



25th Annual Report-2017

UNIQUE ORGANICS LIMITED

CIN : L24119RJ1993PLC007148

Board of Directors:

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

Company Secretary & Compliance Officer

Mr. Ramavtar Jangid
Phone : 0141-2521804, 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 THE 25th ANNUAL GENERAL MEETING- 2017

Notice is hereby given that TwentyFifth Annual General Meeting of the members of Unique Organics Limited [CIN: L24119RJ1993PLC007148] will be held on Tuesday, the 26th September, 2017 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) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements as on 31st March, 2017, 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 appoint a director in place of Mrs. Madhu Kanodia, (DIN: 00207604) who retires by rotation and being eligible offers herself for re-appointment.
3. To ratify the appointment of M/s. A.K. Meharia & Associates, Chartered Accountants, Kolkata, having Firm Registration Number: 324666E as approved by Members at the Twenty Third Annual General Meeting as Statutory Auditors of the Company, to hold office from the conclusion of this annual general meeting until the conclusion of next Annual General Meeting, and to fix their remuneration.

By Order of the Board
For Unique Organics Limited

Regd. Office:

E-521, Sitapura Industrial Area,
Sitapura, Tonk Road, Jaipur-302022 (Raj.)
Date: 19.08.2017

Ramavtar Jangid
Company Secretary

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself. The proxy need not be a member of the company. The proxy should be lodged with the company's registered office not less than 48 hours before the scheduled time of meeting.
2. The Register of members and share transfer books of the company will remain closed from 20.09.2017 to 26.09.2017 (inclusive both days).
3. 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.
4. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares for ease of

portfolio management. Members can contact the Company or RTA, ABS Consultant Private Limited for assistance in this regard.

5. To support the 'Green Initiative' the Members who have not registered their e-mail addresses are requested to register the same with RTA/Depositories.
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. 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.
10. 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.
11. Updation of Members' Details: The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company/Registrars and Transfer Agents to record additional details of Members, including their Permanent Account Number details ("PAN"), email address, bank details for payment of dividend, etc. Further, the Securities and Exchange Board of India ("SEBI") has mandated the submission of PAN by every participant in the securities market.

A form for capturing the above details is appended to this Notice. Members holding shares in physical form are requested to submit the filled in form to the Company or its Registrars and Transfer Agents. Members holding shares in electronic form are requested to submit the details to their respective Depository Participant.

12. Voting through electronic means

1. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company

is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be considered at the 25th Annual General Meeting 2017 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 23.09.2017 (9:00 am) and ends on 25.09.2017 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, at the close of the business hours on 19.09.2017, 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.nsd.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 (Eoting 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.nsd.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 close of the business hours on 19.09.2017.
 - X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares at the close of the business hours on 19.09.2017, 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.nsd.com or contact NSDL at the following toll

free no.: 1800-222-990.

- XI. 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.
- XII. 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.
- XIII. 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.
- XIV. 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.

- XV. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.uniqueorganics.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
13. All documents referred to in the accompanying Notice and Statutory Register, Financial Statements as per the provisions of the Companies Act, will be available for inspection by the members at the registered office of the Company during 10:00 AM to 12:00 Noon on all working days up to the date of Annual General Meeting.

By Order of the Board
For Unique Organics Limited

Regd. Office:
E-521, Sitapura Industrial Area,
Sitapura, Tonk Road, Jaipur-302022 (Raj.)
Date: 19.08.2017

Ramavtar Jangid
Company Secretary

BOARD OF DIRECTORS' REPORT

To,
The Members of
Unique Organics Limited

Your directors are pleased to present the Twenty Fifth Annual Report of the company together with the Audited Financial Statement for the year ended on 31st March, 2017, as follows:

FINANCIAL SUMMARY: (₹ In Lakhs)

Particulars	As at	
	31.03.2017	31.03.2016
Revenue from operations	3176.55	12,441.34
Other Income	41.75	76.42
Total Operational Cost	3278.04	12,216.37
Finance Cost	60.54	150.58
Depreciation	15.49	14.10
Tax Provision	0.14	42.56
Net Profit (Loss)	-135.91	94.15
Paid-up share capital	595.30	595.30
Net surplus in Profit & Loss	370.15	506.06
Total Reserves & Surplus	532.94	668.85

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

Your company is presently engaged in trading activities of agri commodities.

In the field of animal feed and food ingredients, both international and domestic market witnessed an unexpected downward trend resulting in sharp decline of our exports as well as domestic sales.

In International front, the prices of raw material for animal feed of Indian origin were still non-competitive and hence the demand of Indian origin products continued to be less.

In domestic front, Poultry and Cattle feed industry was deeply affected by sudden price fluctuation of raw materials as well as cheaper imported raw material. It was an unusual situation for Poultry and Cattle feed industry since more industries were reporting operational loss, thus destroying their financial structure and liquidity.

It is a disturbing feature that one of our major buyer Amrit Group of Companies, defaulted by the tune of Rs.9.8 cr. and your company is taking all possible measures in this regard.

Your company reported a total revenue of Rs. 3218.31 Lakhs And net Loss of Rs. 135.91 Lakhs during the period under review.

Your company is continuously working to add new products and market - both for domestic and international- in the supply portfolio of the company.

The manufacturing facility of your company is now fully operational and the facility is being utilized for

- Cattle feed manufacturing in mesh form under its own Brand 'ROHINI' as well as on job work basis.
- Pulverizing and mixing of herbs services on job work basis specially for The Himalaya Drugs Company.
- Despite all teething difficulties being faced, the company is moving ahead with a positive outlook and is hopeful of improved conditions in the current financial year.

DIVIDEND:

No dividend is recommended for the financial year 2016-17.

RESERVES:

No amount transferred to the general reserve during the year 2016-17.

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. 15 to the financial statement provided in this Annual Report.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES:

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

DEPOSITS:

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

QUALIFICATIONS, RESERVATION OR ADVERSE REMARK IN AUDIT REPORTS:

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

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

CHANGE IN THE NATURE OF BUSINESS:

The main activity of the company is the export of agri commodities, spices, feed meals etc., but to strengthen the domestic market and as a part of diversification of business, company started manufacturing cattle feed, job work of pulverizing of herbs, roots, medicinal plants spices & other grinding work from this year and exploring for new products and markets as well.

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. 31.03.2017) 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:

There was no subsidiary, joint venture or associate company of Unique Organics Limited during the year under review.

DETAILS OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS:

Your Company is both ethically and professionally managed. It has developed an internal structure with proper hierarchy, delegation of authority and ethical values so that assets are safeguarded and the transactions are properly authorized 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 financial control systems and helps them in managing any default on timely basis because of strong reporting mechanism followed by the company. The Internal Audit System of the company helps to bring out a systematic and disciplined approach to evaluate and improve the effectiveness of internal financial control.

LISTING OF SHARES:

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

CORPORATE GOVERNANCE:

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

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

BOARD MEETINGS:

The Board of Directors met 9 (nine) times during the financial year 2016-17, on 25.05.2016, 13.07.2016, 01.08.2016, 31.08.2016, 05.09.2016, 11.11.2016, 03.01.2017, 09.02.2017 and 28.03.2017. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013 read with rules thereunder and Listing Agreement/ SEBI (LODR) Regulations, 2015.

COMMITTEES OF DIRECTORS:

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

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

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.

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

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 of the SEBI (LODR) Regulations, 2015. The said policy includes criteria for determining qualifications, positive attributes, independence of directors and other matters provided. 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/cg.php>

DIRECTORS:

a) Changes in Directors and Key Managerial Personnel

- During the year, Mr. Dilip Kumar Joshi independent director (DIN: 01130637) resigned from the office due to personal reasons and short of time w.e.f. 23rd Dec. 2016.

b) Declaration by an Independent Director(s)

- Company received declarations from its independent directors Shri Dilip Kumar Joshi, Shri Sanjay Sharma and Shri Himanshu Chodhary under sub section (7) of section 149 of the Companies Act, 2013 confirming that they meet the criteria as laid down in Section 149(5) of the Companies Act, 2013 read with rules thereunder and SEBI (LODR) Regulations, 2015.

c) Performance Evaluation of Board and re-appointment

The company has developed and implemented a policy for formal annual evaluation. The Committee/Board evaluated 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 were 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/cg.php>

Mrs. Madhu Kondia, (DIN: 00207604) Director of the Company, retires at the ensuing Annual General Meeting and, being eligible, offers herself for re-appointment, in terms of provisions of Articles of Association of the Company. The Board recommends her re-appointment.

d) Familiarization Program for Directors:

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

DIRECTORS RESPONSIBILITY STATEMENT:

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

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

STATUTORY AUDITORS:

M/s A.K. Meharia & Associates, Chartered Accountants, Kolkata, were appointed as Statutory Auditors of your Company at the Annual General Meeting held on 18th August, 2015 for a term of five consecutive years (F.Y. 2015-16 to F.Y. 2019-20). As per the provisions of Section 139 of the Companies Act, 2013, the appointment of Auditors is required to be ratified by Members at every Annual General Meeting.

SECRETARIAL AUDITOR AND REPORT:

M/s Ruchi Jain & Associates, Company Secretaries, B-37, Ahinsha Marg, Jai Jawan Colony-I, Tonk Road, Jaipur (Raj.) were appointed as Secretarial Auditor to conduct the secretarial audit

of the company for the financial year 2016-17, as required under Section 204 of the Companies Act, 2013 and Rules thereunder. The secretarial audit report for the financial year 2016-17 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 Regulation 18 of the SEBI (LODR) Regulations, 2015, company has an audit committee comprising Shri J.P. Kanodia, managing director as Chairman of the Committee, Shri Sanjay Sharma, independent director & Shri. Himanshu Chodhary, independent director as members. The Committee functions with the powers and responsibilities as specified in the Companies Act, 2013 read with rules thereunder, Regulation 18 of the SEBI (LODR) Regulations, 2015 and other applicable law, if any.

VIGIL MECHANISM /WHISTLE BLOWER POLICY :

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

RISK MANAGEMENT POLICY/PLAN :

The Company has developed and established a risk management policy/ Plan for the Company which sets out a framework for identification of elements of Risk, if any which in the opinion of the Board may threaten the existence of the Company and has devised a proper system of risk management and internal compliance and control through its Board, Audit Committee, KMP's and other Senior personnel of the Company.

SHARE CAPITAL :

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

- a) **Issue of equity shares with differential rights**
The company didn't issue any equity shares with differential rights or other securities during the year under review.
- b) **Issue of sweat equity shares**
The company didn't issue any Sweat equity shares during the year under review.
- c) **Issue of employee stock options**
The company didn't issue any ESOP during the year under review.
- d) **Provision of money by company for purchase of its own shares by employees or by trustees for the benefit of employees**
Company didn't make any Scheme or Provision of money for purchase of its own shares by employees or by trustees

for the benefit of employees during the year under review.

CORPORATE SOCIAL RESPONSIBILITY (CSR):

Company has constituted the Corporate Social Responsibility (CSR) Committee of Directors in accordance with the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility) Rules, 2014. The brief outline of the CSR Policy, including overview of the programs/ activities undertaken/ to be undertaken, the composition of the CSR Committee, average net profit of the Company for the past three financial years are given in the policy. Company didn't spend on CSR during the financial year 2016-17, owing to losses maintained and non-availability of liquidity, as also explained in Annexure 7 to this Report. Details about the CSR Policy and initiative taken by the Company during the previous years are available on Company's website on investor page under CSR menu. <http://www.uniqueorganics.com/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:

Having 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:

(₹ in Lakhs)

Particulars		2016-17	2015-16
Foreign Exchange Earnings	Export Sales	2590.56	4427.76
Foreign Exchange Outgo:	Brokerage, claims & deductions Expenses	58.20	83.61
CIF Value of Imports		48.23	395.94

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 2016-17:

Industry structure and developments:

The de-oiled meals export during the start of the year 2016-17, showed sudden fall however, it started improving marginally during the end of the year. The decrease in export was concentrated not only to de-oiled meals but also spices, grains

and other products.

