00	2.66

* Already a shareholder, but added in promoters group during the year.

(iii) Change in Promoters' Shareholding

Sr. no		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Madhu Kanodia:				
	At the beginning of the year	535100	8.99	535100	8.99
	Changes during the year	-	-	535100	8.99
	At the End of the year	535100	8.99	535100	8.99
2	Jyoti Prakash Kanodia:				
	At the beginning of the year	642494	10.79	642494	10.79
	Changes during the year	-	-	642494	10.79
	At the End of the year	642494	10.79	642494	10.79
3	Sarla Devi Kanodia:				
	At the beginning of the year	828800	13.92	828800	13.92
	Changes during the year	-	-	828800	13.92
	At the End of the year	828800	13.92	828800	13.92
4	Harshvardhan Kanodia#:				
	At the beginning of the year	-	-	-	-
	Changes during the year 31.03.2015	158175	2.66	158175	2.66
	At the End of the year	158175	2.66	158175	2.66

Already a shareholder, but added in promoters group during the year.

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs)

Name of the Top Ten Shareholder	RAJASTHAN STATE IND. DEVELOP. AND INVESTM. CORP. LTD		HARSHVARDHAN KANODIA		MITA DIPAK SHAH JTLY, SHARAD KANAWALAI SHAH		AJIT KUMAR KHANDELWAL		NARENDRA AGARWAL		SUNITA AGARWAL		AGGREGATE FINANCE & INVESTMENTS PVT LTD		LALIT CHANDULAL SHAH		SANTOSH AGARWAL		ASHOK VISWANATHAN JTLY, LAKSHMI VISVANATHAN		MANOJ CHANDULAL SHAH	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
At the beginning of the year	187500		158175		65000		64200		50000		50000		45000		42400		42000		40892		33500	
		Cumulative		Cumulative		Cumulative		Cumulative		Cumulative		Cumulative		Cumulative		Cumulative		Cumulative		Cumulative		Cumulative
		Shareholding during the year		Shareholding during the year		Shareholding during the year		Shareholding during the year		Shareholding during the year		Shareholding during the year		Shareholding during the year		Shareholding during the year		Shareholding during the year		Shareholding during the year		Shareholding during the year
		No. of Shares		No. of Shares		No. of Shares		No. of Shares		No. of Shares		No. of Shares		No. of Shares		No. of Shares		No. of Shares		No. of Shares		No. of Shares
		% of total shares of the Company		% of total shares of the Company		% of total shares of the Company		% of total shares of the Company		% of total shares of the Company		% of total shares of the Company		% of total shares of the Company		% of total shares of the Company		% of total shares of the Company		% of total shares of the Company		% of total shares of the Company
Date of change																						
02.05.2014	187500	3.15	158175	2.66	65000	1.09	64200	1.08	50000	0.84	50000	0.84	45000	0.76	42400	0.71	40000	0.67	40892	0.69	33500	0.56
09.05.2014	184500	3.10	158175	2.66	65000	1.09	64200	1.08	50000	0.84	50000	0.84	45000	0.76	42400	0.71	30000	0.50	40892	0.69	33500	0.56
16.06.2014	182110	3.06	158175	2.66	65000	1.09	64200	1.08	50000	0.84	50000	0.84	45000	0.76	42400	0.71	30000	0.50	40892	0.69	33500	0.56
23.05.2014	170103	2.88	158175	2.66	65000	1.09	64200	1.08	50000	0.84	50000	0.84	45000	0.76	42400	0.71	30000	0.50	40892	0.69	33500	0.56
30.05.2014	166103	2.79	158175	2.66	65000	1.09	64200	1.08	50000	0.84	50000	0.84	45000	0.76	42400	0.71	30000	0.50	40892	0.69	33500	0.56
06.06.2014	162500	2.73	158175	2.66	65000	1.09	64200	1.08	50000	0.84	50000	0.84	45000	0.76	42400	0.71	30000	0.50	40892	0.69	33500	0.56
13.06.2014	162500	2.73	158175	2.66	65000	1.09	64200	1.08	50000	0.84	50000	0.84	45000	0.76	42400	0.71	30000	0.50	40892	0.69	33500	0.56
20.06.2014	158500	2.66	158175	2.66	65000	1.09	64200	1.08	50000	0.84	50000	0.84	45000	0.76	42400	0.71	30000	0.50	40892	0.69	33500	0.56
30.06.2014	145117	2.44	158175	2.66	65000	1.09	64200	1.08	50000	0.84	50000	0.84	45000	0.76	42400	0.71	30000	0.50	40892	0.69	33500	0.56
04.07.2014	142092	2.39	158175	2.66	65000	1.09	64200	1.08	50000	0.84	50000	0.84	45000	0.76	42400	0.71	30000	0.50	40892	0.69	33500	0.56
11.07.2014	135822	2.28	158175	2.66	65000	1.09	64200	1.08	50000	0.84	50000	0.84	45000	0.76	42400	0.71	30000	0.50	40892	0.69	33500	0.56
18.07.2014	118291	1.99	158175	2.66	65000	1.09	64200	1.08	50000	0.84	50000	0.84	45000	0.76	42400	0.71	30000	0.50	40892	0.69	33500	0.56
25.07.2014	111715	1.88	158175	2.66	65000	1.01	64200	1.08	50000	0.84	50000	0.84	45000	0.76	42400	0.71	30000	0.50	40892	0.69	33500	0.56
01.08.2014	102093	1.71	158175	2.66	65000	1.01	64200	1.08	50000	0.84	50000	0.84	45000	0.76	42400	0.71	30000	0.50	40892	0.69	33500	0.56
08.08.2014	100093	1.68	158175	2.66	65000	1.01	64200	1.08	50000	0.84	50000	0.84	45000	0.76	42400	0.71	30000	0.50	40892	0.69	33500	0.56
22.08.2014	7067	1.29	158175	2.66	65000	1.01	64200	1.08	50000	0.84	40000	0.67	45000	0.76	42400	0.71	30000	0.50	40892	0.69	33500	0.56
29.08.2014	71078	1.19	158175	2.66	65000	1.01	64200	1.08	50000	0.84	40000	0.67	45000	0.76	42400	0.71	30000	0.50	40892	0.69	33500	0.56
05.09.2014	65245	1.10	158175	2.66	65000	1.01	64200	1.08	50000	0.84	40000	0.67	45000	0.76	42400	0.71	30000	0.50	40892	0.69	33500	0.56
12.09.2014	48738	0.82	158175	2.66	65000	1.01	64200	1.08	50000	0.84	40000	0.67	45000	0.76	42400	0.71	30000	0.50	40892	0.69	33500	0.56
19.09.2014	28410	0.48	158175	2.66	65000	1.01	64200	1.08	50000	0.84	40000	0.67	45000	0.76	42400	0.71	30000	0.50	40892	0.69	33500	0.56
30.09.2014			158175	2.66	59000	0.99	64200	1.08	50000	0.84	40000	0.67	45000	0.76	42400	0.71	30000	0.50	40892	0.69	33500	0.56
10.10.2014			158175	2.66	50000	0.84	64200	1.08	50000	0.84	40000	0.67	45000	0.76	42400	0.71	30000	0.50	40892	0.69	33500	0.56
17.10.2014			158175	2.66	50000	0.84	64200	1.08	50000	0.84	40000	0.67	45000	0.76	42400	0.71	30000	0.50	40892	0.69	33500	0.56
24.10.2014			158175	2.66	50000	0.84	64200	1.08	50000	0.84	40000	0.67	45000	0.76	42400	0.71	30000	0.50	40892	0.69	33500	0.56
31.03.2015			158175	2.66	50000	0.84	64200	1.08	50000	0.84	40000	0.67	45000	0.76	42400	0.71	30000	0.50	40892	0.69	33500	0.56
At the end of the year or details at the date of separation	28410	0.48	158175	2.66	50000	0.84	64200	1.08	50000	0.84	40000	0.67	45000	0.76	42400	0.71	30000	0.50	42159	0.71	33500	0.56

Note: All Changes are only due to Purchase/ Sale except Harshvardhan Kanodia.

Date of Separation of the following shareholders from top ten shareholders are :

1. RAJASTHAN STATE IND. DEVELOP. AND INVESTM. CORP. LTD - 30.06.2014.
2. NARENDRA AGARWAL - 05.09.2014
3. SUNITA AGARWAL - 29.08.2014
4. SANTOSH AGARWAL - 13.06.2014
5. HARSH VARDHAN KANODIA - 31.03.2015 (included in Promoters Group)

(v) Shareholding of Directors & KMP

Sr. no.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Jyoti Prakash Kanodia-Managing Director				
	At the beginning of the year	642,494	10.79	642,494	10.79
	Changes during the year	-	-	642,494	10.79
	At the End of the year	642,494	10.79	642,494	10.79
2	Madhu Kanodia-Director				
	At the beginning of the year	535,100	8.99	535,100	8.99
	Changes during the year	-	-	535,100	8.99
	At the End of the year	535,100	8.99	535,100	8.99
3	Amardeep Singh Ahluwalia-Director				
	At the beginning of the year	-	-	-	-
	Changes during the year	-	-	-	-
	At the End of the year	-	-	-	-
4	Dilip Kumar Joshi-Director				
	At the beginning of the year	-	-	-	-
	Changes during the year	-	-	-	-
	At the End of the year	-	-	-	-
5	Sanjay Sharma-Director				
	At the beginning of the year	-	-	-	-
	Changes during the year	-	-	-	-
	At the End of the year	-	-	-	-
6	Vinita Mishra-Director				
	At the beginning of the year	-	-	-	-
	Changes during the year	-	-	-	-
	At the End of the year	-	-	-	-
7	Harish Panwar-KMP				
	At the beginning of the year	-	-	-	-
	Changes during the year	-	-	-	-
	At the End of the year	-	-	-	-
8	Aayushi Singh-KMP				
	At the beginning of the year	-	-	-	-
	Changes during the year	-	-	-	-
	At the End of the year	-	-	-	-

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	345,746,482.44	-	-	345,746,482.44
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	345,746,482.44	-	-	345,746,482.44
Change in Indebtedness during the financial year				
Additions	-	-	-	-
Reduction	223,312,074.80	-	-	223,312,074.80
Net Change	(223,312,074.80)	-	-	(223,312,074.80)
Indebtedness at the end of the financial year				
i) Principal Amount	122,434,407.64	-	-	122,434,407.64
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	122,434,407.64	-	-	122,434,407.64

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
A. Remuneration to Managing Director, Whole time director and/or Manager:

Sl.No	Particulars of Remuneration	J. P. Kanodia (MD)	Total Amount
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income Tax, 1961.	6,000,000.00	6,000,000.00
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-
2	Stock option	-	-
3	Sweat Equity	-	-
4	Commission:		
	as % of profit	-	-
	others (specify)	-	-
5	Others, please specify	-	-
	Total (A)	6,000,000.00	6,000,000.00
	Ceiling as per the Act		84,00,000

B. Remuneration to other directors:

Sl.No	Particulars of Remuneration	Name of the Directors			Total Amount
		Mr. Amardeep Singh Ahluwalia	Mr. Dilip Kumar Joshi	Mr. Sanjay Sharma	
1	Independent Directors				
	(a) Fee for attending board committee meetings	23,000.00	21,500.00	3,500.00	48,000.00
	(b) Commission	-	-	-	-
	(c) Others, please specify	-	-	-	-
	Total (1)	23,000.00	21,500.00	3,500.00	48,000.00
2	Other Non Executive Directors	Mrs. Madhu Kanodia	Total Amount		
	(a) Fee for attending board committee meetings	8,000.00	8,000.00		
	(b) Commission	-	-		
	(c) Others, please specify.	-	-		
	Total (2)	8,000.00	8,000.00		
	Total (B)=(1+2)		56,000.00		
	Total Managerial Remuneration (A+B)		60,56,000		
	Overall Ceiling as per the Act.		84,00,000		

Annexure 9 - Particulars of conservation of Energy, Technology absorption, etc.

