

24th Annual Report-2016

UNIQUE ORGANICS LIMITED

CIN : L24119RJ1993PLC007148

Board of Directors:

Mr. J.P. Kanodia, Managing Director
Mrs. Madhu Kanodia, Non-executive non-Independent Director
Mr. Dilip Kumar Joshi, 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 24th ANNUAL GENERAL MEETING

Notice is hereby given that Twenty Fourth Annual General Meeting of the members of Unique Organics Limited [CIN: L24119RJ1993PLC007148] will be held on Friday, the 2nd September, 2016 at 12.30 P.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, 2016, 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. Vinita Mishra, (DIN: 00207464) 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.

SPECIAL BUSINESS:

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

"RESOLVED THAT as recommended by Nomination and Remuneration Committee and in accordance with the provisions of Section 149, 150, 152, 160 of the Companies Act, 2013, and the Rules made thereunder, read with Schedule IV to the Act, as amended from time to time, SEBI (LODR) Regulations, 2015 and other applicable provisions, if any, Mr. Himanshu Chodhary (DIN: 05121575) who was appointed by the Board as an additional director (Independent) on the Board w.e.f. 4th February, 2016, who holds office as such up to the date of ensuing annual general meeting and in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013 proposing her candidature for the office of independent director, be and is hereby appointed as independent director on the Board of the Company for a term of five year with effect from 4th February, 2016 and that he will not be liable to retire by rotation."

5. To approve the alteration of Articles of Association of the Company:

To consider and if thought fit, to pass the following Resolution as Special Resolution:

"RESOLVED THAT pursuant to the provision of Section 14 and other applicable provision, if any of the Companies Act, 2013 including any statutory modifications or re-enactment thereof for the time being in force, and subject to approvals from appropriate authorities, if any, the Articles of Association of the Company be and are hereby altered in the manner set out herein below:

- i) The existing Article No. 158 be deleted and substituted by the following Article:

"Subject to the provision of the Act, the managing director or

the whole-time director, if any, shall be subject to retire by rotation."

6. To re-appoint Mr. J.P. Kanodia as Managing Director and approve of remuneration payable to him:

To consider and if thought fit, to pass the following Resolution as Special Resolution:

"RESOLVED THAT as recommended by the Nomination and Remuneration Committee and pursuant to the provisions of Sections 196, 197, 198, 203, any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, SEBI (LODR) Regulations, 2015 and subject to the requisite approval of the Central Government, if necessary the consent of the Company be and is hereby accorded to the re-appointment of Mr. J.P. Kanodia (DIN: 00207554) as the "Managing Director" of the Company for a period of three year effective from July 1st 2016 to June 30th 2019 on the following terms and conditions.

Terms of appointment:

- i) **Remuneration:** Notwithstanding anything to the contrary herein contained, Company's profits calculated as per Section 197, 198 being inadequate at present, MD shall be entitled to remuneration by way of salary of Rupees 60 lakh per annum with 10% yearly increment within the limit specified in Schedule V of the Companies Act, 2013.

In case Company has adequate profits in any subsequent future years, the remuneration to Mr. J.P. Kanodia, MD, shall be paid as the maximum remuneration calculated and payable as per Section 197 & 198 of the Companies Act, 2013. (Max 5% of the profits as calculated pursuant to Section 197 & 198 of the Companies Act, 2013).

However he shall not be entitled to receive sitting fees for attending meetings of the Board of Directors or a Committee thereof.

- ii) **Period:** The appointment of Mr. J.P. Kanodia as Managing Director (MD) will be for a period of three years with effect from July 1st 2016.
- iii) Car with driver and Mobile phone for office use. (Cost of car with driver and mobile phone will be covered by the Company and not to be counted for the purpose of perquisite).
- iv) The appointment can be terminable by three months' notice or payment of three months' salary in lieu of notice by either party.

RESOLVED FURTHER THAT Mr. J.P. Kanodia, Managing Director shall be liable to retirement by rotation and shall continue to hold his office of Managing Director, and the reappointment as such of the director shall not be deemed to constitute a break in his office of Managing Director.

RESOLVED FURTHER THAT the Board of Directors/ Company Secretary be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to this resolution."