Domestic sector could also not remain unaffected from this. However, the growth prospects are still high as Rapeseed meal, Soyabean meal, Maize, etc are indigenous raw material for the cattle feed industry.

Despite various macro-economic challenges your company is expecting an increased growth rate during the year 2017-18 from collective efforts in exports and domestic sector.

Opportunities:

Management is of the opinion that the efforts must be made to utilize the strengths of the company. Since, your company has its own manufacturing set up which is fully operational also, more efforts are being made on the more organised marketing of the products and the services provided by your company.

Your company is backed by following major strengths:

- Continuous Marketing efforts
- Well established running manufacturing facility
- Goodwill in the market
- Team of professionals lead by active management

Threats:

As agriculture market is affected by unforeseen circumstances, your company might be affected by following factors:

- Weather conditions & uncertain Monsoon conditions.
- Government Policies/Fiscal policies.
- Price Volatility.
- Local market (demand & supply).
- International market (being cheaper in other countries may help them to be more price competitive).
- Changing purchasing patterns across the Globe.

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

Segment-wise performance:

a) Feed Products:

Cattle feed ingredients constitute the major portion in your company's product portfolio.

Though international prices are providing stiff competition to Indian origin products, your company is expecting the situation will improve with GST implication.

Hence, your company is of the view to keep the balanced marketing strategies strong enough and minimize the risk-taking practices as the market is not supportive.

b) Spices /Food:

Your company succeeded in generating business from various exhibitions and added new products in its kit.

With manufacturing facilities now being utilized, the company is making efforts for domestic expansion. Overall, the sector is showing positive outlook with lesser overhead expenses.

Outlook:

The outlook for the coming year 2017-18, is good. The company has already started promoting its Cattle Feed Brand 'ROHINI' and exploring more opportunities for its herbal processing plant.

In export segment also, new products and markets are gradual progress what steadily being added which is a good sign for future growth.

Risk and concerns:

Your company had a Risk Management Policy , which helps in identifying the existing and future risks , assessment of the risks viz-a-viz potential control measures.

The commodity based businesses are likely to be affected by weather, demand , currency rates, duties and taxes levied at a point of time , etc. The business will directly depend upon the growth of the cattle feed industry.

Macro-economic factors including political and economic developments, legislative changes , natural calamities , competitiveness, etc. which affect the agriculture sector would generally affect your company's business also.

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 out in completing the tasks, in a professional manner. All employees of the company have pre-defined roles to perform which are monitored from time to time and this 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:

Total revenue from operations showed a decline from Rs. 12517.76 lakhs to Rs. 3218.31 lakhs, decline by 74.47% in turnover, and profit after tax (PAT) from Rs. 94.15 lakhs to Rs. (135.91) lakhs, decline in profitability due to various micro and macro-economic factors.

Human Resources:

With a belief that employees are the assets of the company, your company is committed for proper utilization of its human

resources with an aim to achieve professional excellence and sustainable mutual growth. As on 31st March, 2017, Company has 15 Employees on its roll.

Cautionary Statement:

Some of the statements made in "Management Discussion & Analysis" describing projections, estimates ,company's objectives and planning may be somewhat forward looking within the meaning of applicable laws and regulations. The Actual results might differ substantially or materially 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 for maintaining confidence in 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: 19.08.2017

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

ANNEXURES TO THE BOARD OF DIRECTOR'S REPORT

Annexure 1 - Particulars of contracts/ arrangements made with related parties**FORM NO. AOC-2**

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

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain 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, 2017, which were not at Arm's length basis.

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

There were no contracts or arrangements or transactions entered into during the year ended March 31, 2017, which were at Arm's length basis.

For and on behalf of the Board

Place : Jaipur
Date : 19.08.2017

J.P. Kanodia
Managing Director
DIN: 00207554

Annexure 2 - Certificate of compliance of conditions of Corporate Governance

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

To the Members of

Unique Organics Limited

We have examined the compliance of conditions of corporate governance by Unique Organics Limited (the Company) for the year ended 31 March, 2017, as stipulated in regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and paragraph C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") with Stock Exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of 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, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing regulations.

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: 19.08.2017

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, amended from time to time:

- a) The information relating to managerial remuneration in terms of Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are detailed as under:-
- (i) The ratio of the remuneration of Whole Time Director (Managing Director) of the Company to the median remuneration of the employees of the Company for the financial year 2016-17:

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 22.24:1 (1 denotes median salary).

Note - Information is only in respect of Whole Time (Executive) Directors, who are on roll of the Company as on 31st March 2017. 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 are not paid any remuneration except sitting fees. For the calculation of median remuneration of employees of the Company, total remuneration paid during the year was taken of all employees except, trainees, helper and part-time. Employees joined/ left during the year were not considered for this calculation.

- (ii) The percentage increase in remuneration of each Whole Time Director, Chief Financial Officer and the Company Secretary of the Company, during the financial year 2016-17, are as under;
- Percentage increase in remuneration for Managing Director was NIL, Chief Financial Officer was 6.82% and Company Secretary was 21.10%.
- (iii) The percentage increase in the median remuneration of employees in the financial year;
- Median remuneration of employees of the Company increased by 6.66% during the financial year 2016-17, as compared to the financial year 2014-15.
- (iv) The number of permanent employees on the rolls of the Company;
- The Company had 15 permanent employees on its roll as on 31st March 2016 (excluding trainees).
- (v) Average percentile increase already made in the salaries of employees of the Company other than its Managerial Personnel (viz. Whole Time Directors of the Company) during the last financial year and its comparison with the

percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;

Average remuneration increase for Non Managerial Personnel of the Company during the financial year was 11.56% and the average remuneration increase for the Managerial Personnel of the Company was NIL. Remuneration increase is dependent on the Company's performance as a whole.

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

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

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

- (i) None of the employee was in receipt of remuneration for the year, in the aggregate, which was not less one crore and two lakh rupees;
- (ii) None of the employee employed for part of year that was in receipt of remuneration at a rate which, in the aggregate, was not less than Eight lakh and fifty thousand rupees per month.

Notes:

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

Annexure 4 - 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 Regulation 19 of the SEBI (LODR) Regulations, 2015. The Policy is also available on our website. At below web-link: <http://uniqueorganics.com/cg.php>

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 Regulation 19 of the SEBI (LODR) Regulations, 2015, 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/ Regulation 19 of the SEBI (LODR) Regulations, 2015, 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 anytime 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 1/3 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/ SEBI (LODR) Regulations, 2015 and also the formal annual evaluation made by the Board of Directors of its own performance (self-appraisals) and that of its committees and individual Directors as mentioned under the clause (p) of sub-section (3) of Section 134 of the Companies Act, 2013. The Nomination & Remuneration Committee shall evaluate the performance of the each Director as per subsection (2) of Section 178 and based on the functions of the Board of Directors as indicated under Schedule IV (as per section 149) annexed to the Companies Act, 2013 and the Rules made there under.

B. DEFINITIONS:

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

C. OBJECTIVE:

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

D. PROCEDURE FOR PERFORMANCE EVALUATION:

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

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

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

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

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

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

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

E-1. For Board & its Committees:

S.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 31.03.2017

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, 2017 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, 2017 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, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

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

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

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

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

We further report that

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

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

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

We further report that the Company has not spent CSR amount since previous year has carried forwarded the compliance of Corporate Social Responsibility to the next year and reasons of the same shall be provided in the Board's Report.

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

Place: Jaipur

Date: 19.08.2017

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 spends the amount on CSR activities through registered trust/Societies having good history in relevant activities. Given below the web-link to the CSR Policy and projects or programs available on Company's website: <http://www.uniqueorganics.com/csr.php>

2. Composition of CSR Committee: CSR Committee comprises Mrs. Madhu Kanodia (Chairperson of the Committee), Mr. Sanjay Sharma (Independent Director) and Mr. Himanshu Chodhary (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: ₹ 339.46 Lakhs.

4. Prescribed CSR Expenditure (2% of profits as stated in item 3 above): ₹ 6.79 Lakhs.

5. Details of CSR spent during the financial year:

(a) Total amount spent for the financial year 2016-17: NIL.

(b) Amount unspent, if any: (2016-17) ₹ 6.79 Lakhs.

(2015-16) ₹ 8.09 Lakhs.

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

1	2	3	4	5	6	7	8
Sr. No.	CSR project activity identified	Sector in which the project is covered	Project/ Programmes 1. Local area/ others 2. Specify the state/ district (Name of the District, State & where project/ programme was undertaken)	Amount outlay (budget)/ project/ programme wise	Amount spent on the project/ programme Sub-heads: 1. Direct expenditure on project, 2. Other heads	Contribution spent upto to the reporting period. (2016-17)	Amount spent: Direct through implement ing agency
-	NIL	N.A.	N.A.	NIL	NIL	NIL	N.A.

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

CSR Committee recommended that turnover, profitability and cash flow being adverse resulted into losses and thus has no liquidity even for day to day activities. Board discussed that the

year 2016-17 was a critical period both for Exports and domestic markets.

7. During the year Company did not spend amount on CSR programmes/ projects/ activities due to acute shortage of funds.

Jaipur, 19.08.2017

J. P. Kanodia
(Managing Director)

Madhu Kanodia
(Chairperson-CSR Committee)

Annexure 8 - Extract of Annual Return as on financial year ended on 31.03.2017

Pursuant to Section 92 (B) 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	[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: 033-22430159, 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	NK Code of the Product/service	% to total turnover of the company
1	Rice Bran Extraction	10106/Manufacture of oil Cale & meals incl. residual products	56.50%

III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

Sl No	Name & Address of the Company	CIN/SLN	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	2,164,569.00	-	2,164,569.00	36.36	2,164,569.00	-	2,164,569.00	36.36	-
b) Central Govt. or State Govt.	-	-	-	-	-	-	-	-	-
c) Bodies Corporates	-	-	-	-	-	-	-	-	-
d) Bank/FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
SUB TOTAL [A] [1]	2,164,569.00	-	2,164,569.00	36.36	2,164,569.00	-	2,164,569.00	36.36	-
[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]	2,164,569.00	-	2,164,569.00	36.36	2,164,569.00	-	2,164,569.00	36.36	-
B. PUBLIC SHARE HOLDING									
[1] Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/FI	-	-	-	-	-	-	-	-	-
c) Central govt	-	-	-	-	-	-	-	-	-
d) State Govt.	-	-	-	-	-	-	-	-	-
e) Venture Capital Fund	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FII/S	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
SUB TOTAL [B][1]:	-	-	-	-	-	-	-	-	-
[2] Non Institutions									
a) Bodies corporates									
i) Indian	168,060.00	79,200.00	247,260.00	4.15	199,609.00	79,200.00	278,809.00	4.68	0.53
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakhs	1,326,648.00	1,180,800.00	2,507,448.00	42.12	1,352,512.00	1,156,000.00	2,508,512.00	42.14	0.02
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	817,338.00	151,100.00	968,438.00	16.27	787,875.00	151,100.00	938,975.00	15.77	(0.49)
c) Others (NRI)	27,685.00	37,600.00	65,285.00	1.10	25,085.00	37,100.00	62,185.00	1.04	(0.05)
SUB TOTAL [B][2]:	2,339,731.00	1,448,700.00	3,788,431.00	63.64	2,365,031.00	1,423,400.00	3,788,431.00	63.64	-
Total Public Shareholding [B]= [B][1]+[B][2]	2,339,731.00	1,448,700.00	3,788,431.00	63.64	2,365,031.00	1,423,400.00	3,788,431.00	63.64	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total [A+B+C]	4,504,300.00	1,448,700.00	5,953,000.00	100.00	4,529,600.00	1,423,400.00	5,953,000.00	100.00	-