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total
		Company Secretary	CFO	
1	Gross Salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	278,085.00	449,067.00	727,152.00
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission:			
	as % of profit	-	-	-
	others, specify	-	-	-
5	Others, please specify	-	-	-
	Total	278,085.00	449,067.00	727,152.00

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, 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 appliances in factory as well as office premises.
- (ii) the steps taken by the company for utilising alternate sources of energy: Since Company is chiefly engaged in trading activities and not in manufacturing activities. Thus, no alternate source of energy is used
- (iii) the capital investment on energy conservation equipments: 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 :08.07.2015

J. P. Kanodia
Managing Director
DIN: 00207554

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority (RD/NCLT/Court)	Appeal made if any (give details)
A. COMPANY					
Penalty	NIL	N.A.	N.A.	N.A.	N.A.
Punishment	NIL	N.A.	N.A.	N.A.	N.A.
Compounding	NIL	N.A.	N.A.	N.A.	N.A.
B. DIRECTORS					
Penalty	NIL	N.A.	N.A.	N.A.	N.A.
Punishment	NIL	N.A.	N.A.	N.A.	N.A.
Compounding	NIL	N.A.	N.A.	N.A.	N.A.
C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL	N.A.	N.A.	N.A.	N.A.
Punishment	NIL	N.A.	N.A.	N.A.	N.A.
Compounding	NIL	N.A.	N.A.	N.A.	N.A.

CORPORATE GOVERNANCE REPORT

(Forming part of the Directors' Report for the year ended 31st March, 2015)

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 amended Clause 49 of the Listing Agreement.

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, revised Clause 49 of the Listing Agreement relating to Corporate Governance. The Board has optimum combination of executive, non-executive and independent directors, accordingly the board comprises of 6 directors, including one Managing Director (viz. executive director), two non-executive non-independent director and three non-executive independent directors. The Non-executive independent directors of your company have experience in business, education and finance.

The following members constitute the Board:

S. No.	Name of Directors	Designation	Executive/ Non-Executive / Independent	Shareholding in the Company
1	Mr. J.P. Kanodia	Managing Director	Executive (Promoter)	642494 (10.79%)
2	Mrs. Madhu Kanodia	Director	Non-executive Non Independent (Promoter)	535100 (8.99%)
3	Mr. Amardeep Singh Ahluwalia	Director	Non-executive Independent	-
4	Mr. Dilip Kumar Joshi	Director	Non-executive Independent	-
5	Mr. Sanjay Sharma	Director	Non-executive Independent	-
6	Mrs. Vinita Mishra#	Director	Non-executive Non Independent	-

appointed as additional director as on 08.07.2015.

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

- Annual operating plans and budgets and any updates.
- Capital budgets and any updates.
- Quarterly results for the company.
- Minutes of meetings of audit committee and other committees of the board.
- The information on recruitment and remuneration of senior officers just below the board level, including appointment or

removal of Chief Financial Officer and the Company Secretary.

- Show cause, demand, prosecution notices and penalty notices which are materially important, if any.
- Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems, if any.
- Any material default in financial obligations to and by the company, or substantial nonpayment for goods sold by the company, if any.
- Any issue, which involves possible public or product liability claims of substantial nature, including any judgment or order which, may have passed strictures on the conduct of the company or taken an adverse view regarding another enterprise that can have negative implications on the company.
- Details of any joint venture or collaboration agreement, if any.
- Transactions that involve substantial payment towards goodwill, brand equity, or intellectual property, if any.
- Significant labour problems and their proposed solutions. Any significant development in Human Resources/ Industrial Relations front like signing of wage agreement, implementation of Voluntary Retirement Scheme etc, if any.
- Sale of material nature, of investments, subsidiaries, assets, which is not in normal course of business.
- Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material.
- Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer etc, if any.
- Related Party Transactions.
- Appointment of key managerial personnel.
- Credit facility from Bank.
- Human Resource policies.
- Other business/issues required to discuss in BOD meetings as per law.

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:

Name of the Directors	No. of Board meetings attended during the year	Whether present at AGM
Mr. J.P. Kanodia	12/12	YES
Mrs. Madhu Kanodia	12/12	YES
Mr. Amardeep Singh Ahluwalia	12/12	YES
Mr. Dilip Kumar Joshi	12/12	YES
Mr. Sanjay Sharma	5/12	YES
Mrs. Vinita Mishra#	-	-

appointed as additional director as on 08.07.2015.

D. Number of Board meetings held, dates on which held:

During the year under review, Board of Directors met 12 (twelve) times during the financial year 2014-15, on 21.04.2014, 07.05.2014, 23.05.2014, 12.07.2014, 02.08.2014, 30.09.2014, 20.10.2014, 21.11.2014, 28.01.2015, 02.02.2015, 16.02.2015 and 24.03.2015. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013 read with rules thereunder and Listing Agreement.

E. Service contract, Notice period and severance fees: J.P. Kanodia (Managing Director) has entered into employment contract with the Company. His contract terminates on 30.06.2016. The service contract of employment contains all conditions of employment.

F. Evaluation of the Board's Performance: Pursuant to the provisions of the Companies Act, 2013 and revised Clause 49 of the Listing Agreement, the Board had adopted a formal mechanism for evaluating the performance of its Committees, Independent Directors, and Non Independent Directors including Chairman of the Board. A structured table of category wise points for evaluation is prepared, the said table contains various aspects of the Board's functioning such as strategic alignment and direction, engagement alignment, composition and structure, dynamics and culture, ethical leadership and corporate citizenship, support to the Board, integrity, Committees evaluation and self-evaluation etc. Each point is rated according to performance of the director. The performance evaluation of individual Directors including Chairman of the Board was made in accordance with the provisions of the Companies Act, 2013 and revised Clause 49 of the Listing Agreement and also after taking into consideration inter-alia the inputs received from the Directors and performance evaluation table. More details about the performance evaluation are already provided in this report with policy in Annexure 5.

G. Familiarization Program for Directors: The Company has conducted the familiarization programme for all its Directors covering the matters as specified under revised Clause 49 of the Listing Agreement, details of which has been hosted on the website of the Company at:

<http://www.uniqueorganics.com/UploadFile/1435406115-Familiarisation%20Program%20for%20Directors.pdf>

3. COMMITTEES OF THE BOARD:

A. 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:

- Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Examination of the quarterly and annually financial statement and the auditors' report thereon;
- Approval or any subsequent modification of transactions of

the company with related parties;

- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Monitoring the end use of funds raised through public offers and related matters;
- Implementation and review functioning of the Whistle Blower-cum-Vigil Mechanism.
- Other matters as per provisions of Companies Act, 2013 read with rules thereunder and Clauses of Listing Agreement.

(ii) Composition, name of members and Chairperson: The Audit Committee comprised Mr. Amardeep Singh Ahluwalia, Mr. Dilip Kumar Joshi (independent directors) and Mr. J.P. Kanodia (Managing Director). Mr. Amardeep Singh Ahluwalia, independent director is the Chairman of the Audit Committee.

(iii) Meetings and attendance during the year: During the year under review, four meeting of the Committee were held on 23.05.2014, 02.08.2014, 20.10.2014 & 02.02.2015. All the three directors were present in all four meetings.

B. Nomination and Remuneration Committee (erstwhile Remuneration & Appointment Committee):

(i) Brief description of terms of reference: The Remuneration & Appointment Committee of the company re-constituted in the name of "Nomination and Remuneration Committee" as per Companies Act, 2013. w.e.f. 21.04.2014. 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-
- 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;
- Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- 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: The Nomination and Remuneration Committee comprised of Dillip Kumar Joshi (Independent Director), Amardeep Singh

Ahluwalia (Independent Director), Madhu Kanodia (Non-Executive Director). Dilip Kumar Joshi is the Chairman of the Committee.