By Order of the Board
For Unique Organics Limited

Regd. Office:

E-521, Sitapura Industrial Area,
Sitapura, Tonk Road, Jaipur-302022 (Raj.)
Date: 13.07.2016

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 27.08.2016 to 02.09.2016 (inclusive both days).
3. Statement as required under Section 102 of the Companies Act, 2013 in respect of special business is annexed hereto.
4. The members are requested to notify promptly change of their registered addresses, if any, and register their e-mail address and changes therein, if any at the registered office of the company or directly to the Share Transfer Agent M/s ABS Consultant Pvt. Ltd., Kolkata.
5. Members 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.
6. To support the 'Green Initiative' the Members who have not registered their e-mail addresses are requested to register the same with RTA/Depositories.
7. 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.
8. Shareholders are requested to bring their copies of Annual Report to the meeting.
9. 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.
10. Corporate members intending to send their authorized representative to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting along with proper ID's.
11. Members are requested to send their queries, if any, at least 10 days in advance of the meeting so that the information can be made available at the meeting.
12. Brief resume including experience, other directorship and committee membership of the persons proposed for appointment/ re-appointment as Director, is given in Statement pursuant to Section 102(1) of the Companies Act, 2013 in this Report.

13. 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.

14. Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be considered at the 24th Annual General Meeting 2016 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 30.08.2016 (9:00 am) and ends on 01.09.2016 (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 26.08.2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
 - (i) Open email and open PDF file attached viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.

- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "UNIQUE ORGANICS LIMITED".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to caravigupta813@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members having shares in physical mode or whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

EVEN (Evolving Event Number)	USER ID	PASSWORD/PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the close of the business hours on 26.08.2016.
- 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 26.08.2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your

password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Mr. Ravi Gupta, Chartered Accountant and Partner of M/s. Gourisaria Goyal & Co., Chartered Accountants, Jaipur, has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper/ Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared 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.

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

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

Item No. 4

Appointment of Mr. Himanshu Chodhary as Independent Director:

On recommendation of Nomination and Remuneration Committee, Board appointed Mr. Himanshu Chodhary (DIN: 05121575) as additional director (independent) w.e.f. 04.02.2016, in pursuance to Sections 149, 150, 152, 161 of the Companies Act, 2013 and Article 121 of the Articles of Association of the Company with a view to broad base the existing Board and have increased participation by more

directors and maintain greater transparency in the activities of the company. As per Section 161 of the Companies Act, 2013, he holds the office up to the date of ensuing annual general meeting. The company has received a notice under Section 160 of the Companies Act, 2013 from a member of the Company with requisite fee, signifying his intention to propose him as a candidate for directorship.

As per Section 152(5) of the Companies Act, 2013, in the opinion of the Board, Mr. Himanshu Chodhary fulfills conditions specified in this Act for his appointment as Independent Director.

Please refer to the Corporate Governance Report for details on shareholding and number of meeting of the Board attended by him during the year.

Accordingly, resolution set out under item no. 4 is recommended for approval of the shareholders as an ordinary resolution.

None of the director, Key Managerial Personnel of the Company and their relatives except Mr. Himanshu Chodhary, is concerned or interested in the above resolution.

Item No. 5

Approval for alteration of Articles of Association of the Company:

Article no. 158 Pursuant to Section 149(13) of Companies Act 2013, the independent directors are not liable to retire by rotation. Further Section 152(6) prescribes that not less than two-thirds of the total number of directors of a public company shall be persons whose period of office is liable to determination by retirement of directors by rotation and at every annual general meeting, one-third of such of the directors for the time being as are liable to retire by rotation. In order to meet the requirements of the Companies Act, 2013, Company needs to modify the relevant Articles of Association, which restrict the retirement of Managing Director (MD) / Whole Time Directors (WTD) by rotation. Accordingly article 158 is proposed to be amended to provide that MD/WTD will also be liable to retire by rotation (save as otherwise provided in a contract in terms of provisions of the Act or Rules made hereunder or in a resolution passed by Board or Members of the Company).

The Board accordingly recommends the passing of Resolution(s) as set forth in Item No. 5 of this Notice for approval by the Members of the Company as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested in the above Resolution(s).