(ii) Shareholding of Promoters

Sl 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	158175	2.66	0.00	0.00
	Total	2164569	36.36	0.00	2164569.00	36.36	0.00	0.00

(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	158175	2.66	158175	2.66
	Changes during the year	-	-	158175	2.66
	At the End of the year	158175	2.66	158175	2.66

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

Name of the Top Ten Shareholder	RAJASTHAN GLOBAL SECURITIES PRIVATE LIMITED		AJIT KUMAR KHANDEWAR		ANITA VISHAL SHAH JTY. V. SHAH BAMESHAL SHAH		AGGRESSIVE FINANCE & INVESTMENTS PVT LTD		LAJITH CHANDUL SHAH		ASHOK VISWANATHAN JTY. LAKSHMI L BHAJATHAN		MAHJUCHANDUL SHAH		DHEEBAI KUMAR LOHIA HUJ		N B PRADEEP KUMAR		SONAL GOREBARA	
	No. of Shares	Pro. of Shareholding (%)	No. of Shares	Pro. of Shareholding (%)	No. of Shares	Pro. of Shareholding (%)	No. of Shares	Pro. of Shareholding (%)	No. of Shares	Pro. of Shareholding (%)	No. of Shares	Pro. of Shareholding (%)	No. of Shares	Pro. of Shareholding (%)	No. of Shares	Pro. of Shareholding (%)	No. of Shares	Pro. of Shareholding (%)	No. of Shares	Pro. of Shareholding (%)
At the beginning of the year	64850	1.09	64300	1.08	48000	0.81	45000	0.76	42400	0.71	42159	0.71	39500	0.56	31179	0.53	30046	0.50	25010	0.42
		Cumulative Shareholding during the year		Cumulative Shareholding during the year		Cumulative Shareholding during the year		Cumulative Shareholding during the year		Cumulative Shareholding during the year		Cumulative Shareholding during the year		Cumulative Shareholding during the year		Cumulative Shareholding during the year		Cumulative Shareholding during the year		Cumulative Shareholding during the year
Date of change																				
10-Jun-2016	64850	1.09	64300	1.08	48,000	0.81	45,000	0.76	42,400	0.71	42,159	0.71	39,500	0.56	-	0.00	30,046	0.50	25,010	0.42
8-Jul-2016	64850	1.09	64300	1.08	48,000	0.81	45,000	0.76	42,400	0.71	42,159	0.71	39,500	0.56	-	0.00	30,046	0.50	22,010	0.37
15-Jul-2016	64850	1.09	64300	1.08	48,000	0.81	45,000	0.76	42,400	0.71	42,159	0.71	39,500	0.56	-	0.00	30,046	0.50	15,010	0.25
28-Jul-2016	96,311	1.63	64,300	1.08	48,000	0.81	45,000	0.76	42,400	0.71	42,159	0.71	39,500	0.56	-	0.00	30,046	0.50	-	0.00
31-Dec-2016	96,311	1.63	64,300	1.08	48,000	0.81	45,000	0.76	42,400	0.71	42,159	0.71	39,500	0.56	-	0.00	29,046	0.49	-	0.00
27-Jan-2017	96,311	1.63	64,300	1.08	48,000	0.81	45,000	0.76	42,400	0.71	42,159	0.71	39,500	0.56	-	0.00	25,853	0.43	-	0.00
3-Feb-2017	96,311	1.63	64,300	1.08	48,000	0.81	45,000	0.76	42,400	0.71	42,159	0.71	39,500	0.56	-	0.00	21,000	0.35	-	0.00
10-Feb-2017	96,311	1.63	64,300	1.08	48,000	0.81	45,000	0.76	42,400	0.71	42,159	0.71	39,500	0.56	-	0.00	20,000	0.34	-	0.00
31-Mar-2017	96,311	1.63	64,300	1.08	48,000	0.81	45,000	0.76	42,400	0.71	42,159	0.71	39,500	0.56	-	0.00	20,000	0.34	-	0.00
AT THE END OF THE FISCAL YEAR	96,311	1.63	64,200	1.08	48,000	0.81	45,000	0.76	42,400	0.71	42,159	0.71	39,500	0.56	-	0.00	20,000	0.34	-	0.00

Note:

All changes are due to Purchase/Sale of Shares.

The above information is based on the beneficial position received from Depositories.

Date of Separation of shareholders from top ten shareholders are as under:

1. Dheeraj Kumar Lohia - 10/06/2016
2. SONAL GOREBARA - 22/07/2016.

(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	Mr. 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	Mrs. 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	Mr. Dilip Kumar Joshi-Director*				
	At the beginning of the year	-	-	-	-
	Changes during the year	-	-	-	-
	At the End of the year	-	-	-	-
4	Mr. Sanjay Sharma-Director				
	At the beginning of the year	-	-	-	-
	Changes during the year	-	-	-	-
	At the End of the year	-	-	-	-
5	Mrs. Vinita Mishra-Director				
	At the beginning of the year	-	-	-	-
	Changes during the year	-	-	-	-
	At the End of the year	-	-	-	-
6	Mr. Himanshu Chodhary-Director				
	At the beginning of the year	-	-	-	-
	Changes during the year	-	-	-	-
	At the End of the year	-	-	-	-
7	Mr. Harish Panwar-KMP				
	At the beginning of the year	70	0	70	0
	Changes during the year	-	-	-	-
	At the End of the year	-	-	-	-
8	Mr. Ramavtar Jangid-KMP				
	At the beginning of the year	10	0	10	0
	Changes during the year	-	-	-	-
	At the End of the year	-	-	-	-

*Resigned from office w.e.f. 23.12.2016.

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	121,424,385.04	-	-	121,424,385.04
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	121,424,385.04	-	-	121,424,385.04
Change in Indebtedness during the financial year				
Additions	-	-	-	-
Reduction	55159371.29	-	-	55159371.29
Net Change	(55159371.29)	-	-	(55159371.29)
Indebtedness at the end of the financial year				
i) Principal Amount	66265463.75	-	-	66265463.75
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	66265463.75	-	-	66265463.75

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		8,400,000.00

B. Remuneration to other directors:

Sl.No	Particulars of Remuneration	Name of the Directors			Total Amount
		Mr. Himanshu Chodhary**	Mr. Dilip Kumar Joshi	Mr. Sanjay Sharma	
1	Independent Directors				
	(a) Fee for attending board committee meetings	15,500.00	9,500.00	6,000.00	31,000.00
	(b) Commission	-	-	-	-
	(c) Others, please specify	-	-	-	-
	Total (1)	15,500.00	9,500.00	6,000.00	31,000.00
2	Other Non Executive Directors	Mrs. Madhu Kanodia	Mrs. Vinita Mishra	Total Amount	
	(a) Fee for attending board committee meetings	7,500.00	5,000.00	12,500.00	
	(b) Commission	-	-	-	
	(c) Others, please specify.	-	-	-	
	Total (2)	7,500.00	5,000.00	12,500.00	
	Total (B)=(1+ 2)			43,500.00	
	Total Managerial Remuneration (A+ B)			60,43,500.00	
	Overall Ceiling as per the Act.			N.A.	

*Resigned from office w.e.f. 23.12.2016.

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	Mr. Ramavtar Jangid	Mr. Harish Panwar	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	3,14,483.00	5,30,383.00	8,44,866.00
	(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	3,14,483.00	5,30,383.00	8,44,866.00

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.

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

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

(A) Conservation of energy-

- (i) the steps taken or impact on conservation of energy: Company is chiefly engaged in trading activities, 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: 19.08.2017

J. P. Kanodia
Managing Director
DIN: 00207554

CORPORATE GOVERNANCE REPORT

(Forming part of the Directors' Report for the year ended 31st March, 2017)

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 SEBI (LODR) Regulations, 2015.

2. Board of Directors:

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

The following members constitute the Board:

S. No.	Name of Directors	Executive/ Non-Executive / Independent	Shareholding in the Company
1	Mr. J.P. Kanodia	Executive (Promoter)	642484 (10.79%)
2	Mrs. Madhu Kanodia	Non-executive Non Independent (Promoter)	535100 (8.99%)
3	Mr. Dilip Kumar Joshi #	Independent Non-executive	-
4	Mr. Sanjay Sharma	Independent Non-executive	-
5	Mrs. Vinita Mishra	Non-executive Non Independent	-
6	Mr. Himanshu Chodhary	Independent Non-executive	-

#Resigned from the Board w.e.f. 13.12.2016.

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

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

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

Name of the Directors	No. of Board meetings attended during the year	Whether present at AGM
Mr. J.P. Kanodia	9/9	YES
Mrs. Madhu Kanodia	9/9	YES
Mr. Dilip Kumar Joshi #	6/6	YES
Mr. Sanjay Sharma	9/9	YES
Mrs. Vinita Mishra	8/9	YES
Mr. Himanshu Chodhary	9/9	NA

#Resigned from the Board w.e.f. 23.12.2016.

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

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

#Resigned from the Board w.e.f. 04.02.2016.

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

During the year under review, the Board of Directors met 9 (nine) times during the financial year 2016-17, on 25.05.2016, 13.07.2016, 01.08.2016, 31.8.2016, 05.09.2016, 11.11.2016, 03.01.2017, 09.02.2017 and 28.03.2017. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013 read with rules thereunder and SEBI (LODR) Regulations, 2015.

e) Disclosure of interest between directors inter-se:

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

f) Share held by non-executive directors: None of the non-executive directors holds any shares in the Company.

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

3. Audit Committee:

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

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

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

- (ii) Composition, name of members and Chairperson, meetings and attendance during the year: The Audit Committee of the Company is constituted in line with Section 177 of the Companies Act, 2013.

During the year under review four meetings of the committee were held on 25.05.2016, 01.08.2016, 11.11.2016 and 09.02.2017.

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

Name of the Director	Status	Number of meetings during the year 2016-17	
		Held	Attended
Mr. J.P. Kanodia #	Member/Chairman	4	4
Mr. Dilip Kumar Joshi*	Member/Chairman	3	3
Mr. Sanjay Sharma##	Member	1	1
Mr. Himanshu Chodhary	Member	4	4

#appointed as Chairman of the Committee w.e.f.03.01.2017.

* Resigned from the Board and Chairman of the Committee w.e.f. 23.12.2016.

##Appointed as Member of the Committee w.e.f. 23.12.2016.

4. Nomination and Remuneration Committee:

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

Duties and Responsibilities of Committee are as under:

- " The Nomination and Remuneration Committee shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.
- " The Nomination and Remuneration Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
- " The Nomination and Remuneration Committee shall, while formulating the policy ensure that-
 - o The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
 - o Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - o Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.
- (ii) Composition, name of members and Chairperson, meetings and attendance during the year: During the year under review, two meetings of the committee were held on 13.06.2016 & 28.03.2017.

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

Name of the Director	Status	Number of meetings during the year 2015-16	
		Held	Attended
Mr. Himanshu Chodhary#	Chairman	2	2
Mr. Dilip Kumar Joshi*	Chairman	1	1
Mrs. Vinita Mishra	Member	1	1
Mr. Sanjay Sharma	Member	1	1

* Resigned from the Board and Chairman of the Committee w.e.f. 23.12.2016.