- (iii) Meetings and attendance during the year: During the year under review, two meetings of the Committee were held on 30.04.2014 & 24.03.2015. All the three directors were present in the both meetings.
- (iv) 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 Clause 49 of the Listing Agreement. 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 appended as Annexure 4 of Board's Report in this Annual Report.
- (v) Details of remuneration to all the directors: The Managing Director is paid a monthly remuneration of ₹ 5,00,000/- per month. He is also provided with a car with driver and telephone expenses, for the purpose of use for company's affairs. The same was approved in the 22nd AGM held on 16.07.2014. To attract and retain the talent, and motivate the managing director Shri J.P. Kanodia and considering his dedication and continued progress of the company, Nomination & Remuneration Committee in their meeting held on 30th April, 2014 recommended increased remuneration payable to managing director Shri J.P. Kanodia, the Board of directors also approved the said increased remuneration in their meeting held on 7th May, 2014, and the same was approved in 22nd Annual General Meeting held on 16th July, 2014, by way of special resolution. The above remuneration is as per the provision of Companies Act, 2013 read with Schedule V. Following is the details of the same as per requirement of Listing Agreement:

Name of the Director	Salary	Perquisites/ Allowance	Pension	Bonus/ Incentive	Comm ission	Stock Options	Total Salary (Rs.)
J.P. Kanodia	60,00,000	-	-	-	-	-	60,00,000

All Non-Executive directors including independent directors do not have any pecuniary relationship with the company. Also all Non-Executive directors including independent directors don't have any share/convertible debentures except Mrs. Madhu Kanodia, who holds 535100 equity shares of the Company. As per the resolution passed in AGM of the company held on 31.07.2012, a sitting fee of ₹ 500/- is paid to each non-executive director for every meeting of the board or committee attended by him/her and details of the same are as under:

S.No.	Name of Directors	Sitting Fees (₹) for 2014-15
1.	Mrs. Madhu Kanodia	8000.00
2.	Mr. Amardeep Singh Ahluwalia	23000.00
3.	Mr. Dilip Kumar Joshi	21500.00
4.	Mr. Sanjay Sharma	3500.00

C. Stakeholders Relationship Committee/ Shareholders' Grievance Committee :

- (i) Brief description of terms of reference: The company focuses on Stakeholders/Shareholders' satisfaction and enhancing shareholders' value therefore company resolves any complaint/grievance received from stakeholder within the time limit and ensure the resolution of grievances.
- (ii) Composition, name of members and Chairperson: Committee comprised Shri. Amardeep Singh Ahluwalia and Shri Dilip Kumar Joshi, non-executive independent directors. The said Committee is headed by Shri Dilip Kumar Joshi and Company Secretary, Ms. Aayushi Singh is the Compliance Officer in the Committee.
- (iii) Meetings and attendance during the year: During the year under review 1 meeting of the Committee was held. Two complaints/grievances from shareholders were received. Both the complaints resolved within the time period and no complaints are pending as at 31.03.2015

D. Share Transfer Committee:

- (i) Brief description of terms of reference: In order to consider matters pertaining to transfer, transmission, splitting and duplicate share certificates etc. in time without any delay, Company constituted a share transfer committee to promptly handle the above issues.
- (ii) Composition, name of members and Chairperson: Committee comprises Shri. J.P. Kanodia, Managing Director, Shri. Amardeep Singh Ahluwalia and Shri Dilip Kumar Joshi (non-executive independent directors). Shri Amardeep Singh Ahluwalia is the Chairman of the Committee.
- (iii) Meetings and attendance during the year: During the year under review 24 meetings of the committee were convened on 09.04.2014, 16.04.2014, 07.05.2014, 16.06.2014, 27.06.2014, 02.07.2014, 18.07.2014, 30.07.2014, 12.08.2014, 25.08.2014, 06.09.2014, 22.09.2014, 10.10.2014, 22.10.2014, 11.11.2014, 26.11.2014, 09.12.2014, 29.12.2014, 10.01.2015, 22.01.2015, 06.02.2015, 19.02.2015, 03.03.2015, 20.03.2015. All three directors were present in all the meetings. The Company Secretary acts as Secretary of the Committee.

E. Risk Management Committee:

- (i) Brief description of terms of reference: Pursuant to the provisions of Section 134 of the Companies Act 2013 read with rules thereunder, Clause 49 of the Listing Agreement and other applicable provisions, if any, Company has constituted a Risk Management Committee and implemented a Risk Management Policy/ Plan. The Board of Directors of the company and the Audit Committee shall identify the risks impacting the business of the organization and thereafter taking steps for risk minimization and risk free business activities. Further each department will be responsible for proper implementation and reporting of the system as laid down by the management of the company.
- (ii) Composition, name of members and Chairperson: Committee comprises the following Directors and Management persons as members of the Committee: Mr. Amardeep Singh Ahluwalia (Independent Director), Mr. JP Kanodia (Managing Director), Mr. Sanjay Sharma (Independent Director), Mr. Harish Panwar (Chief Financial Officer) and Mr. Amardeep Singh Ahluwalia is the Chairman of the said Committee.

F. Corporate Social Responsibility (CSR) Committee:

- (i) Brief description of terms of reference: As per provisions of Section 135 of Companies Act, 2013, Company has constituted a Corporate Social Responsibility (CSR) Committee. The roll and responsibilities of the Committee is as below:
- 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.
 - Committee recommends the amount of expenditure to be incurred on the activities referred to in CSR Policy.
 - Committee monitors the implementation of the CSR programs, activities as per CSR Policy from time to time.
 - Review and monitor the compliance of initiatives undertaken and evaluate performance of the activities against the agreed targets.
 - 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.
- (ii) Composition, name of members and Chairperson: CSR Committee is comprised three directors as under viz as viz. Mrs. Madhu Kanodia (Non-Executive Director), Mr. Sanjay Sharma (Independent Director) and Mr. Amardeep Singh Ahluwalia (Independent Director). Mrs. Madhu Kanodia is the Chairperson of the CSR Committee.
- (iii) Meetings and attendance during the year: During the year under review three meetings of the Committee were convened on 20.10.2014, 21.11.2014 and 24.03.2015. All directors were present in all three meetings (except Mr. Sanjay Sharma in one of the meetings).

The details of the CSR activities undertaken by the Company during the year under review have been provided elsewhere in this Annual Report.

G. Internal Complaint Committee (ICC):

- (i) Committee redresses complaints received regarding sexual harassment from any employees of the company as per sexual harassment of woman at workplace (Prevention, Prohibition & Redressal) act 2013.
- (ii) Committee comprised Mrs. Madhu Kanodia (Chairperson of Committee), Shri Amardeep Singh Ahluwalia and Shri Dilip Kumar Joshi. No meeting held during the year.

4. MEETING OF INDEPENDENT DIRECTORS:

The Independent Directors of the Company met on 28th March 2015 without the presence of the Managing Director, Whole-time Directors, Non-Independent Directors and the Management Team of the Company. All the three 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 revised Clause 49 of the Listing Agreement. They expressed satisfaction on the compliances made.

5. 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.

6. 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.

7. DISCLOSURES:

- (i) 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) 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) In compliance of the provisions of Section 177 of the Companies Act, 2013 and amended Clause 49 of Listing Agreement, 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 the 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/UploadFile/1421490103-Vigil%20Machanism-Whistle%20Blower%20Policy.pdf>
- (iv) Policy for Related Party Transactions as required under revised Clause 49(VIII) of the Listing Agreement, 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 also available on Company's website at <http://www.uniqueorganics.com/UploadFile/1435408521-Related%20Party%20Transaction%20Policy%20of%20Uunique%20Organics%20Limited.pdf>

- (v) Policy for determining 'Material' Subsidiaries as required under revised Clause 49(V)(D) of the Listing Agreement. Since Company doesn't have any subsidiary, this clause is not applicable to the Company.
- (vi) The Company has complied with the mandatory requirements regarding Board of Directors, Audit Committee, other Board Committees and other provisions as prescribed under revised Clause 49 of the Listing Agreement.
- (vii) The Company has obtained a certificate from its Statutory Auditors confirming that the Company has complied with the mandatory requirements as stipulated under revised Clause 49 of the Listing Agreement. The said certificate is appended as Annexure 2 to the Director's Report.

8. GENERAL BODY MEETINGS:

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

AGM	Day and Date	Time	Location
20 th	Tuesday, 31.07.2012	11:00AM	E-521, Sitapura Industrial Area, Sitapura, Tonk Road, Jaipur- 302022 (Raj.)
21 st	Saturday, 27.07.2013	11:30AM	E-521, Sitapura Industrial Area, Sitapura, Tonk Road, Jaipur- 302022 (Raj.)
22 nd	Wednesday, 16.07.2014	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
20 th	Tuesday, 31.07.2012	? Resolution No. 5: Increase in Sitting Fees payable to Non -executive directors of the Company for attending Board/Committee meetings, ₹ 500/- per meeting instead 250/- earlier.
21 st	Saturday, 27.07.2013	NIL
22 nd	Wednesday, 16.07.2014	? Resolution No.6: Increase in Remuneration of Managing Director.

- (iii) Resolutions passed by way of Postal Ballot, Procedure and voting results:

The Postal Ballot exercise was 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 had appointed Mr. Sandeep Kumar Gourisaria, Practicing Chartered Accountant, FRN No. 016681C, Jaipur as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. During previous year, Special Resolution passed through Postal Ballot, Result of the same was declared on 29.08.2014, the details are as below:

- a. The Company had sought the approval of members through Postal Ballot (Including E-Voting) in respect of Special Resolution under Section 180(1)(c) of the Companies Act, 2013 read with rules thereunder, for obtaining approval of members to borrow money from time to time in any manner

exceeding the aggregate of the paid-up share capital of the Company and its free reserves upto the limit of ₹ 70 Cr.

The summary of the results in respect of the said Special Resolution No. 1, passed by way of Postal Ballot, is as under:

No. of Votes in Favour	% of Votes in Favour	No. of Votes against	% of Votes against
2182765	100	0	0

- b. The Company had sought the approval of members through Postal Ballot (Including E-Voting) in respect of Special Resolutions under Section 180(1)(a) of the Companies Act, 2013 read with rules thereunder, for obtaining approval of members for creation of Charge/Security on movable and immovable properties of the Company from time to time in for securing the loan/borrowings of the company availed/to be availed.

The summary of the results in respect of the said Special Resolution No. 2, passed by way of Postal Ballot, is as under:

No. of Votes in Favour	% of Votes in Favour	No. of Votes against	% of Votes against
2182665	99.991	200	0.009

At present, there is no Special Resolution proposed to be considered through Postal Ballot.

9. 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

Note: The above rate of dividend was for the face value of ₹ 10 each.

Unclaimed Dividend:

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

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

10. MEANS OF COMMUNICATION:

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

the following web-link:

http://www.uniqueorganics.com/spices/financial_result_s.php

- (i) The financial results of the Company are normally published in the Business Standard or Mint or Financial Express and Young Leader.
- (ii) The information also displayed on Company's website under investors page at following web-link: http://www.uniqueorganics.com/spices/financial_results.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 news papers.
- (iv) The Management's Discussion and Analysis Report for the year 2014-15 is part of this Annual Report.