#Mr. Himanshu Chodhary, independent director, was appointed as Chairman of the Committee w.e.f.03.01.2017.

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

5. Remuneration of Directors:

- (i) **Remuneration Policy:** Company has constituted Nomination and Remuneration Committee and adopted Nomination and Remuneration Policy which is being formulated in compliance with Section 178 of the Companies Act, 2013 read with rules thereunder and Clause 49 of the Listing Agreement/ SEBI (LODR) Regulations, 2015. The said policy includes criteria for determining qualifications, positive attributes, independence of directors and other matters provided under Sub Section 3 of the Section 178 of the Companies Act, 2013. The said policy is appended as Annexure 4 of Board's Report in this Annual Report.

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

- (ii) **Criteria of making payments to non-executive directors:** Criteria of making payments to non-executive directors are well disclosed on the website of the Company on the following link: <http://www.uniqueorganics.com/cg.php>
- (iii) **Details of remuneration to all the directors for the year ended 31.03.2017:** Disclosure on the remuneration of directors as required under Schedule V(C) of SEBI (LODR) Regulations, 2015 are as follows:

Name of the Director	Salary (Rs.)	Sitting Fees	Stock Options	Bonus/ Incentive	Commis sion	Pension	Total Remuneration (Rs.)
Mr. J. P. Kanodia	60,00,000	-	-	-	-	-	60,00,000
Mrs. Madhu Kanodia	-	7,500	-	-	-	-	7,500
Mr. Dilip Kumar Joshi	-	9,500	-	-	-	-	9,500
Mr. Sanjay Sharma	-	6,000	-	-	-	-	6,000
Mrs. Vinita Mishra	-	5,000	-	-	-	-	5,000
Mr. Himanshu Chodhary	-	15,500	-	-	-	-	15,500

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

6. Stakeholders Relationship Committee/ Shareholders' Grievance Committee:

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

The Committee comprises of two directors. The chairman of the Committee is independent director.

The composition of the Committee alongwith meeting and attendance is as under:

Name of the Director	Status	Number of meetings during the year 2015-16	
		Held	Attended
Mrs. Vinita Mishra	Member	1	1
Mr. Himanshu Chodhary	Chairman	1	1

During the year under review one meeting of the Committee was held on 28.03.2017. No complaint/ grievance was received regarding dematerialization of shares and non-receipt of annual report etc.

The status of investor complaints received during the year is as follows:

Number of Complaints received during the year	NIL
Number of Complaints resolved during the year	NIL
Number of Complaints not solved to the satisfaction of shareholders	NIL
Number of Complaints pending as on 31.03.2017	NIL

7. Share Transfer Committee:

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

The Committee comprises one independent directors one non executive director and one executive director. The chairman of the Committee is executive director.

During the year under review fourteen meetings of the Committee were held on 08.04.2016, 18.04.2016, 25.04.2016, 20.06.2016, 11.07.2016, 22.08.2016, 28.09.2016, 24.10.2016, 19.12.2016, 16.01.2017, 27.01.2017, 09.02.2017, 27.02.2017 and 27.03.2017.

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

Name of the Director	Status	Number of meetings during the year 2015-16	
		Held	Attended
Mr. J. P. Kanodia	Chairman	14	14
Mr. Dilip Kumar Joshi #	Member/ Chairman	9	9
Mrs. Madhu Kanodia ##	Member	5	5
Mr. Himanshu Chodhary	Member	14	14

Resigned from the Board and Committee membership w.e.f. 23.12.2016.

##Appointed as member in Committee w.e.f. 04.02.2017.

8. Corporate Social Responsibility (CSR) Committee:

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

The roll and responsibilities of the Committee is as below:

- 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.

During the year under review one meeting of the Committee was held on 28.03.2017.

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

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

Name of the Director	Status	Number of meetings during the year 2015-16	
		Held	Attended
Mrs. Madhu Kanodia	Chairperson	1	1
Mr. Sanjay Sharma	Member	1	1
Mr. Himanshu Chodhary	Member	1	1

9. Independent Directors' Meeting:

The Independent Directors of the Company met on 28th March 2017 without the presence of the Managing Director, Whole-time Directors, Non-Independent Directors and the Management Team of the Company. Both Independent Directors attended the said meeting in person. The Independent Directors discussed the matters as required under the relevant provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015. They expressed satisfaction on the compliances made.

10. Code of Conduct & Ethics:

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

11. Code of Conduct For Prevention of Insider Trading:

Under provisions of SEBI (Prohibition of Insider Trading) Regulations 2015, Company has formulated a code of conduct for prevention of insider trading. The code is applicable to all the directors and designated personnel. The trading window is closed at the time of declaration of results, dividend and other material events. The Company has taken yearly disclosures under said regulations from Directors/officers/designated employees.

12. General Body Meetings :

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

AGM	Day and Date	Time	Location
22 nd	Wednesday, 16.07.2014	11:30AM	E-521 , Sitapura Industrial Area, Sitapura, Tonk Road, Jaipur-302022 (Raj.)
23 rd	Tuesday, 18.08.2015	11:30AM	E-521 , Sitapura Industrial Area, Sitapura, Tonk Road, Jaipur-302022 (Raj.)
24 th	Friday, 02.09.2016	12:30PM	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
22 nd	Wednesday, 16.07.2014	Resolution No.6: Increase in Remuneration of Managing Director.
23 rd	Tuesday, 18.08.2015	NL
24 th	Friday 02.09.2016	Resolution No.5: Approval for alteration of Artides of Association. Resolution No.6: Re- appointment of Mr. J.P. Kanodia, Managing Director.

(iii) Resolutions passed by way of Postal Ballot: During the year under review: No Postal Ballot meeting was held.

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

(v) Procedure for Postal ballot: The Postal Ballot exercise is conducted in accordance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014. The Company appoints an eligible person as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

13. Dividend History and Unclaimed/ Unpaid Dividend:

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

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

Unclaimed Dividend:

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

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

14. Means of Communication:

- (i) The quarterly, half yearly and annual results are published in Newspapers. Information released to the press at the time of declaration of result is also being sent to Bombay Stock Exchange where the shares of the company are listed for the benefit of investors. Company's full Annual Report, shareholding pattern, Corporate Governance Report, Financial Results, other News, events were also posted on company's website at the following web-link: <http://www.uniqueorganics.com/companyinfo.php>
- (ii) The financial results of the Company are normally published in the Financial Express/Mint and Young Leader (Hindi).
- (iii) The information also displayed on Company's website under investors page at following web-link: <http://www.uniqueorganics.com/financial.php>
- (iv) 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 and the same also displayed on Companies website under investors page at following web-link: <http://www.uniqueorganics.com/press.php>
- (v) The Presentations made to the analysts/ institutional investors are also placed on the website of the Company.

15. General Shareholder Information:

- (i) **AGM:** Date, time and venue: Tuesday, the 26th September, 2017 at 11:30 A.M., at E-521, Sitapura, Industrial Area, Sitapura, Tonk Road, Jaipur-302022 (Raj.)
- (ii) **Financial Year:** Company's financial year covers the period from April 1st to March 31st. Tentative Financial Calendar of the company for the year 2017-18 is as under:

Quarterly Results for:

- a) First quarter ending June 30, 2017 : on or before Aug 14, 2017.
- b) Half year ending Sept. 30, 2017 : on or before Nov 15, 2017.
- c) Third quarter ending Dec.31, 2017 : on or before Feb 14, 2018.
- d) Annual/Fourth quarter ending March 31, 2018: on or before 30th May, 2018.
- (iii) **Date of Book Closure:** From 20.09.2017 to 26.09.2017 (both days inclusive).
- (iv) **Dividend Payment Date:** No dividend declared for the year 2016-17.
- (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. Company's 5953000 equity shares of ₹ 10/- each are listed at BSE with the following details:

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

The annual listing fees for the financial year 2017-18 have been paid by the Company.

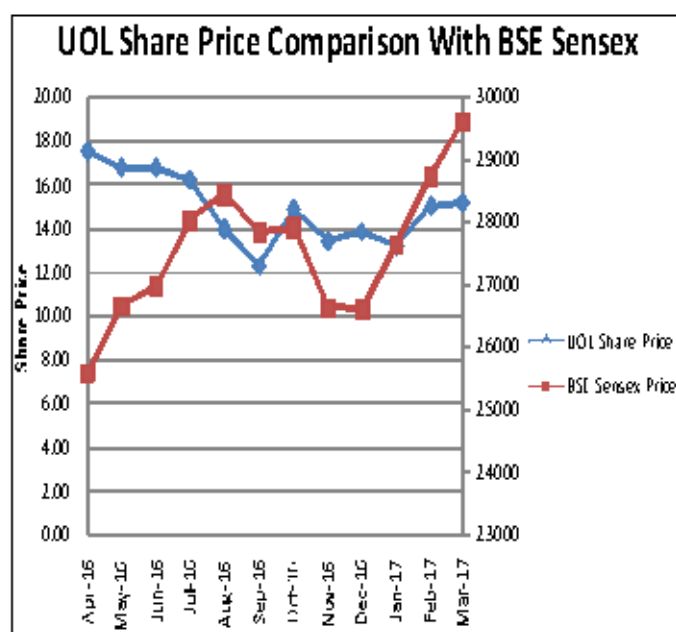
- (vi) **Stock Code:** Bombay Stock Exchange Limited (BSE) : 530997

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 financial year 2016-17 on the BSE, was as under:

Month	High Price	Low Price	Volume
Apr-16	18	15.05	68445
May-16	18.5	15.25	83144
Jun-16	18	14.8	119574
Jul-16	18.35	15.7	97026
Aug-16	16.8	13.65	53435
Sep-16	16.8	12.25	50760
Oct-16	15.2	12.5	44854
Nov-16	16	12.01	54177
Dec-16	17	12.3	44813
Jan-17	15.2	12.51	37756
Feb-17	15.56	12.3	107881
Mar-17	18.05	13.55	122771

- (viii) **Performance in comparison to BSE SENSEX:**



Months	UOL Share Price	BSE Sensex Price
Apr-16	17.55	25606.62
May-16	16.80	26667.96
Jun-16	16.80	26999.72
Jul-16	16.25	28051.86
Aug-16	14.00	28452.17
Sep-16	12.30	27865.96
Oct-16	14.89	27930.21
Nov-16	13.44	26652.81
Dec-16	13.89	26626.46
Jan-17	13.2	27655.96
Feb-17	15.07	28743.32
Mar-17	15.2	29620.50

No. of shares	no. of share holders	% to total share holders	share Amount, Nominal Value	% to total Capital
001-500	3333	75.97	937692	15.75
501-1000	548	12.49	457302	7.68
1001-2000	250	5.7	382896	6.43
2001-3000	83	1.89	207242	3.48
3001-4000	26	0.59	94169	1.58
4001-5000	48	1.09	219696	3.69
5001-10000	46	1.05	337632	5.67
10001-50000	46	1.05	901777	15.15
50001-100000	3	0.07	250025	4.20
100001 & ABOVE	4	0.09	2164569	36.36
Total	4387	100.00	5953000	100.00

(ix) Registrar & Share Transfer Agent:

The Registrar & Share Transfer Agent deals with all shareholders communications regarding change of address, transfer of shares, change of mandate, demat of shares, non-receipt of dividend etc. The address/contact details of the Registrar & Share Transfer Agent is as follows:

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

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

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

As required by SEBI, a Share Capital Audit was also conducted on a quarterly basis by Senior Practicing Company Secretary, Mr. C.M. Bindal of C.M. Bindal & Company, Company Secretaries, Jaipur to reconcile the total admitted Capital with NSDL & CDSL and the total issued and listed capital. The audit confirmed that the total issued/paid up capital was in agreement with the aggregate of the total number of shares in physical form and the total number of demat shares held with NSDL and CDSL.

(xi) Distribution of shareholding and Shareholding Pattern:

- a) Distribution of Shareholding as on 31.3.2017:

- b) Shareholding Pattern as on 31.3.2017 (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	-	-	-	-	-
Institutions, Ins. Companies (Central/State Govt. Inst., Non-Govt Inst.)	-	-	-	-	-
Foreign Inst. Investors	-	-	-	-	-
Corporate Bodies	66	278,809	199,609	4.68	3.35
Indian Public	4,266	3,447,487	2,140,387	57.91	35.95
NRI's	51	62,135	25,035	1.04	0.42
Grand Total	4,387	5,953,000	4,529,600	100.00	76.09

- (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 76.09% of the paid up capital have so far been dematerialized by investors as on 31.3.2017. The company's equity shares continue to be listed with Bombay Stock Exchange (BSE) which has nationwide trading terminals with good liquidity.

- (xiii) Company has not issued any GDRs/ADRs/Warrants or any other Convertible instruments.
- (xiv) The Company maintains and operates Exchange Earning's Foreign Currency (EEFC) account through which foreign currency transactions/ exposures are being handled. Exchange differences on account of conversion of foreign currency transactions are recognized as income/ expenses, as the case may be, in the financial statements. Company hedges the currency fluctuations through forward covers/ options/ swaps through its AD (Bank) from time to time to minimize the risk factor as well insuring the profit parameter.

- (xv) Plant is located at its registered office address. Location of plant is forming part of this report.
- (xvi) **Address for correspondence:** Shareholders can have correspondence at the following addresses for Demat, physical transfer, dividend payment, address change and other grievance if any:
- a) **Registrar & Share Transfer Agent:**
ABS Consultant Pvt. Ltd.
99, Stephen House, 6th Floor, 4,
B.B.D. Bag, (East) Kolkata-700001 (W.B.)
Phone: 033-22301043, Fax: 033-22430153
E-mail: absconsultant@vsnl.net
- b) **Registered Office & Works:**
E-521, Sitapura Industrial Area, Jaipur-302022 (Raj.)
Phone: +91-141-2770315, Fax: +91-141-2770509
E-mail: unique@uniqueorganics.com
- c) **City Office:**
O-407, Arihant Plaza, Calgary Eye Hospital Road,
Malviya Nagar, Jaipur-302017 (Raj.)
Phone: +91-141-2521804, Fax: +91-141-2523663
E-mail: compliance@uniqueorganics.com
Website: www.uniqueorganics.com
- (xvii) **Name & Designation of Compliance Officer:**
Mr. Ramavtar Jangid, Company Secretary of the company is also the Compliance Officer of the company for complying with the provisions of Securities Law, Listing Agreement, SEBI (LODR) Regulations, 2015, Company Law and SEBI Rules & Regulations. His Email id is: compliance@uniqueorganics.com

16. Other Disclosures:

- (i) Materially significant related party transactions: There were no transactions which were of a materially significant nature undertaken by the Company with its promoters, directors or management or their relatives that may have a potential conflict with the interests of the Company.
- (ii) Details of non-compliance by the Company: There were no non-compliances by the Company and no penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during last three years.
- (iii) Establishment of Vigil Mechanism/ Whistle Blower Policy: In compliance of the provisions of Section 177 of the Companies Act, 2013 and amended Clause 49 of Listing Agreement/ SEBI (LODR) Regulations, 2015, Unique Organics Limited, being a Listed Company has established a Vigil (Whistle Blower) Mechanism and formulated a Policy in order to provide a framework for responsible and secure whistle blowing/vigil mechanism to the directors and employees of the Company to report genuine concerns to the Board and Chairman of the Audit Committee. The Vigil (Whistle Blower) Mechanism aims to provide a channel to the Directors and employees to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the Codes of Conduct or policy. The mechanism provides for adequate safeguards against victimization of Directors and employees to avail of the mechanism and

also provides for direct access to the Chairman of the Audit Committee in exceptional cases. This neither releases employees from their duty of confidentiality in course of their work, nor can it be used as a route for raising malicious or unfounded allegations about a personal situation. The Policy is an extension of the Code of Conduct for Directors & Senior Management Personnel and covers disclosure of any unethical and improper or malpractices and events which have taken place/ suspected to take place. All Directors and Employees of the Company are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company. The details of the Whistle blower Policy and Vigil Mechanism are available on the Company's website at: <http://www.uniqueorganics.com/cg.php>

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

17. Auditors Certificate on Corporate Governance:

The company has obtained a certificate from its auditors regarding compliance of conditions of corporate governance as stipulated in the listing agreement with Bombay Stock Exchange/ SEBI (LODR) Regulations, 2015. The said corporate governance certificate is appended to Board's Report as Annexure 2, forming part of this Annual Report.

CERTIFICATE FROM MANAGING DIRECTOR & CFO

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

- A. We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2017, and that to the best of our knowledge and belief:
1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 2. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year

ended 31.03.2017 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.

Compliance with the Code of Conduct by the Directors' & Members of the Senior Management of the Company for the Financial Year 2016-17.

This is to confirm that the Company has adopted the Code of Conduct for its Directors and Senior Management Personnel. The Code of Conduct is posted on the website of the Company. I confirm that the Company has in respect of the financial year ended 31.03.2017, received from the senior management personnel of the Company and the members of the Board, a declaration of compliance with the Code of Conduct as applicable to them.

J.P. Kanodia
Managing Director
DIN: 00207554

Jaipur, 19.08.2017

For **Unique Organics Limited**

Jaipur, 19.08.2017

Harish Panwar
(Chief Financial Officer)

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, 2017, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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, 2017;
- (b) in the case of the statement of Profit and Loss, of the loss 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, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure a 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 2017, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2016, from being appointed as a director in terms of sub-section (2) of section 154 of the Companies Act, 2013.
 - (f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
 - (g) with respect to the other matters included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanation given to us:
 - i) The Company has disclosed the impact of pending litigations on its financial positions in its financial statements, if any.
 - ii) The Company has made provisions, as required under the applicable law or Accounting Standards, for material foreseeable losses, if any, on long term contracts including derivative contracts.
 - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv) The Company has provided requisite disclosures in the financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016. Based on audit procedures and relying on the management representation we report that the disclosures are in accordance with books of account maintained by the Company and as produced to us by the Management;

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

A. K. Meharia
Partner
Membership Number: 053918

Place: Kolkata
Dated: 27th May, 2017

ANNEXURE 'A' TO THE AUDITOR'S REPORT

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

- i) a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets
- b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- ii) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable. No material discrepancies were noticed.
- iii) The company has not granted loans, secured or unsecured, to Companies, firms, LLPs or other parties, covered in the register maintained under section 189 of the Companies Act, 2013. Therefore, provisions of clause (iii) (a) (b) and (c) of the said order are not applicable.
- iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans, investments, guarantee and security made, where ever applicable.
- v) In our opinion and according to the information and explanations given to us, the Company has not accepted deposits in terms of the provisions of section 73 to 76 of the Companies Act, 2013 and the Rules framed there under and the directives issued by the Reserve Bank of India.
- vi) 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) According to the information and explanations given to us and on the basis of our examination of the records of the Company, undisputed statutory dues including provident fund, income-tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of statutory dues were in arrears as at 31 March 2016 for a period of more than six months from the date they became payable.
- b) According to the information and explanations given to us, there are no statutory dues in respect of income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax have not been deposited with the appropriate authorities on account of any dispute.
- viii) Based on our audit procedure and on the basis of information and explanations given by the management, the Company has not defaulted in repayment of loans or borrowings to financial institutions, banks or government. The Company has not issued any debentures.
- ix) To the best of our knowledge and belief and according to the information and explanations given to us, the company has not raised money by way of initial public offer or further public offer and has not taken any term loan. Other loans from bank were applied for the purpose for which these were obtained.
- x) In our opinion and according to information and explanations given to us, no fraud by the company or on the Company by its officers/ employee has been noticed or reported during the course of our audit.
- xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him.
- xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For A.K. Meharia & Associates
Chartered Accountants

(A. K. Meharia)
Partner

Membership No. 53918
Firm Reg. No. 324666E

Place: Kolkata
Dated: 27th May, 2017

ANNEXURE 'B' TO THE AUDITOR'S REPORT

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

We have audited the internal financial controls over financial reporting of UNIQUE ORGANICS LIMITED ("the Company") as of 31 March 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For A.K. Meharia & Associates
Chartered Accountants

(A. K. Meharia)
Partner

Membership No. 53918
Firm Reg. No. 324666E

Place: Kolkata
Dated: 27th May, 2017

UNIQUE ORGANICS LIMITED

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

BALANCE SHEET AS AT 31ST MARCH, 2017

 (Amount in ₹)
AS AT

	NOTES	AS AT 31ST MARCH, 2017	31ST MARCH, 2016
<u>EQUITY AND LIABILITIES</u>			
<u>Shareholders Fund</u>			
Share Capital	2	59,683,500.00	59,683,500.00
Reserve & Surplus	3	53,293,596.85	66,884,581.99
<u>Non-Current Liabilities</u>			
Deferred Tax Liabilities (Net)	4	2,204,881.00	2,201,945.00
Long Term Provisions	5	379,578.00	317,760.00
<u>Current Liabilities</u>			
Short Term Borrowings	6	66,265,463.75	121,424,835.04
Trade Payables	7	4,642,856.50	21,289,919.00
Other Current Liabilities	8	15,979,478.51	12,571,713.81
Short Term Provisions	9	171,559.00	4,858,203.00
	Total	202,620,913.61	289,232,457.84
<u>ASSETS</u>			
<u>Non-Current Assets</u>			
Fixed Assets	10		
Tangible Assets		15,101,658.93	16,036,993.45
Intangible Assets		115,949.76	141,739.93
Long Term Loans & Advances	11	187,922.00	165,922.00
<u>Current Assets</u>			
Inventories	12	26,895,114.97	28,662,955.06
Trade Receivables	13	145,594,312.60	218,465,507.93
Cash & Bank Balances	14	5,302,760.66	3,550,455.40
Short Term Loans & Advances	15	4,041,754.67	7,170,565.20
Other Current Assets	16	5,381,440.02	15,038,318.87
	Total	202,620,913.61	289,232,457.84
Significant Accounting Policies	1		

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

As per our report of even date

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

Sd/-
(A.K Meharia)
Partner

Membership Number 053918

Place: Kolkata

Date: 27th May, 2017

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

Sd/-
Harish Panwar
 (Chief Financial Officer)

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

Sd/-
Ramavtar Jangid
 (Company Secretary)

UNIQUE ORGANICS LIMITED

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

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2017

(Amount in ₹)