11. GENERAL SHAREHOLDER INFORMATION:

- (i) **AGM: Date, time and venue:** Tuesday, 18th August, 2015 - 11:30 A.M., E-521, Sitapura, Industrial Area, Sitapura, Tonk Road, Jaipur-302022 (Raj.)
- (ii) **Financial Year:** Company's financial year covers the period from April to March. Financial Calendar of the company for the year 2015-16 is as under:

Quarterly Results for

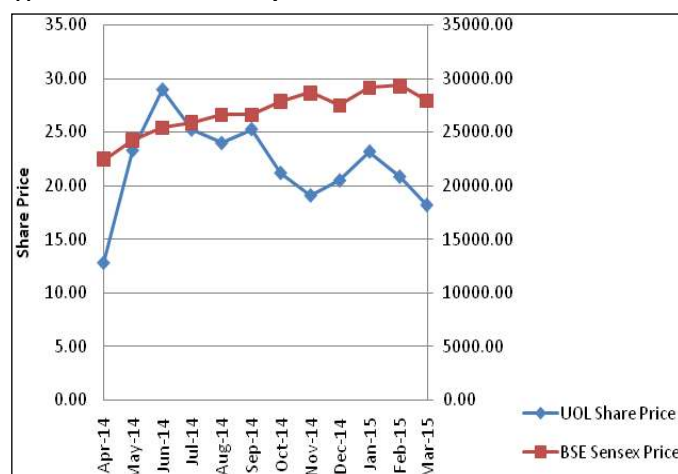
- a) First quarter ending June 30, 2015 : before Aug 14, 2015.
- b) Half year ending Sept. 30, 2015 : before Nov 15, 2015.
- c) Third quarter ending Dec.31, 2015 : before Feb 14, 2016.
- d) Annual/Fourth quarter ending March 31, 2016: before 30th May, 2016.

Note: The above dates are indicative only.

- (iii) **Date of Book Closure:** From 12.08.2015 to 18.08.2015 (both days inclusive) The Dividend will be paid to those members whose names will appear in the Register of Members of the Company as at the close of business hours on 11.08.2015.
- (iv) **Dividend Payment Date:** NECS credit/dispatch of dividend warrant would commence on 24.08.2015 and will be completed by 16.09.2015.
- (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 nationwide trading terminals. The annual listing fees for the financial year 2015-16 have been paid by the Company to the said Stock Exchange where equity shares of the Company are listed.
- (vi) **Stock Code:** Bombay Stock Exchange, Mumbai : 530997
Number in NSDL and CDSL for equity shares : ISIN INE333E01019
- (vii) **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 (Rs.)	LOW (Rs.)
April 2014	13.84	11.20
May 2014	26.00	12.25
June 2014	31.50	24.50
July 2014	29.65	21.95
August 2014	26.45	20.90
September 2014	28.95	21.60
October 2014	28.65	19.30
November 2014	21.40	18.40
December 2014	23.50	18.85
January 2015	28.80	19.15
February 2015	26.00	19.25
March 2015	23.35	16.10

(i) Performance in comparison to BSE SENSEX:



- (ix) **Registrar & Share Transfer Agent: ABS Consultants (P) Ltd., 99, Stephen House, 6th Floor, 4, B.B.D. Bag, (East) Kolkata-700001. Phone: 033-22301043, Fax: 033-22430153, e-mail: absconsultant@vsnl.net.**
- (x) **Share Transfer System:** As the company's shares are compulsorily traded in demat segment on BSE, bulk of transfers take place in electronic form. For expediting transfer of 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 prescribed under Listing Agreement.

As required under Clause 47(c) of the Listing Agreement, 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.

(xi) **Distribution of shareholding:**

a) **Shareholding Pattern as on 31.3.2015 (Equity shares of ₹ 10/- each)**

Category	No. of Holders	No. of Shares	No. of shares in demat	% of shareholding	% of Demat shares
Promoters	4	2,164,569	2,164,569	36.36	36.36
Mutual Funds & UTI	-	-	-	-	-
Bank, Financial Institutions, Ins. Companies (Central/State Govt. Inst., Non-Govt. Inst.)	-	-	-	-	-
Foreign Inst. Investors	-	-	-	-	-
Private Corporate Bodies	84	276,295	197,095	4.64	3.31
Indian Public	4,252	3,442,475	2,056,975	57.83	34.55
NRIs	53	69,661	32,061	1.17	0.54
GDR	-	-	-	-	-
Grand Total	4,393	5,953,000	4,450,700	100.00	74.76

Note: No. of shares pledged are Nil. The company has only one class of equity shares.

b) **Distribution of Shareholding as on 31.3.2015:**

No. of Shares	No. of Shareholders	% to total Shareholders	Share Amount, Nominal Value	% to total Capital
Up to 500	3308	75.30	9536280	16.02
501 1000	560	12.75	4651900	7.81
1001 2000	245	5.58	3730290	6.27
2001 3000	95	2.16	2364010	3.97
3001 4000	37	0.84	1326370	2.23
4001 5000	42	0.96	1928210	3.24
5001 10000	53	1.21	3894520	6.54
10001 50000	48	1.09	9810730	16.48
50001 100000	1	0.02	642000	1.08
100001 Above	4	0.09	21645690	36.36
Total	4393	100.00	59530000	100.00

(xii) **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 74.76% of the paid up capital have so far been dematerialized by investors as on 31.3.2015.

(xiii) Company has not issued any GDRs/ ADRs/Warrants or any other Convertible instruments.

(xiv) Plant location is forming part of this report.

(xv) **Address for correspondence:** Shareholders can have correspondence at the following addresses for Demat and Physical transfer and other grievance if any:

a) **Registrar & Share Transfer Agent: ABS Consultants (P) Ltd. 99, Stephen House, 6th Floor, 4, B.B.D. Bag, (East) Kolkata-700001.**

b) **Registered Office of Company:** E-521, Sitapura Industrial Area, Near Sanganer, Tonk Road, Jaipur (Raj.)

c) **City Office of the Company:** 0-407, Arihant Plaza, Calgarey Eye Hospital Road, Malviya Nagar, Jaipur-302017 (Raj.)

12. **Name & Designation of Compliance Officer:** Miss. Aayushi Singh, Company Secretary of the company is also

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

13. **Auditors Certificate on Corporate Governance:**

The company has obtained a certificate from its auditors regarding compliance of conditions of corporate governance as stipulated in the listing agreement with Bombay Stock Exchange. The said corporate governance certificate is 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, 2015, 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 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.

Jaipur, 8th July, 2015

For **Unique Organics Limited**

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 2014-15

I confirm that for the year under review all Directors and Members of the Senior Management have affirmed compliance with the Code of Conduct of the Company.

Jaipur, 8th July, 2015

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

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS

Report on the Financial Statements

We have audited the accompanying financial statements of **UNIQUE ORGANICS LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss and the Cash Flow Statement for the year 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 financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014. 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We 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 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 financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments; the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. 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 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 financial statements.

Opinion

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

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2015;
- (b) In the case of the statement of Profit and Loss, of the profit for the year ended on that date; and
- (c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("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 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 and proper returns adequate for the purposes of our audit have been received from branches not visited by us;
 - (c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this report are in agreement with the books of account and with the returns received from branches not visited by us;
 - (d) In our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards referred to in Section 133 of the Companies Act, 2013, read with rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of written representations received from the directors as on 31st March 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2015, 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 other matters included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2015, 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: 27th May, 2015

ANNEXURE TO THE AUDITOR'S REPORT

(Referred to in paragraph 1 of our report of even date)

- i) a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b) Fixed assets have been physically verified by the Management at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
- ii) a) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- b) The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- c) The Company has maintained proper records of its inventories. The discrepancies noticed on physical verification of inventory as compared to the book records were not material and have been properly dealt with in the books of accounts.
- iii) The company has not granted loans, secured or unsecured, to Companies, firms or other parties, covered in the register maintained under section 189 of the Companies Act, 2013. Therefore, provisions of clause (iii) (a) and (b) of the said order are not applicable.
- iv) In our opinion and according to the information and explanations given to us, there is adequate internal control system commensurate with the size of the Company and nature of its business, for the purchase of inventories, fixed asset and for the sale of goods and services. During the course of our audit, we have not observed any major weakness in internal control system.
- v) 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) We have broadly reviewed the books of account maintained by the Company, pursuant to the Companies (Cost Records and audit) Rules, 2014 prescribed by the Central Government under Section 148(1) of the Companies Act, 2013 and are of the opinion that prima facie, the prescribed accounts and cost records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate and complete.
- vii) a) In our opinion and according to the information and explanations given to us,
Company is generally been regular in depositing with appropriate authorities undisputed statutory dues, as required under this clause and applicable to the Company during the year. According to the information and explanations given to us, there is no undisputed amount payable in respect of statutory dues, outstanding for more than six months from the date they become payable as on 31st March, 2015.
- b) According to the information and explanations given to us, there are no statutory dues that have not been deposited with the appropriate authorities on account of any dispute.
- c) In our opinion and according to the information and explanations given to us, there is no amount required to be transferred to investor education and protection fund.
- viii) The Company does not have any accumulated losses at the end of the financial year and has not incurred any cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- ix) Based on our audit procedure and on the basis of information and explanations given by the management, the Company has not defaulted in repayment of dues to financial institutions or banks. The Company has not issued any debentures.
- x) According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from banks or financial institutions.
- xi) To the best of our knowledge and belief and according to the information and explanations given to us, the company has not taken any term loan. Other loans from bank were applied for the purpose for which these were obtained.
- xii) In our opinion and according to information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

For A.K. Meharia & Associates
Chartered Accountants

(A. K. Meharia)
Partner

Membership No.53918
Firm Reg. No. 324666E

Place: Kolkata
Dated: 27th May, 2015

UNIQUE ORGANICS LIMITED

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

BALANCE SHEET AS AT 31ST MARCH, 2015

		<u>AS AT</u> 31ST MARCH, 2015	(Amount in `) <u>AS AT</u> 31ST MARCH, 2014
<u>EQUITY AND LIABILITIES</u>			
<u>Shareholders Fund</u>			
Share Capital	1	59,683,500.00	59,683,500.00
Reserve & Surplus	2	57,469,477.09	51,495,098.40
<u>Non-Current Liabilities</u>			
Deferred Tax Liabilities (Net)	3	2,695,797.00	2,796,401.00
Long Term Provisions	4	242,574.00	135,897.00
<u>Current Liabilities</u>			
Short Term Borrowings	5	122,434,407.64	345,746,482.44
Trade Payables	6	44,506,479.00	30,436,067.50
Other Current Liabilities	7	8,774,553.30	15,758,149.48
Short Term Provisions	8	14,222,780.00	36,555,424.00
	Total	310,029,568.03	542,607,019.82
<u>ASSETS</u>			
<u>Non-Current Assets</u>			
Fixed Assets			
Tangible Assets	8A	16,505,785.72	17,528,601.80
Long Term Loans & Advances	9	128,222.00	328,372.23
<u>Current Assets</u>			
Inventories	10	27,947,186.19	23,979,732.47
Trade Receivables	11	226,381,770.67	445,164,427.87
Cash & Bank Balances	12	13,412,020.44	9,550,926.91
Short Term Loans & Advances	13	9,056,369.20	2,189,340.40
Other Current Assets	14	16,598,213.81	43,865,618.14
	Total	310,029,568.03	542,607,019.82
Significant Accounting Policies	37		
The accompanying Notes of Accounts are an integral part of financial statements.			