	NOTES	For the Year 2016 - 2017	For the Year 2015 - 2016
INCOME			
Revenue from Operations	17	317,655,200.93	1,244,134,149.25
Other Income	18	4,175,478.88	7,641,874.51
Total Revenue		321,830,679.81	1,251,776,023.76
EXPENSES			
Cost of components consumed	19	511,272.00	1,353,990.00
Purchase of Trading Goods	20	263,460,607.50	1,117,597,638.92
(Increase)/Decrease in Inventories	21	1,767,840.09	(715,768.87)
Employee Benefits Expenses	22	10,125,148.00	8,854,852.00
Finance Cost	23	6,054,200.06	15,058,134.40
Depreciation & Amortisation	10	1,549,001.49	1,409,843.21
Others expenses	24	51,939,112.08	94,546,319.20
Total Expenses		335,407,181.22	1,238,105,008.86
Profit/(Loss) Before Extraordinary Items		(13,576,501.41)	13,671,014.90
Extraordinary Items		-	-
Profit/(Loss) Before Tax		(13,576,501.41)	13,671,014.90
<u>Tax Expense:</u>			
Current Tax		-	(4,753,269.00)
Tax of earlier years		(11,547.73)	3,507.00
Deferred Tax		(2,936.00)	493,852.00
Profit/(Loss) for the Period		(13,590,985.14)	9,415,104.90
Earning Per equity Share-Basic & Diluted	25	(2.28)	1.58
Face Value Per Share (In Rs.)		10.00	10.00
Significant Accounting Policies	1		

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

As per our report of even date

For A.K. Meharia & Associates

Firm Registration Number-324666E

Chartered Accountants

Sd/-
(A.K Meharia)

Partner

Membership Number 053918

Place: Kolkata

Date: 27th May, 2017

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

Sd/-
Harish Parwar
 (Chief Financial Officer)

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

Sd/-
Ramavtar Jangid
 (Company Secretary)

UNIQUE ORGANICS LIMITED

Notes to Financial Statements for the year ended 31st March, 2017

(Amount in ₹)

NOTE -2

SHARE CAPITAL

Authorised Shares:

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

Issued Shares

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

Subscribed & Paid - up Shares

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

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

Add: Forfeited Shares(Amount Originally Paid Up)

	ASAT 31ST MARCH, 2017	ASAT 31ST MARCH, 2016
	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
	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

	ASAT 31ST MARCH, 2017		ASAT 31ST MARCH, 2016	
	No. of Shares	% Holding	No. of Shares	% Holding
Equity Shares of Rs.10 each fully paid up				
Jyoti Prakash Kanodia	642,494	10.79%	642,494	10.79%
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:

Particulars	ASAT 31ST MARCH, 2017	ASAT 31ST MARCH, 2016
	No. of Shares	No. of Shares
Equity Shares		
Equity Shares at the beginning of the year	5,953,000	5,953,000
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, 2017

NOTE - 3

	AS AT 31ST MARCH, 2017	(Amount in ₹) AS AT 31ST MARCH, 2016
RESERVES & SURPLUS		
<u>General Reserve</u>		
Balance as per last financial statement	4,470,816.90	4,470,816.90
	4,470,816.90	4,470,816.90
<u>Capital Reserve</u>		
Balance as per last financial statement	1,807,660.75	1,807,660.75
	1,807,660.75	1,807,660.75
<u>Capital Redemption Reserve</u>		
Balance as per last financial statement	10,000,000.00	10,000,000.00
	10,000,000.00	10,000,000.00
<u>Surplus in statement of Profit & Loss</u>		
Balance as per last financial statement	50,606,104.34	41,190,999.44
Add: Profit/(Loss) for the year	(13,590,985.14)	9,415,104.90
Amount available for appropriation	37,015,119.20	50,606,104.34
Net Surplus in the statement of profit & loss	37,015,119.20	50,606,104.34
Total reserve & surplus	53,293,596.85	66,884,581.99
NOTE - 4		
DEFERRED TAX LIABILITIES (NET)		
Deferred Tax Liabilities		
On Fixed Assets	2,444,137.00	2,398,486.00
Deferred Tax Asset		
On expenditures charged to the statement of profit & loss account but allowable for tax purpose on payment basis	(239,256.00)	(196,541.00)
	2,204,881.00	2,201,945.00
NOTE - 5		
LONG TERM PROVISIONS		
Provision for employee benefits	379,578.00	317,760.00
	379,578.00	317,760.00
NOTE - 6		
SHORT TERM BORROWINGS		
(Secured)		
Packing Credit Limit	38,530,760.00	44,751,187.00
Foreign Bill Purchase Limit	27,060,532.00	22,739,157.00
Cash Credit Limit	674,171.75	53,934,491.04
	66,265,463.75	121,424,835.04

UNIQUE ORGANICS LIMITED
Notes to Financial Statements for the year ended 31st March, 2017

(Amount in ₹)

NOTE - 6 (Contd..)

AS AT 31ST MARCH, 2017	AS AT 31ST MARCH, 2016
---------------------------	---------------------------

- a) Packing Credit Limit, Foreign Bill Purchase limit and Cash Credit limit with Bank of Baroda, Nehru place, Jaipur is collaterally secured by Equitable mortgage of Company's land & Building at Sitapura Industrial Area, Hypoyhecation of Plant & Machinerics and all present and future fixed assets, hypothecation of Raw Materials, Work in Progress, Finished Goods, Stores & packing materials, Book Debts, Pledge of Ware House and other properties, personal guantees of Director, bearing interest @10.65% p.a. (Previous Year 10.40% p.a.) in case of PC & FBP and 11.50% & 10.65% p.a.(Previous Year 11.90% & 10.40% p.a.) in case of CC limit

NOTE - 7
TRADE PAYABLES
Trade Payables (including acceptance)

 Total outstanding due of micro & small Enterprises
(including interest)

Other Trade Payables

AS AT 31ST MARCH, 2017	AS AT 31ST MARCH, 2016
-	-
4,642,856.50	21,289,919.00
4,642,856.50	21,289,919.00

NOTE - 8
OTHER CURRENT LIABILITIES

Advance from customers

Sundry Creditors for Exp. & Others

Unclaimed Dividend*

Statutory Dues

615,966.70	-
11,781,073.81	8,915,271.81
3,240,389.00	3,262,189.00
342,049.00	394,253.00
15,979,478.51	12,571,713.81

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

NOTE - 9
SHORT TERM PROVISIONS

Provision for Taxation

Provision for employee benefits

AS AT 31ST MARCH, 2017	AS AT 31ST MARCH, 2016
-	4,753,269.00
17,1559.00	104,934.00
17,1559.00	4,858,203.00

NOTE - 11
LONG TERM LOANS AND ADVANCES
(Unsecured considered good)

Security Deposits

187,922.00	165,922.00
187,922.00	165,922.00

NOTE - 12
INVENTORIES
(At cost or net realisable value which ever is lower)

Trading Goods

Packing Materials

26,247,427.50	28,015,267.59
647,687.47	647,687.47
26,895,114.97	28,662,955.06

UNIQUE ORGANICS LIMITED

STATEMENT OF FIXED ASSETS FOR THE YEAR 2016 - 2017

NOTES-10
TANGIBLE ASSETS

Particulars	GROSS BLOCK			DEPRECIATION			NET BLOCK	
	As on 01.04.2016	Add during the year	Equipment during the year	As on 31.03.2017	For the year	Equipment during the year	As on 31.03.2017	As on 31.03.2016
Land	1,777,671.00	-	-	1,777,671.00	-	-	1,777,671.00	1,777,671.00
Buildings	11,468,817.42	-	-	11,468,817.42	350,329.65	-	6,791,236.40	5,017,910.67
Computer	370,074.00	168,600.00	58,464.00	460,410.00	53,726.28	55,540.60	323,781.92	44,477.66
Motor Car	2,742,141.00	-	-	2,742,141.00	421,578.03	-	628,360.18	2,536,368.66
Plant & Machinery	13,400,033.25	323,620.00	-	13,724,453.05	467,604.19	-	8,302,476.25	5,596,051.60
Lab Equipment	1,794,241.75	-	-	1,794,241.75	10,938.33	-	1,657,609.59	147,570.49
Electrical Installation	1,460,703.14	-	-	1,460,703.14	61,681.29	-	1,164,147.30	358,237.13
Furniture & Fixtures	599,364.52	16,480.00	-	615,644.52	21,343.82	-	466,549.89	135,158.45
Electrical Equipment	611,476.00	82,000.00	-	893,476.00	90,131.30	-	546,625.37	365,981.93
Office Equipment	624,546.26	-	-	624,546.26	15,888.43	-	571,859.31	68,575.38
Total Rs.	35,053,959.04	590,600.00	58,464.00	35,582,305.04	1,522,211.52	55,540.60	20,450,646.11	15,101,658.93
Previous Year	34,467,373.04	1,841,076.00	1,268,460.00	35,059,969.04	1,366,842.14	355,453.67	19,022,975.59	16,506,766.72

INTANGIBLE ASSETS

Particulars	GROSS BLOCK			AMORTISATION			NET BLOCK	
	As on 01.04.2016	Add during the year	Equipment during the year	As on 31.03.2017	For the year	Equipment during the year	As on 31.03.2017	As on 31.03.2016
Computer Software	154,741.00	-	-	154,741.00	25,790.17	-	38,791.24	141,739.93
Total Rs.	154,741.00	-	-	154,741.00	25,790.17	-	38,791.24	141,739.93
Previous Year	-	154,741.00	-	154,741.00	13,001.07	-	13,001.07	-

(Amount in ₹)

NOTE - 13
TRADE RECEIVABLES

(Unsecured and Considered Good unless otherwise stated)

Exceeding Six Months from the date they are due for payment

Others

The above includes to related parties

Due from related parties

NOTE - 14
CASH & BANK BALANCES
Cash & Cash Equivalents

Balances with bank

On Current Accounts

On Fixed Deposit Account*

Cash in hand (As certified by the management)

Other Bank Balance

Unclaimed Dividend Account

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

NOTE - 15
SHORT TERM LOANS AND ADVANCES

(Unsecured considered good)

Loans to Others

Advance Recoverable in Cash or Kind

To related parties

To Others

Prepaid Expenses

Advances to Employee

ECGC Fees Advance

NOTE - 16
OTHER CURRENT ASSETS

(Unsecured considered good)

Balances with Govt. Authorities

MEIS Licence in hand

Advance Tax

	AS AT 31ST MARCH, 2017	AS AT 31ST MARCH, 2016
	118,062,924.60	100,811,307.60
	27,531,388.00	117,654,200.33
	145,594,312.60	218,465,507.93
	-	-
	629,004.02	269,292.76
	1,417,000.00	-
	16,367.64	18,973.64
	2,062,371.66	288,266.40
	3,240,389.00	3,262,189.00
	5,302,760.66	3,550,455.40
	1,500,000.00	1,500,000.00
	-	-
	1,223,039.72	5,053,328.00
	1,179,102.00	145,081.00
	23,000.00	140,234.00
	116,612.95	331,922.20
	4,041,754.67	7,170,565.20
	5,223,065.02	7,491,990.87
	-	1,870,483.00
	158,375.00	5,675,845.00
	5,381,440.02	15,038,318.87

UNIQUE ORGANICS LIMITED
Notes to Financial Statements for the year ended 31st March, 2017

(Amount in ₹)

	For the Year 2016 - 2017	For the Year 2015 - 2016
NOTE - 17		
<u>REVENUE FROM OPERATION</u>		
<u>Sale of Products</u>		
Domestic Sales	34,190,137.20	762,039,911.63
Export Sales	269,457,290.58	460,790,429.62
	303,647,427.78	1,222,830,341.25
<u>Other Operating Revenue</u>		
Export Incentives	13,851,998.15	21,303,808.00
Job Work	155,775.00	-
	317,655,200.93	1,244,134,149.25
a) <u>Detail of Sale of Products</u>		
Barley	-	35,967,112.92
Black Cumin	10,082,462.00	-
Black Matpe	-	33,559,199.00
Chick Peas	-	1,287,120.00
Chilli Whole	-	1,819,350.00
Cumin Seed	2,212,912.00	-
Cumin Whole	1,118,972.00	-
Dehydrated Green Pepper	15,053,761.00	15,802,595.76
Dehydrated Onion Granules/Minced	-	1,892,124.00
Fenugreek	1,017,170.00	-
Green Mung Beans	4,999,999.50	17,238,863.00
Green Pepper	1,531,020.00	-
Nutmeg Oleoresin	3,122,475.00	-
Onion Powder	-	1,973,295.00
Onion Flakes	1,790,144.00	2,379,150.00
Raisin	-	6,626,474.00
Rapeseed Extraction	10,464,846.01	73,311,494.80
Red Chilli Powder	-	4,844,090.00
Red Lentils	-	25,428,301.50
Rice Bran Extraction	171,571,020.07	326,997,504.22
Senna Leaf	1,128,212.60	-
Sesame Seeds	25,697,028.60	3,169,656.00
Soya Bean Meal	27,905,243.74	448,442,996.18
Turmeric Powder	11,737,276.00	6,944,697.00
Turmeric Whole	4,417,372.50	-
Wheat Feed Grade	-	3,148,012.80
Yellow Corn	1,755,630.00	194,209,141.77
Yellow Peas	7,759,549.90	12,275,002.30
Others	282,332.86	5,514,161.00
NOTE - 18		
<u>OTHER INCOME</u>		
Other Interest	1,589,586.27	15,362.00
Insurance Claim Received	-	840,445.00
Foreign Exchange Gain	2,430,245.81	4,560,392.72
Other Receipts	155,646.80	2,225,674.79
	4,175,478.88	7,641,874.51

UNIQUE ORGANICS LIMITED

Notes to Financial Statements for the year ended 31st March, 2017

(Amount in ₹)

For the Year
2015 - 2016

NOTE - 19

COST OF COMPONENTS CONSUMED

	For the Year 2016 - 2017	For the Year 2015 - 2016
Packing Materials		
Opening Stock	647,687.47	647,687.47
Add: Purchases	511,272.00	1,353,990.00
	1,158,959.47	2,001,677.47
Less: Closing Stock	647,687.47	647,687.47
	511,272.00	1,353,990.00

NOTE - 20

PURCHASE OF TRADING GOODS

Purchases	263,460,607.50	1,117,597,638.92
	263,460,607.50	1,117,597,638.92

a) Detail of Purchase

Barley	-	25,419,959.00
Black Cumin	9,996,312.00	-
Black Mapte	-	32,290,678.14
Chilli Whole	2,150,000.00	-
Cumin Seed	1,097,000.00	-
Dehydrated Green Pepper	14,700,000.00	15,153,705.00
Dehydrated Onion Granules/Minced	-	1,990,000.00
Fenugreek	1,800,700.00	-
Green Mung Beans	4,823,492.20	17,958,767.52
Green Pepper	1,530,000.00	-
Guar Gum Korma	-	-
Nutmeg Oleoresin	2,850,000.00	-
Onion Powder	-	1,915,000.00
Onion Flakes	1,679,000.00	2,215,000.00
Raisin	-	5,766,500.00
Rapeseed Extraction	10,035,948.00	59,881,745.00
Red Chilli Powder	-	2,250,000.00
Red Lentils	-	24,282,301.50
Rice Bran Extraction	133,315,161.00	270,858,342.00
Senna Leaf	849,600.00	-
Sesame Seeds	6,042,000.00	22,919,737.00
Soya Bean Meal	49,011,014.50	428,553,972.10
Turmeric Powder	10,443,000.00	6,157,500.00
Turmeric Whole	3,873,000.00	-
Wheat Feed Milling	-	3,039,666.00
Yellow Corn	1,658,095.00	179,730,381.96
Yellow Peas	7,477,562.30	12,092,777.70
Others	128,722.50	5,121,606.00

UNIQUE ORGANICS LIMITED

Notes to Financial Statements for the year ended 31st March, 2017

(Amount in ₹)
For the Year
2015 - 2016

NOTE - 21

(INCREASE)/DECREASE IN INVENTORIES

Inventories at the end of the year

Trading Goods

Finished Goods

26,247,427.50

28,015,267.59

-

-

26,247,427.50

28,015,267.59

Inventories at the beginning of the year

Trading Goods

Finished Goods

28,015,267.59

27,299,498.72

-

-

28,015,267.59

27,299,498.72

1,767,840.09

(715,768.87)

a) Detail of Inventories

Trading Goods

Fenugreek

Soya Bean Meal

Rice Bran Extraction

Sesame Seeds

Others

865,700.00

24,730,979.50

637,588.00

-

13,160.00

-

-

8,198,736.00

19,715,475.09

101,056.50

NOTE - 22

EMPLOYEE BENEFITS EXPENSES

Salaries, Wages & Bonus

Contribution to PF & Other Funds

Staff Welfare Expenses

Gratuity

9,844,442.00

147,618.00

13,495.00

119,593.00

8,602,908.00

145,683.00

26,621.00

79,640.00

10,125,148.00

8,854,852.00

NOTE - 23

FINANCE COST

Interest Expenses

Cash Credit

Packing Credit

Foreign Bill Purchase

Discounting & Bank Charges

1,361,496.00

1,710,334.00

1,668,961.00

1,313,409.06

8,507,049.00

1,701,022.00

1,979,734.00

2,870,329.40

6,054,200.06

15,058,134.40

NOTE - 24

OTHER EXPENSES

Operational Expenses

Freight, Clearing & Forwarding Expenses

Other Operational Expenses

Establishment Expenses

Payment to Auditor (Refer details below)

Rates & Taxes

Business Promotion Expenses

Bad Debts

Commission Expenses

Claims & Deductions

Discount on Sales

38,331,220.00

45,627.00

172,500.00

33,900.00

668,635.00

-

4,898,588.00

536,098.00

-

76,341,923.94

149,400.00

171,750.00

12,094.00

128,618.75

174,806.00

8,177,059.15

1,680,710.00

74,832.82

UNIQUE ORGANICS LIMITED

Notes to Financial Statements for the year ended 31st March, 2017

(Amount in ₹)

	For the Year 2016 - 2017	For the Year 2015 - 2016
NOTE - 24 (Contd..)		
Traveling Expenses	899,623.00	614,390.80
Rent Paid	786,874.00	1,600,597.00
Testing & Sampling Expenses	428,902.00	512,701.00
Power & Fuel	312,205.90	-
Insurance/ECGC Premiums	1,220,357.96	1,526,559.00
Legal & Profesional Fees	541,245.00	572,806.00
Loss on sale of fixed assets	-	126,026.13
<u>Repair & Maintenance</u>		
To Machinery	51,251.00	17,735.00
To Buldings	508,447.00	1,950.00
To Others	29,778.00	46,786.00
Miscellaneous Expenes	2,473,860.22	2,615,573.61
	51,939,112.08	94,546,319.20
Payment to Auditor		
<u>As Auditor (Including Service Tax)</u>		
Statutory Audit Fee	143,750.00	143,125.00
Tax Audit Fee	28,750.00	28,625.00
	172,500.00	171,750.00
NOTE - 25		
EARNINGS PER SHARE(EPS)		
Net profit/(loss) after tax as per statement of Profit and Loss	(13,590,985.14)	9,415,104.90
Weighted average number of equity shares used as denominator for calculating EPS	5953000	5953000
Basic & Diluted Earning Per Share	(2.28)	1.58

NOTE - 26

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 - 27

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 - 28

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

	For the Year 2016 - 2017	For the Year 2015 - 2016
No of contract	2	-
Type	Sale	-
USD Equivalent	431,000.00	-
INR Equivalent	28,256,100.00	-

UNIQUE ORGANICS LIMITED

Notes to Financial Statements for the year ended 31 st March, 2017

NOTE - 29

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

Ramavtar Jangid

Smt. Sarla Devi Kanodia



Key Managerial Person

Relative of Key Management Personnel

ii) Transaction during the year with related parties:

Nature of Transactions			(Amount in Rs.)	
Nature of Transactions	Key Managerial Person		Relative of the key management personal	Total
Remuneration	6,844,866.00		-	6,844,866.00
	(7,068,730.00)		-	(7,068,730.00)
Board Meeting Fees	7,500.00		-	7,500.00
	(4,000.00)		-	(4,000.00)
Rent Paid	-		691,200.00	691,200.00
	-		(633,600.00)	(633,600.00)

NOTE - 30

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

NOTE - 31

Other Receipts includes rent received of Rs.Nil (Previous Year Rs. 7,58,450/-)

NOTE - 32

EXPENDITURE AND EARNING IN FOREIGN CURRENCY

(Amount in ₹)

i) Expenditures

Brokerage Paid
Claims & Deductions on sales
Travelling Expenses
Other Expenses
Business Promotion Expenses

**For the Year
2016 - 2017**

**For the Year
2015 - 2016**

3,423,982.00
536,098.00
259,372.00
50,757.00
604,493.00

6,736,058.00
1,625,099.00
-
-
-

ii) CIF Value of Imports

Goods in Trade

4,823,492.20

39,594,044.66

iii) Earnings

FOB Value of Export Sales

259,056,131.20

442,776,342.26

NOTE - 33

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

NOTE - 34 Notes to Financial Statements for the year ended 31st March, 2017

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>Particulars</u> <u>Segment</u>	<u>For the Year</u> <u>2016 - 2017</u>	<u>For the Year</u> <u>2015 - 2016</u>
	<u>Indian</u>	
Domestic	34,190,137.20	762,039,911.63
<u>Overseas</u>		
Vietnam	189,870,156.60	364,452,571.72
Poland	37,576,061.00	-
Other Contries	42,011,072.98	96,337,857.90
	269,457,290.58	460,790,429.62

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

NOTE - 35

Miscellaneous Expenses includes a sum of Rs.24,650/- (Previous Year Rs.70,940/-) paid for Income Tax and its interests

NOTE - 36

Details of Specified Bank Notes (SBN) held and transacted during the period from 8th November, 2016 to 30th December, 2016 are provided in the table below:

	Other denomination		Total
	SBN's	Notes	
Closing Cash in hand as on 08.11.2016	14,500.00	6,524.64	21,024.64
(+) Permitted Receipts	-	-	-
(-) Permitted Payments	-	-	-
(-) Amount Deposited in banks	14,500.00	-	14,500.00
Closing Cash in hand as on 30.12.2016	-	22,764.64	22,764.64

NOTE - 37

NOTES ON CSR EXPENDITURES

(a) Gross amount required to be spent by the company during the year: Rs.678,927 (Previous Year Rs.8,09,355/-).