As per our report of even date

For and on behalf of the Board

For A.K. Meharia & Associates

Firm Registration Number-324666E

Chartered Accountants

(A.K Meharia)

Partner

Membership Number 053918

Place: Kolkata

Date: 27th May, 2015

J.P. Kanodia
(Managing Director)

Madhu Kanodia
(Director)

Harish Panwar
(Chief Financial Officer)

Aayushi Singh
(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, 2015

		(Amount in `)	
	NOTES	For the Year 2014 - 2015	For the Year 2013 - 2014
INCOME			
Revenue from Operations	15	1,954,576,961.69	2,422,010,983.15
Other Income	16	17,021,896.89	31,908,035.02
Total Revenue		1,971,598,858.58	2,453,919,018.17
EXPENSES			
Cost of Raw Materials & components	17	1,402,936.00	2,496,010.47
Purchase of Trading Goods	18	1,735,222,795.70	2,091,781,754.50
(Increase)/Decrease in Inventories	19	(3,967,453.72)	(15,538,587.63)
Employee Benefits Expenses	20	8,626,401.00	3,837,482.00
Finance Cost	21	16,200,143.20	15,959,427.47
Depreciation	8A	1,334,772.77	1,502,210.67
Others expenses	22	192,131,030.40	286,784,197.77
Total Expenses		1,950,950,625.35	2,386,822,495.25
Profit/(Loss) Before Extraordinary Items		20,648,233.23	67,096,522.92
Extraordinary Items		-	423,210.91
Profit/(Loss) Before Tax		20,648,233.23	67,519,733.83
<u>Tax Expense:</u>			
Current Tax		(6,989,490.00)	(22,539,068.00)
Tax of earlier years		260,670.00	-
Deferred Tax		100,604.00	610,209.00
Profit/(Loss) for the Period		14,020,017.23	45,590,874.83
Earning Per equity Share-Basic & Diluted	23	2.36	7.66
Face Value Per Share (In Rs.)		10.00	10.00
Significant Accounting Policies	37		
The accompanying Notes of Accounts are an integral part of financial statements.			

As per our report of even date

For and on behalf of the Board
For A.K. Meharia & Associates

Firm Registration Number-324666E

Chartered Accountants

(A.K Meharia)
Partner

Membership Number 053918

Place: Kolkata

Date: 27th May, 2015

J.P. Kanodia
(Managing Director)

Madhu Kanodia
(Director)

Harish Panwar
(Chief Financial Officer)

Aayushi Singh
(Company Secretary)

UNIQUE ORGANICS LIMITED

Notes to Financial Statements for the year ended 31st March, 2015

(Amount in `)

NOTE - 1

SHARE CAPITAL

Authorised Shares:

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

Issued Shares

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

Subscribed & Paid - up Shares

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

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

Add: Forfieted Shares(Amount Originally Paid Up)

	<u>AS AT</u> 31ST MARCH,2015	<u>AS AT</u> 31ST MARCH,2014
	10,000,000.00	10,000,000.00
	60,000,000.00	60,000,000.00
	59,715,000.00	59,715,000.00
	59,715,000.00	59,715,000.00
	59,715,000.00	59,715,000.00
	185,000.00	185,000.00
	59,530,000.00	59,530,000.00
	153,500.00	153,500.00
	59,683,500.00	59,683,500.00
	59,683,500.00	59,683,500.00

a) Terms/rights attached to equity shares.

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

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

	<u>AS AT</u> 31ST MARCH,2015		<u>AS AT</u> 31ST MARCH,2014	
	<u>No. of Shares</u>	<u>% Holding</u>	<u>No. of Shares</u>	<u>% Holding</u>
Equity Shares of Rs.10 each fully paid up				
Jyoti Prakash Kanodia	642,494	10.79%	642,494	10.79%
Sarla Devi Kanodia	828,800	13.92%	828,800	13.92%
Madhu Kanodia	535,100	8.99%	535,100	8.99%

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

<u>Particulars</u>	<u>AS AT</u> 31ST MARCH,2015 No. of Shares	<u>AS AT</u> 31ST MARCH,2014 No. of Shares
Equity Shares		
Equity Shares at the beginning of the year	5,953,000	5,953,000
Less: Shares forfieted during the year	-	-
Equity shares at the end of the year	5,953,000	5,953,000

UNIQUE ORGANICS LIMITED
Notes to Financial Statements for the year ended 31st March, 2015
NOTE - 2
RESERVES & SURPLUS
General Reserve

Balance as per last financial statement

Add: Transfer during the year

Capital Reserve

Balance as per last financial statement

Capital Redemption Reserve

Balance as per last financial statement

Surplus in statement of Profit & Loss

Balance as per last financial statement

Add: Profit/(Loss) for the year

Amount available for appropriation

Less: Appropriations

Transfer to General Reserve

Retained Earning on Fixed Assets

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

Tax on Proposed equity dividend

Total Appropriation

Net Surplus in the statement of profit & loss

Total reserve & surplus

(Amount in `)

	<u>AS AT</u> <u>31ST MARCH,2015</u>	<u>AS AT</u> <u>31ST MARCH,2014</u>
	3,419,315.61	-
	1,051,501.29	3,419,315.61
	4,470,816.90	3,419,315.61
	1,807,660.75	1,807,660.75
	1,807,660.75	1,807,660.75
	10,000,000.00	10,000,000.00
	10,000,000.00	10,000,000.00
	36,268,122.04	8,025,987.82
	14,020,017.23	45,590,874.83
	50,288,139.27	53,616,862.65
	(1,051,501.29)	(3,419,315.61)
	(902,395.54)	-
	(5,953,000.00)	(11,906,000.00)
	(1,190,243.00)	(2,023,425.00)
	(9,097,139.83)	(17,348,740.61)
	41,190,999.44	36,268,122.04
	57,469,477.09	51,495,098.40
	2,849,285.00	2,914,267.00
	(153,488.00)	(117,866.00)
	2,695,797.00	2,796,401.00
	242,574.00	135,897.00
	242,574.00	135,897.00

NOTE - 3
DEFERRED TAX LIABILITIES (NET)
Deferred Tax Liabilities

On Fixed Assets

Deferred Tax Asset

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

NOTE - 4
LONG TERM PROVISIONS

Provision for employee benefits

UNIQUE ORGANICS LIMITED

Notes to Financial Statements for the year ended 31st March, 2015

(Amount in `)

	<u>AS AT</u> 31ST MARCH,2015	<u>AS AT</u> 31ST MARCH,2014
NOTE - 5		
SHORT TERM BORROWINGS		
<i>(Secured)</i>		
Packing Credit Limit	24,084,628.00	48,036,021.00
Foreign Bill Purchase Limit	18,554,499.00	213,817,620.00
Cash Credit Limit	79,795,280.64	83,892,841.44
	122,434,407.64	345,746,482.44

a) Packing Credit Limit, Foreign Bill Purchase limit and Cash Credit limit with Bank of Baroda, Nehru place, Jaipur is collaterally secured by Equitable mortgage of Company's land & Building at Sitapura Industrial Area, house situated at K-26, Income Tax Colony, Durgapura, Jaipur belonging to Mr. J. P. Kanodia, Managing Director, extension of equitable mortgage of office no.407, 4th floor, Arihant Plaza, Malviya Nagar, Jaipur, belonging to the relative of a director, Hypothecation of Plant & Machineries 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 @11.00% p.a. (Previous Year 11.00% p.a.) in case of PC & FBP and 13.00% & 11.00% p.a.(Previous Year 13.00% & 11% p.a.) in case of CC limit

	<u>AS AT</u> 31ST MARCH,2015	<u>AS AT</u> 31ST MARCH,2014
NOTE - 6		
TRADE PAYABLES		
<u>Trade Payables (including acceptance)</u>		
Total outstanding due of micro & small Enterprises (including interest)	-	-
Other Trade Payables	44,506,479.00	30,436,067.50
	44,506,479.00	30,436,067.50

	<u>AS AT</u> 31ST MARCH,2015	<u>AS AT</u> 31ST MARCH,2014
NOTE - 7		
OTHER CURRENT LIABILITIES		
Advance from customers	282,372.49	5,596.00
Sundry Creditors for Exp. & Others	5,733,931.81	14,529,569.40
Deposit against rent	140,000.00	140,000.00
Unclaimed Dividend*	2,447,788.00	861,319.00
Statutory Dues	170,461.00	221,665.08
	8,774,553.30	15,758,149.48

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

	<u>AS AT</u> 31ST MARCH,2015	<u>AS AT</u> 31ST MARCH,2014
NOTE - 8		
SHORT TERM PROVISIONS		
Provision for Taxation	6,989,490.00	22,539,068.00
Provision for employee benefits	90,047.00	86,931.00
Proposed equity dividend	5,953,000.00	11,906,000.00
Provision of tax on proposed equity dividend	1,190,243.00	2,023,425.00
	14,222,780.00	36,555,424.00

UNIQUE ORGANICS LIMITED
STATEMENT OF FIXED ASSETS FOR THE YEAR 2014-2015

NOTES-8A

Particulars	GROSS BLOCK			DEPRECIATION			NET BLOCK	
	As on 01.04-2014	Add during the year	Adjustment during the year	As on 01.04-2014	For the year	Adjustment during the year	As on 31.03.2015	As on 31.03.2014
Land	1,777,671.00	-	-	-	-	-	1,777,671.00	1,777,671.00
Buildings	11,458,817.42	-	-	5,740,190.19	350,254.91	-	5,368,372.32	5,718,627.23
Computer	370,074.00	-	-	96,136.56	75,628.88	(101,743.90)	96,564.66	273,937.44
Motor Car	1,451,404.00	731,741.00	-	143,846.75	189,556.67	-	1,849,741.58	1,307,557.25
Plant & Machinery	13,125,333.95	275,600.00	-	6,206,726.77	499,219.90	(549,869.27)	6,145,118.01	6,918,607.18
Lab Equipment	1,794,241.75	-	-	1,509,794.15	10,931.09	(115,014.93)	1,585,501.58	284,447.60
Electrical Installation	1,339,656.91	141,046.23	-	899,050.38	61,636.61	(100,134.42)	419,881.73	440,606.53
Furniture & Fixtures	599,364.52	-	-	477,276.26	22,710.38	56,295.40	155,673.28	122,088.26
Electrical Equipment	765,526.00	32,350.00	-	294,983.43	83,375.13	7,896.28	427,413.72	470,542.57
Office Equipment	590,931.26	33,615.00	-	376,414.52	41,459.20	(99,824.70)	106,847.84	214,516.74
Total Rs.	33,273,020.81	1,214,352.23	-	15,744,419.01	1,334,772.77	(902,395.54)	16,505,785.72	17,528,601.80
Previous Year	34,682,214.81	1,070,339.00	2,479,533.00	14,665,419.25	1,502,210.67	423,210.91	17,528,601.80	20,016,795.56

Notes: Adjustments during the year consists of ` 9,44,505.77 on account on Retained earning on Fixed assets for the assets whose useful life is expired as on 01.04.2014 in terms of the provisions of Schedule II of the Companies Act, 2013.

UNIQUE ORGANICS LIMITED

Notes to Financial Statements for the year ended 31st March, 2015

(Amount in `)

	<u>AS AT</u> <u>31ST MARCH, 2015</u>	<u>AS AT</u> <u>31ST MARCH, 2014</u>
NOTE - 9		
<u>LONG TERM LOANS AND ADVANCES</u>		
<i>(Unsecured considered good)</i>		
Security Deposits	128,222.00	328,372.23
	128,222.00	328,372.23
NOTE - 10		
<u>INVENTORIES</u>		
<i>(At cost or net realisable value which ever is lower)</i>		
Trading Goods	27,299,498.72	18,818,453.00
Trading Goods in Transit	-	4,513,592.00
Packing Materials	647,687.47	647,687.47
	27,947,186.19	23,979,732.47
NOTE - 11		
<u>TRADE RECEIVABLES</u>		
<i>(Unsecured and Considered Good unless otherwise stated)</i>		
Exceeding Six Months from the date they are due for payment	-	35,300.00
Others	226,381,770.67	445,129,127.87
	226,381,770.67	445,164,427.87
The above includes to related parties		
Due from related parties	-	-
NOTE - 12		
<u>CASH & BANK BALANCES</u>		
<u>Cash & Cash Equivalents</u>		
Balances with bank:		
On Current Accounts	10,936,934.80	8,679,697.27
Cash in hand (As certified by the management)	27,297.64	9,910.64
	10,964,232.44	8,689,607.91
<u>Other Bank Balance</u>		
Unclaimed Dividend Account	2,447,788.00	861,319.00
	13,412,020.44	9,550,926.91
NOTE - 13		
<u>SHORT TERM LOANS AND ADVANCES</u>		
<i>(Unsecured considered good)</i>		
Loans to Others	1,500,000.00	1,500,000.00
Advance Recoverable in Cash or Kind		
To related parties	-	-
To Others	6,675,583.00	163,459.00
Prepaid Expenses	167,818.00	151,889.00
Advances to Employee	169,154.00	143,523.00
ECGC Fees Advance	543,814.20	230,469.40
	9,056,369.20	2,189,340.40

UNIQUE ORGANICS LIMITED
Notes to Financial Statements for the year ended 31st March, 2015

	AS AT 31ST MARCH,2015	(Amount in `) AS AT 31ST MARCH,2014
NOTE - 14		
OTHER CURRENT ASSETS		
<i>(Unsecured considered good)</i>		
Balances with Govt. Authorities	9,369,438.81	23,793,618.14
Advance Tax	7,228,775.00	20,072,000.00
	16,598,213.81	43,865,618.14
NOTE - 15		
REVENUE FROM OPERATION		
	For the Year 2014 - 2015	(Amount in `) For the Year 2013 - 2014
<u>Sale of Products</u>		
Domestic Sales	946,703,570.34	908,591,151.89
Export Sales	992,831,548.35	1,482,682,522.26
	1,939,535,118.69	2,391,273,674.15
<u>Other Operating Revenue</u>		
Export Incentives	15,041,843.00	30,703,359.00
Job Work	-	33,950.00
	1,954,576,961.69	2,422,010,983.15
a) Detail of Sale of Products		
Barley	-	5,445,739.00
Black Matpe	20,289,260.00	-
Chick Peas	13,299,377.00	-
Chilli seeds	-	2,307,456.25
Chilli Whole	5,674,116.50	1,517,607.00
Coriender Seed	-	2,463,974.50
Cumin Seeds	1,427,400.00	19,365,153.00
Cumin Seeds Black	-	1,450,656.00
Dehydrated Green Pepper	-	11,686,919.72
Dehydrated Onion Granules/Minced	4,049,290.80	3,892,563.99
Gram	5,546,439.00	-
Guar Gum Korma	41,554,848.87	-
Onion Powder	3,608,336.06	3,783,586.50
Onion Flakes	1,660,837.50	1,999,275.00
Raisin	-	2,983,675.50
Rapeseed Extraction	432,040,475.30	840,907,701.24
Red Chilli Powder	1,892,944.00	10,947,940.63
Rice Bran Extraction	309,113,768.39	457,692,742.82
Sesame Seeds	2,440,284.00	3,354,678.00
Soya Bean Meal	292,573,583.45	84,198,541.41
Turmeric Powder	4,593,510.00	7,462,603.05
Turmeric Whole	1,123,923.15	10,845,150.00
Wheat Feed Meal	31,779,694.63	-
Yellow Corn	759,774,760.79	894,117,633.95
Yellow Mustard Seed	1,119,746.25	16,665,649.50
Others	5,972,523.00	8,184,427.09

UNIQUE ORGANICS LIMITED

Notes to Financial Statements for the year ended 31st March, 2015

(Amount in `)

For the Year
2013 - 2014

For the Year
2014 - 2015

NOTE - 16

OTHER INCOME

Other Interest	375,134.00	54,967.00
Insurance Claim Received	2,412,873.00	590,332.00
Foreign Exchange Gain	11,161,511.89	30,482,611.02
Other Receipts	3,072,378.00	780,125.00

	17,021,896.89	31,908,035.02
--	----------------------	----------------------

NOTE - 17

COST OF RAW MATERIALS & COMPONENTS CONSUMED

Raw Materials(Spices)		
Opening Stock	-	160,310.39
Add: Purchases	-	174,667.58
	-	334,977.97
Less: Closing Stock	-	-
Total (a)	-	334,977.97

Packing Materials		
Opening Stock	647,687.47	662,695.97
Add: Purchases	1,402,936.00	2,146,024.00
	2,050,623.47	2,808,719.97
Less: Closing Stock	647,687.47	647,687.47
Total (b)	1,402,936.00	2,161,032.50

	1,402,936.00	2,496,010.47
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a) Detail of raw materials consumed

Chilli Whole	-	181,161.65
Coriander Seeds	-	45,722.66
Cumin Whole	-	24,264.80
Curry Leaves	-	14,455.09
Musturd Oil	-	8,746.12
Turmeric Whole	-	31,570.00
Other Materials	-	29,057.65

NOTE - 18

PURCHASE OF TRADING GOODS

Purchases	1,735,222,795.70	2,091,781,754.50
	1,735,222,795.70	2,091,781,754.50

UNIQUE ORGANICS LIMITED
Notes to Financial Statements for the year ended 31st March, 2015
(Amount in `)

NOTE - 18 (Contd..)	For the Year 2014 - 2015	For the Year 2013 - 2014
a) <u>Detail of Purchase</u>		
Barley	3,918,070.00	5,346,059.00
Black Mapte	19,150,090.53	-
Chick Peas	14,283,700.00	-
Chilli seeds	-	531,250.00
Chilli Whole	5,943,760.00	1,144,000.00
Coriender Seed	-	2,171,214.00
Cumin Seeds	-	19,095,387.00
Cumin Seeds Black	-	1,248,000.00
Dehydrated Green Pepper	-	5,572,200.00
Dehydrated Onion Granules/Minced	3,783,400.00	3,569,000.00
Gram	5,425,595.00	-
Guar Gum Korma	24,659,821.75	15,502,750.00
Onion Powder	1,765,000.00	4,746,000.00
Onion Flakes	1,515,000.00	1,792,500.00
Raisin	-	2,646,000.00
Rapeseed Extraction	392,425,973.50	735,481,456.00
Red Chilli Powder	3,379,000.00	8,535,688.00
Rice Bran Extraction	238,100,716.37	342,304,284.00
Sesame Seeds	2,346,500.00	3,277,762.00
Soya Bean Meal	281,000,196.00	78,146,459.00
Turmeric Powder	3,784,500.00	6,204,000.00
Turmeric Whole	930,050.00	7,654,000.00
Wheat Feed Milling	27,287,657.50	-
Yellow Corn	698,899,876.05	827,533,141.50
Yellow Mustard Seed	929,250.00	14,407,546.00
Others	5,694,639.00	4,873,058.00
NOTE - 19		
<u>(INCREASE)/DECREASE IN INVENTORIES</u>		
<u>Inventories at the end of the year</u>		
Trading Goods	27,299,498.72	23,332,045.00
Finished Goods	-	-
	27,299,498.72	23,332,045.00
<u>Inventories at the beginning of the year</u>		
Trading Goods	23,332,045.00	7,700,168.00
Finished Goods	-	93,289.37
	23,332,045.00	7,793,457.37
	(3,967,453.72)	(15,538,587.63)
a) <u>Detail of Inventories</u>		
<u>Trading Goods</u>		
Barley	3,918,070.00	-
Chilli Whole	1,417,000.00	-
Cumin Seed	-	1,335,263.00
Guar Gum Korma	87,896.50	15,132,750.00
Onion Powder	-	1,396,500.00
Chick Peas	1,116,000.00	-
Rapeseed Extraction	9,751,390.22	-
Red Chilli Powder	1,859,000.00	-
Rice Bran Extraction	9,136,982.00	-
Yellow Corn	-	5,454,372.00
Others	13,160.00	13,160.00

UNIQUE ORGANICS LIMITED

Notes to Financial Statements for the year ended 31st March, 2015

(Amount in `)

For the Year
2013 - 2014

NOTE - 20

EMPLOYEE BENEFITS EXPENSES

	<u>For the Year</u> <u>2014 - 2015</u>	
Salaries, Wages & Bonus	8,340,883.00	3,681,890.00
Contribution to PF & Other Funds	138,168.00	104,450.00
Staff Welfare Expenses	35,974.00	16,303.00
Gratuity	111,376.00	34,839.00

	8,626,401.00	3,837,482.00
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NOTE - 21