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	-	-	-
	-	-	-
	-	-	-

Note: Figures in brackets represents figures of previous year

UNIQUE ORGANICS LIMITED

Notes to Financial Statements for the year ended 31st March, 2017

NOTE - 38

DISCLOSURES PURSUANT TO ACCOUNTING STANDARD - 15 "EMPLOYEE BENEFIT"

(Amount in ₹)

	For the Year 2016 - 2017	For the Year 2015 - 2016
(a) Net Employee Benefit Expenses (Recognised in Employee Benefits Expense)		
(i) Current Service Cost	54,784.00	49,682.00
(ii) Interest Cost	24,907.00	20,196.00
(iii) Expected return on Plan	-	-
(iv) Actuarial (gain) / Losses on obligation	39,902.00	9,762.00
(v) Total Expenses	119,593.00	79,640.00
(b) Net Assets (Liability) recognized in Balance Sheet		
(i) Present value of obligation at the end of the year	(119,593.00)	(79,640.00)
(ii) Fair value of Plan Assets	-	-
(iii) Net Plan Assets / (Liability)	(119,593.00)	(79,640.00)
(c) Change in obligation during the year		
(i) Present value of obligation at the beginning of the year	332,094.00	252,454.00
(ii) Current Service Cost	54,784.00	49,682.00
(iii) Interest Cost	24,907.00	20,196.00
(iv) Actuarial (Gain) / Losses on obligation	39,902.00	9,762.00
(v) Benefits Paid	-	-
(vii) Present value of obligation at the end of the year	451,687.00	332,094.00
(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	7.50%	8.00%
(ii) Expected return on Plan Assets	0.00%	0.00%
(iii) Inflation Rate	6.00%	6.00%
(iv) Remaining Working Life	21 Years	19 Years
Mortality Table	Projected Unit Credit Method	Projected Unit Credit Method
(v)		

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

(A.K Meharia)

Partner

Membership Number 053918

Place: Kolkata

Date: 27th May, 2017

UNIQUE ORGANICS LIMITED**Notes to Financial Statements for the year ended 31st March, 2017****NOTE - 1****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

Depreciation/ amortisation In respect of fixed assets (other than freehold land and capital work-in-progress) is charged on a straight line basis so as to write off the cost of the assets *minus* the residual value, over the useful lives of the assets in terms of the provisions of Schedule II of the Companies Act, 2013 on pro rata basis.

f) Investments

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

g) Earning Per Share

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

h) Inventories

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

UNIQUE ORGANICS LIMITED

Notes to Financial Statements for the year ended 31st March, 2017

NOTE - 1 (Contd..)

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.

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 contributes 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.

UNIQUE ORGANICS LIMITED**Notes to Financial Statements for the year ended 31st March, 2017****NOTE - 1 (Contd..)****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.

UNIQUE ORGANICS LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2017

PARTICULARS	YEAR ENDED ON 31st March, 2017		YEAR ENDED ON 31st March, 2016	
	Rs.	P.	Rs.	P.
1 CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit Before Tax	(13,576,501.41)		13,671,014.90	
<i>Addition:</i>				
Depreciation	1,549,001.49		1,409,843.21	
Interest Received	(1,589,586.27)		(15,362.00)	
Profit/Loss on sale of fixed assets	(2,076.80)		126,026.13	
Cash Flow from Operating Activities before Working Capital changes	(13,619,162.99)		15,191,522.24	
<i>Adjustments:</i>				
Inventories	1,767,840.09		(715,768.87)	
Trade Receivable	72,871,195.33		7,916,262.74	
Long Term Loans & Advances	(22,000.00)		(37,700.00)	
Short Term Loans & Advances	3,128,810.53		1,885,804.00	
Other Current Assets	9,656,878.85		1,559,894.94	
Trade Payables	(16,647,062.50)		(23,216,560.00)	
Other Current Liabilities	3,407,764.70		3,797,160.51	
Long Term Provisions	61,818.00		75,186.00	
Short term provisions	(4,686,644.00)		(7,128,356.00)	
Cash Generated From Operation	55,919,438.01		(672,554.44)	
Taxes Paid	(11,547.73)		(6,985,983.00)	
Cash Flow from Operating Activities	55,907,890.28		(7,658,537.44)	
2 CASH FLOW FROM INVESTING ACTIVITIES				
Increase/Decrease in Fixed Assets & Capital WIP	(585,800.00)		(1,208,817.00)	
Interest Received	1,589,586.27		15,362.00	
Net Cash Flow from Investing Activities	1,003,786.27		(1,193,455.00)	
3 CASH FLOW FROM FINANCING ACTIVITIES				
Increase/Decrease in Short Term Borrowings	(55,159,371.29)		(1,009,572.60)	
Increase/Decrease in Share Capital	-		-	
Net Cash Flow from Financing Activities	(55,159,371.29)		(1,009,572.60)	
NET CHANGE IN CASH & CASH EQUIVALENT	1,752,305.26		(9,861,565.04)	
Opening Balance of Cash & Cash Equivalent	3,550,455.40		13,412,020.44	
CLOSING BALANCE OF CASH & CASH EQUIVALENT	5,302,760.66		3,550,455.40	

Notes: 1 The Cash Flowstatement has been prepared under the indirect method as set out in Accounting Standard (AS) 3 'Cash Flow Statement' as specified in Companies (Accounts) Rules, 2014

2 Figures of the previous period has been rearranged/ regrouped where ever considard necessary.

3 Cash & Cash equivalents includes Rs.32,40,389/- (Previous Year Rs.32,62,189/-) unclaimed dividend lying in designated bank account

As per our report of even date

As per our report of even date

For A.K. Meharia & Associates

Firm Registration Number-324666E

Chartered Accountants

Sd/-
(A.K Meharia)

Partner

Membership Number 053918

Place: Kolkata

Date: 27th May, 2017

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

Sd/-
Harish Panwar
(Chief Financial Officer)

For and on behalf of the Board

Sd/-
Madhu Kanodia
(Director)

Sd/-
Ramavtar Jangid
(Company Secretary)

Form No. MGT-11

Proxy form

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

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

CIN: L24119RJ1993PLC007148

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

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id: DP ID:

I/We, being the member (s) 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 25th Annual general meeting of the company, to be held on the Tuesday, 26th September, 2017, 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	<i>(√)Optional</i>	
			Assent	Dissent
1.	Adoption of financial statements for the year 2016-17.	Ordinary		
2.	Appointment of Mrs. Madhu Kanodia as Director. (Retire by rotation)	Ordinary		
3.	Ratification of appointment of M/s. A.K. Meharia & Associates Chartered Accountants, Kolkata, as Statutory Auditors of the Company for 2017-18	Ordinary		

Signed this day of 2017.

Signature of shareholder: Signature of Proxy holder(s)

**Rs. 1
Revenue
Stamp**

Notes:

- a) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- b) It is optional to put 'Right Mark' (√) in appropriate column against the resolution indicated in the box, if you leave the 'Assent' or 'Dissent' column blank against any or all resolutions, your Proxy will be eligible to vote in the manner as he/she thinks appropriate.
- c) A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital essaying voting rights. A member holding more than 10% of total share capital of the company essaying voting rights may appoint a single person as proxy and such person shall not be act as proxy for any other person or shareholder.

To,
Unique Organics Limited
E-521, Sitapura Industrial Area,
Sitapura, Tonk Road, Jaipur-302022 (Raj.)

Update of Shareholders Information

I/We request you to record the following information against my/our Folio No.:

General Information:

Folio No.:	
Name of the first named Shareholder:	
PAN:*	
CIN/Registration No.:* (applicable to Corporate Shareholders)	
Tel. No. with STD Code:	
Mobile No.:	
E-mail id:	

*Self attested copy of the document(s) enclosed.

Bank Details:

Account Holder Name	
IFSC: (11 digit)	
MICR: (9 digit)	
Bank A/c Type:	
Bank A/c No.: *	
Name of the Bank:	
Bank Branch Address:	

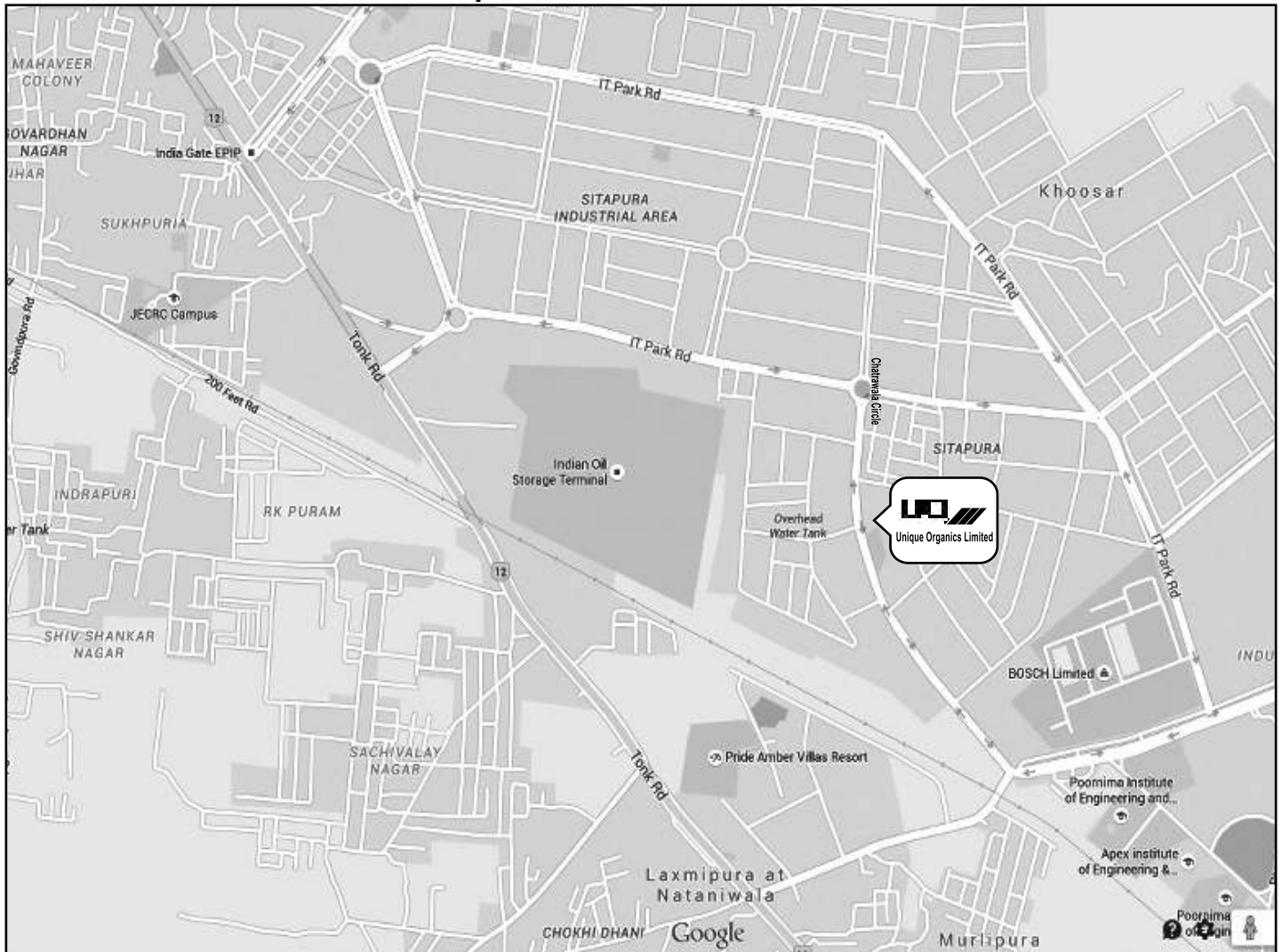
*A blank cancelled cheque is enclosed to enable verification of bank details.

I/We hereby declare that the particulars given above are correct and complete. If the transaction is delayed because of incomplete or incorrect information, I/We would not hold the Company/RTA responsible. I/We undertake to inform any subsequent changes in the above particulars as and when the changes take place. I/We understand that the above details shall be maintained till I/We hold the securities under the above mentioned Folio No.

Place:
Date:

Signature of Sole/First holder

Route Map of AGM Venue/ Plant Location



25th Annual Report-2017



UNIQUE ORGANICS LIMITED

City Office : O-407, Arihant Plaza, Calgary Eye Hospital Road, Malviya Nagar
Jaipur - 302 017 (Raj.) INDIA | Tel.: 0141-2521804 | Fax : 141-2523653
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

www.uniqueorganics.com