FINANCE COST

<u>Interest Expenses</u>		
Cash Credit	4,609,945.00	2,847,448.00
Packing Credit	2,014,307.00	2,070,402.00
Foreign Bill Purchase	6,258,172.96	7,404,500.00
Discounting & Bank Charges	3,317,718.24	3,637,077.47

	16,200,143.20	15,959,427.47
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NOTE - 22

OTHER EXPENSES

Operational Expenses

Freight & Loading (On Domestic Trade)	14,227.00	8,345.00
Freight, Clearing & Forwarding Expenses	161,166,300.71	251,794,201.23

Establishment Expenses

Payment to Auditor (Refer details below)	140,450.00	140,450.00
Rates & Taxes	7,500.00	9,548.00
Business Promotion Expenses	754,816.00	354,688.00
Bad Debts	-	923,301.50
Commission Expenses	14,766,396.00	12,048,998.00
Claims & Deductions	4,363,121.23	10,762,747.55
CSR Expenditures	790,467.00	-
Discount on Sales	594,319.80	-
Traveling Expenses	942,876.00	1,094,443.00
Rent Paid	794,245.00	693,598.00
Testing & Sampling Expenses	1,657,644.18	2,211,107.00
Power & Fuel	131,514.87	228,893.77
Insurance/ECGC Premiums	1,752,218.20	3,339,919.80
Legal & Professional Fees	505,932.00	343,939.00
<u>Repair & Maintenance</u>		
To Machinery	14,281.00	36,802.00
To Buildings	-	49,276.00
To Others	43,926.00	124,132.00
Miscellaneous Expenses	3,690,795.41	2,619,807.92

	192,131,030.40	286,784,197.77
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Payment to Auditor

As Auditor (Including Service Tax)

Statutory Audit Fee	112,360.00	112,360.00
Tax Audit Fee	28,090.00	28,090.00

	140,450.00	140,450.00
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UNIQUE ORGANICS LIMITED

Notes to Financial Statements for the year ended 31st March, 2015

	<u>For the Year</u> <u>2014 - 2015</u>	<u>For the Year</u> <u>2013 - 2014</u>
NOTE - 23		
<u>EARNINGS PER SHARE(EPS)</u>		
Net profit/(loss) after tax as per statement of Profit and Loss	14,020,017.23	45,590,874.83
Weighted average number of equity shares used as denominator for calculating EPS	5953000	5953000
Basic & Diluted Earning Per Share	2.36	7.66

NOTE - 24

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 - 25

RELATED PARTY DISCLOSURE

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

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

Name of the Related Party

Relationship

Jyoti Prakash Kanodia
Madhu Kanodia
Harish Panwar
Aayushi Singh



Key Managerial Person

Smt. Sarla Devi Kanodia



Relative of Key Management Personnel

ii) Transaction during the year with related parties:

Nature of Transactions

(Amount in `)

<u>Nature of Transactions</u>	<u>Key Managerial Person</u>		<u>Relative of the key management personal</u>	<u>Total</u>
Remuneration	6,727,152.00		-	6,727,152.00
	(1,500,000.00)		-	(1,500,000.00)
Board Meeting Fees	8,000.00		-	8,000.00
	(28,500.00)		-	(28,500.00)
Rent Paid	-		576,000.00	576,000.00
	-		(422,400.00)	(422,400.00)

NOTE - 26

Previous year figures have also been regrouped and rearranged where ever considered necessary.

NOTE - 27

Other Receipts includes rent received of Rs.9,06,500/- (Previous Year Rs. 6,65,000/-)

UNIQUE ORGANICS LIMITED

Notes to Financial Statements for the year ended 31st March, 2015

NOTE - 28

The Company has assessed its fixed assets for impairment at the end of the year and concluded that there has been no significant impaired fixed assets that needs to be recognised in the books of accounts.

NOTE - 29

EXPENDITURE AND EARNING IN FOREIGN CURRENCY

	<u>For the Year</u> <u>2014 - 2015</u>	<u>For the Year</u> <u>2013 - 2014</u>
(Amount in `)		
i) Expenditures		
Brokerage Paid	12,443,748.00	8,218,619.00
Claims & Deductions on sales	4,587,286.23	10,513,283.35
Travelling Expenses	104,081.00	70,475.00
Membership Expenses	152,865.00	156,878.00
Business Promotion Expenses	299,415.00	147,530.00
	54,482,369.90	-
ii) CIF Value of Imports		
Goods in Trade	54,482,369.90	-
	903,287,303.18	1,394,568,935.60

NOTE - 30

During the year, the Company has revised the estimated useful life of its assets to align with the useful life as provided in Schedule II of the Companies Act, 2013. The Retained earnings on the balance amount of Fixed Assets after completion of useful life of the respective fixed assets in terms of the new provisions of depreciation as per Schedule II of the Companies Act, 2013 and excess/short charges of depreciation in earlier years are adjusted from the Surplus of the Profit & Loss Account.

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

	<u>For the Year</u> <u>2014 - 2015</u>	<u>For the Year</u> <u>2013 - 2014</u>
<u>Particulars</u>		
<u>Segment</u>		
<u>Indian</u>		
Domestic	946,703,570.34	908,591,151.89
<u>Overseas</u>		
Vietnam	895,778,053.33	1,248,098,124.45
Other Contries	97,053,495.02	234,584,397.81
	992,831,548.35	1,482,682,522.26

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

UNIQUE ORGANICS LIMITED
Notes to Financial Statements for the year ended 31st March, 2015
NOTE - 32
DISCLOSURES PURSUANT TO ACCOUNTING STANDARD - 15 "EMPLOYEE BENEFIT"

	For the Year 2014 - 2015	(Amount in `) For the Year 2013 - 2014
(a) Net Employee Benefit Expenses (Recognised in Employee Benefits Expense)		
(i) Current Service Cost	40,232.00	25,253.00
(ii) Interest Cost	-	-
(iii) Expected return on Plan	-	-
(iv) Actuarial (gain) / Losses on obligation	59,858.00	115,825.00
(v) Total Expenses	100,090.00	141,078.00
(b) Net Assets (Liability) recognized in Balance Sheet		
(i) Present value of obligation at the end of the year	(100,090.00)	(141,078.00)
(ii) Fair value of Plan Assets	-	-
(iii) Net Plan Assets / (Liability)	(100,090.00)	(141,078.00)
© Change in obligation during the year		
(i) Present value of obligation at the beginning of the year	141,078.00	115,825.00
(ii) Current Service Cost	40,232.00	25,253.00
(iii) Interest Cost	-	-
(iv) Actuarial (Gain) / Losses on obligation	59,858.00	115,825.00
(v) Benefits Paid	-	-
(vii) Present value of obligation at the end of the year	252,454.00	141,078.00
(d) Change in Fair Value of Plan Assets during the year		
(i) Plan Assets at the beginning of the year	-	-
(ii) Expected return on Plan Assets	-	-
(iii) Contributions by the employer	-	-
(iv) Benefits Paid	-	-
(v) Plan Assets at the end of the year	-	-
(e) Actuarial Assumption		
(i) Discount Rate	8.00%	9.00%
(ii) Expected return on Plan Assets	0.00%	0.00%
(iii) Inflation Rate	6.00%	6.00%
(iv) Remaining Working Life	23 Years	23 Years
(v) Mortality Table	IALM (2006-2008)	IALM(2006-2008)

NOTE - 33

Miscellaneous Expenses includes a sum of Rs.3,37,733/- (Previous Year Rs.2,64,802/-) paid for Income Tax and its interests

NOTE - 34

Amount debited in the statement of profit & loss under the head 'Claims & Deduction of Rs.1,20,138/- and Membership & Subscription of Rs.76,432.50 are relating to earlier years.(Previous Year Rs.Nil)

NOTE - 35

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

UNIQUE ORGANICS LIMITED

Notes to Financial Statements for the year ended 31st March, 2015

NOTE - 36

NOTES ON CSR EXPENDITURES

(a) Gross amount required to be spent by the company during the year: Rs.7,87,119/-

b) <u>Amount Spent during the year</u>	<u>in Cash</u>	<u>Yet to be paid in cash</u>	<u>Total</u>
i) Construction/acquisition of any fixed assets	-	-	-
ii) On purpose other than (i) above	790,467.00	-	790,467.00
	790,467.00	-	790,467.00

NOTE - 37

SIGNIFICANT ACCOUNTING POLICIES

a) Basis of Preparation of Financial Statements

The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards notified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act")/Companies Act, 1956 ("the Act 1956"), as applicable. These financial statements have been prepared on an accrual basis and under the historical cost conventions.

b) Use of Estimates

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

c) Revenue Recognition

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

d) Fixed Assets

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

e) Depreciation

In respect of fixed assets (other than freehold land and capital work-in-progress) acquired during the year, depreciation/ amortisation is charged on a straight line basis so as to write off the cost of the assets over the useful lives and for the assets acquired prior to 1 April, 2014, the carrying amount as on 1 April, 2014 is depreciated over the remaining useful life based on an evaluation:

f) Investments

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

UNIQUE ORGANICS LIMITED

Notes to Financial Statements for the year ended 31st March, 2015

NOTE - 37 (Contd..)

g) Earning Per Share

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

h) Inventories

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

i) Borrowing Cost

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

j) Segment Reporting

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

k) Foreign Currency Transaction

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

l) Impairment

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

m) Taxation

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

n) Government Grants

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

UNIQUE ORGANICS LIMITED

Notes to Financial Statements for the year ended 31st March, 2015

NOTE - 37 (Contd..)

o) Employee Benefits

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

p) Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

q) Provision & Contingent Liability

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

As per our report of even date

For A.K. Meharia & Associates

Firm Registration Number-324666E

Chartered Accountants

For and on behalf of the Board

J.P. Kanodia
(Managing Director)

Madhu Kanodia
(Director)

(A.K Meharia)

Partner

Membership Number 053918

Place: Kolkata

Date: 27th May, 2015

Harish Panwar
(Chief Financial Officer)

Aayushi Singh
(Company Secretary)

UNIQUE ORGANICS LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2015

PARTICULARS	YEAR ENDED ON	YEAR ENDED ON
	31st March, 2015	31st March, 2014
	P.	P.
1 CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit Before Tax	20,648,233.23	67,096,522.92
<i>Addition:</i>		
Depreciation	1,334,772.77	1,502,210.67
Interest Received	(375,134.00)	(54,967.00)
Cash Flow from Operating Activities before Working Capital changes	21,607,872.00	68,543,766.59
<i>Adjustments:</i>		
Inventories	(3,967,453.72)	(15,363,268.74)
Trade Receivable	218,782,657.20	(171,454,953.18)
Long Term Loans & Advances	200,150.23	99,986.77
Short Term Loans & Advances	(6,867,028.80)	833,580.80
Other Current Assets	27,267,404.33	(19,982,418.77)
Trade Payables	14,070,411.50	20,052,497.50
Other Current Liabilities	(6,983,596.18)	3,370,540.53
Long Term Provisions	106,677.00	29,658.00
Short term provisions	(13,926,309.00)	(6,908,894.00)
Cash Generated From Operation	250,290,784.56	(120,779,504.50)
Taxes Paid	(22,278,398.00)	(11,117,837.00)
Cash Flow from Operating Activities	228,012,386.56	(131,897,341.50)
2 CASH FLOW FROM INVESTING ACTIVITIES		
Increase/Decrease in Fixed Assets & Capital WIP	(1,214,352.23)	1,409,194.00
Interest Received	375,134.00	54,967.00
Net Cash Flow from Investing Activities	(839,218.23)	1,464,161.00
3 CASH FLOW FROM FINANCING ACTIVITIES		
Increase/Decrease in Short Term Borrowings	(223,312,074.80)	136,775,465.77
Increase/Decrease in Share Capital	-	-
Net Cash Flow from Financing Activities	(223,312,074.80)	136,775,465.77
NET CHANGE IN CASH & CASH EQUIVALENT	3,861,093.53	6,342,285.27
Opening Balance of Cash & Cash Equivalent	9,550,926.91	3,208,641.64
CLOSING BALANCE OF CASH & CASH EQUIVALENT	13,412,020.44	9,550,926.91

Notes:

- The Cash Flow statement has been prepared under the indirect method as set out in Accounting Standard (AS) 3 'Cash Flow Statement' as specified in Companies (Accounting Standard) Rules, 2006
- Figures of the previous period has been rearranged/ regrouped where ever considard necessary.
- Cash & Cash equivalents includes Rs.24,47,788/- (Previous Year Rs.8,61,319/-) unclaimed dividend lying in designated bank account

As per our Report of even date

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

(A.K Meharia)
Partner

Membership Number 053918
Place: Kolkata
Date: 27th May, 2015

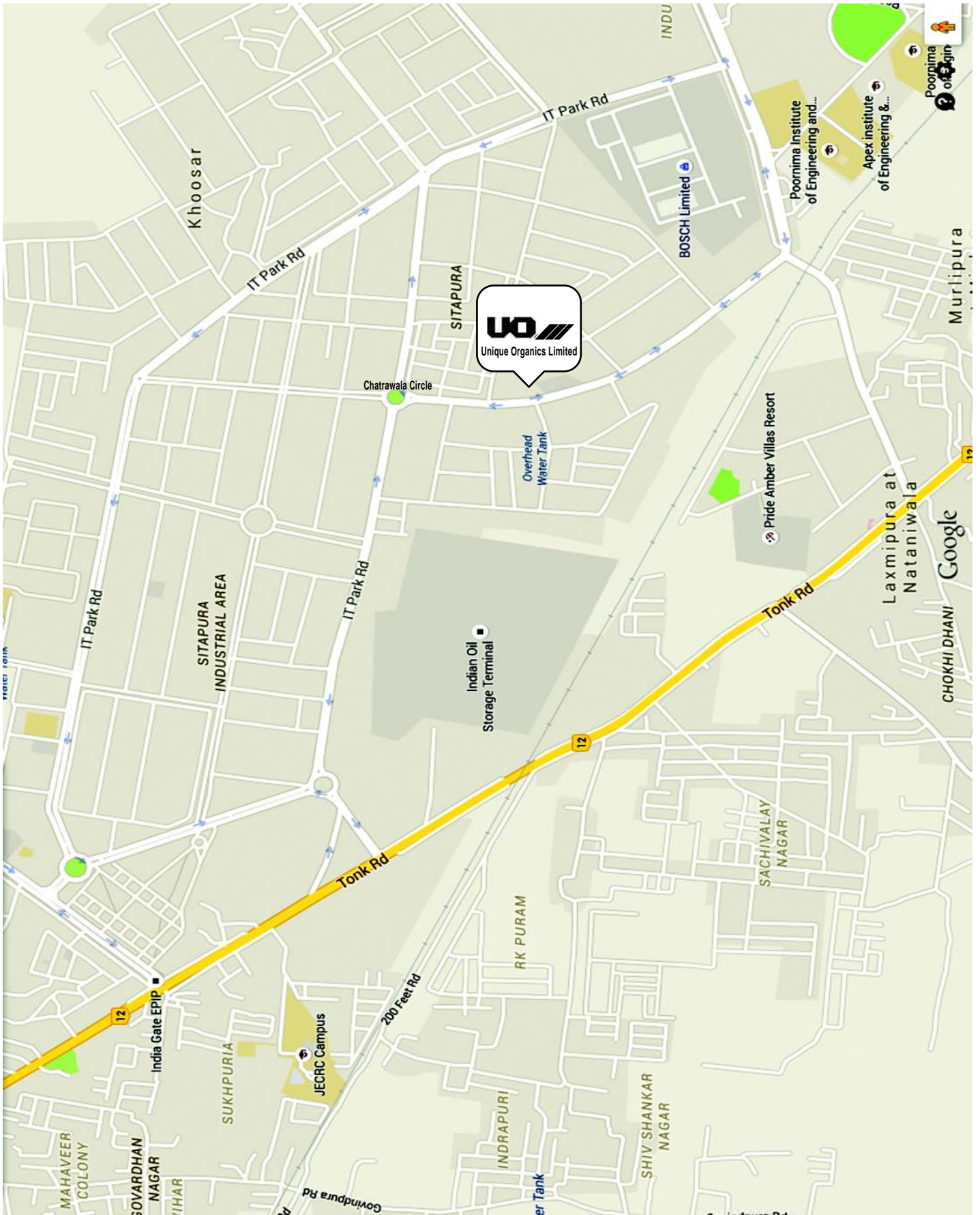
J.P. Kanodia
(Managing Director)

Harish Panwar
(Chief Financial Officer)

For and on behalf of the Board

Madhu Kanodia
(Director)

Aayushi Singh
(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) of shares of the above named company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:....., or failing him

2. Name:

Address:

E-mail Id:

Signature:....., or failing him

3. Name:

Address:

E-mail Id:

Signature:....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23rd Annual general meeting of the company, to be held on the Tuesday, 18th August, 2015, At 11:30 a.m.at E-521, Sitapura Industrial Area, Sitapura, Tonk Road, Jaipur, and at any adjournment thereof in respect of such resolutions as are indicated below:

S.N.	Resolutions	Business	(✓) Optional	
			Assent	Dissent
1.	Adoption of financial statements for the year 2014-15.	Ordinary		
2.	Declaration of Dividend.	Ordinary		
3.	Appointment of Mrs. Madhu Kanodia as Director. (Retire by rotation)	Ordinary		
4.	Appointment of A.K. Meharia & Associates CA as Auditors for five consecutive years.	Ordinary		
5.	Appointment of Mr. Amardeep Singh Ahluwalia as Independent Director for a term of five years w.e.f. 18.08.2015.	Special		
6.	Appointment of Mr. Dilip Kumar Joshi as Independent Director for a term of five years w.e.f. 18.08.2015.	Special		
7.	Appointment of Mrs. Vinita Mishra as Non-Executive Director.	Special		

Signed this..... day of..... 2015

Signature of shareholder:

Signature of Proxy holder(s)

Notes:

- 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.
- For the resolution, statement and Notes please refer to Notice of the 23rd AGM.
- 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.
- Please crosscheck all details including details of members in above box before submission.

Rs. 1 Revenue Stamp

UO UNIQUE ORGANICS LIMITED

CIN: L24119RJ1993PLC007148

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

Phone: +91-141-2521804 / 4020626, Fax: +91-141-2523653

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

Website: www.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 THIRD ANNUAL GENERAL MEETING of the Company being held on Tuesday, 18th August, 2015 at 11:30 a.m. at the registered office of the company, at E-521, Sitapura Industrial Area, Sitapura, Tonk Road, 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 Note to the Notice dated 8th July, 2015 of the 23rd Annual General Meeting of the Company. The E-Voting period starts from 9:00 a.m. on Saturday, 15th August, 2015 and ends at 5:00 p.m. on Monday, 17th August, 2015. The e-Voting module shall be disabled by NSDL for voting thereafter.

Form No. MGT-12**Polling Paper**

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company :	Unique Organics Limited
Registered office :	E-521, Sitapura Industrial Area, Near Sanganer, Tonk Road, Jaipur-302022 (Raj.)

BALLOT PAPER (23rd AGM 2015)

S. No.	Particulars	Details
1.	Name of the First Named Shareholder (In block letters)	
2.	Postal address	
3.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity Share

I hereby exercise my vote in respect of Ordinary/ Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

S. No.	Resolutions	No. of shares held by me	I assent to the resolution	I dissent from the resolution
1.	Adoption of financial statements for the year 2014-15.			
2.	Declaration of Dividend.			
3.	Appointment of Mrs. Madhu Kanodia as Director. (Retire by rotation)			
4.	Appointment of A.K. Meharia & Associates CA as Auditors for five consecutive years.			
5.	Appointment of Mr. Amardeep Singh Ahluwalia as Independent Director for a term of five years w.e.f. 18.08.2015.			
6.	Appointment of Mr. Dilip Kumar Joshi as Independent Director for a term of five years w.e.f. 18.08.2015.			
7.	Appointment of Mrs. Vinita Mishra as Non-Executive Director.			

Place:

Date :

(Signature of the shareholder)

CSR ACTIVITIES

Mr. Sanjay Sharma Director and member of CSR Committee of the Company distributing study material free of cost to students in Govt. upper primary School, Swami Ka Bas, Chaksu, Jai pur.



CELEBRATION OF 22ND FOUNDATION DAY OF COMPANY





SEA AWARD

PRESENTED TO



**UNIQUE ORGANICS
LIMITED**

JAIPUR, RAJASTHAN

**Second Highest Exporter of
Rice Bran Extraction
2012-13**

**The Solvent Extractor's
Association of India
20th Sept. 2013**

23rd Annual Report-2015



UNIQUE ORGANICS LIMITED

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E-mail : exports@uniqueorganics.com

Regd. Office & Factory : E-521, Sitapura Industrial Area, Jaipur
302 022 (Raj.) INDIA | Tel.: 0141-2770315 | Fax : 0141-2523653
E-mail : unique@uniqueorganics.com

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