Item No. 6

Re-appointment of Mr. J.P. Kanodia, Managing Director:

Members of the Company in its 19th annual general meeting held on 30th September 2011 reappointed Mr. J.P. Kanodia (DIN:00207554) as the Managing Director of the Company for a period of five years with effect from 01.07.2011 to 30.06.2016. Nomination and Remuneration Committee, in their meeting held on 30th April, 2014, has approved and recommended to the Board an increased remuneration from 1,25,000 to 5,00,000 per month with other perquisites which was further approved by Board of Directors in their meeting held on 07.05.2014 and by shareholders in 22nd AGM held on 16.07.2014, considering his hard work, punctuality and rich experience and contribution toward company's affairs and to motivate as the managing director. Mr. J.P. Kanodia has been providing his full time and attention to the activities of the company and his dedicated efforts have resulted into substantial business growth to the company.

The company showed a rapid growth in recent years and also achieved good profitability. This all is because of his highly dedicated efforts and continued concentration on business development activity.

The matter relating to his re-appointment as Managing Director was considered by the Nomination and Remuneration (NRC) Committee and recommended to appoint him for a further period of three years with effect from 1st July, 2016. Further the Board of Directors in its meeting held on 13th July, 2016 had considered the recommendation of the NRC Committee and re-appointed him as Managing Director of the Company, subject to the approval of shareholders at the Annual General Meeting in accordance with the provisions of Section 197 read with Schedule V and other applicable provisions of the Companies Act, 2013.

In view of the above, it is proposed to seek the approval of Members for the re-appointment of Mr. J.P. Kanodia on the following terms:

Terms of appointment:

i) Remuneration: Notwithstanding anything to the contrary herein contained, Company's profits calculated as per Section 197, 198 being inadequate at present, MD shall be entitled to remuneration by way of salary of Rupees 60 lakh per annum with 10% yearly increment within the limit specified in Schedule V of the Companies Act, 2013.

In case Company has adequate profits in any upcoming years, the remuneration to Mr. J.P. Kanodia, MD, shall be paid as the maximum remuneration calculated and payable as per Section 197 & 198 of the Companies Act, 2013. (Max 5% of the profits as calculated pursuant to Section 197 & 198 of the Companies Act, 2013).

He shall not be entitled to receive sitting fees for attending meetings of the Board of Directors or a Committee thereof.

ii) Period: The appointment of Mr. J.P. Kanodia as Managing Director (MD) will be for a period of three year with effect from July 1st 2016.

iii) Car with driver and Mobile phone for office use. (Cost of car with driver and mobile phone will be covered by the Company and not to be counted for the purpose of perquisite).

iv) The appointment can be terminable by three months' notice or payment of three months' salary in lieu of notice by either party."

The payment of remuneration had been approved by the Nomination and Remuneration Committee and Board of directors at its meeting held on 13th July 2016. The re-appointment and the remuneration proposed fulfill the conditions stipulated in Schedule V of the Companies Act, 2013 and hence approval of Government of India is not required.

Brief resume, nature of expertise in specific functional areas, names of Companies in which he holds Directorships and Memberships / Chairmanships of Board Committees, shareholding and relationships amongst Directors inter-se as stipulated under Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 are as below:

Mr. J.P. Kanodia, 50 years old, has a Bachelor's degree in Commerce from St. Xaviers College, Kolkata. He has over 25 years of rich experience in spices and agri commodities. His line of experience has been in the overall managerial sphere. He

UNIQUE ORGANICS LIMITED

CIN: L24119RJ1993PLC007148

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

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

E-mail: compliance@uniqueorganics.com, Website: www.uniqueorganics.com

ATTENDANCE SLIP

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

1. I hereby record my presence at the TWENTY FOURTH ANNUAL GENERAL MEETING of the Company being held on Friday, 2nd September, 2016 at 12:30 p.m. at the registered office of the company, at E-521, Sitapura Industrial Area, Sitapura, Sitapura, Jaipur-302022 (Rajasthan).
2. Signature of the Shareholder/Proxy Present
3. Shareholder/Proxy holder desiring to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance duly signed.
4. Shareholder/Proxy holder desiring to attend the meeting may bring his/her copy of the Annual Report for reference at the meeting.

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

ELECTRONIC VOTING PARTICULARS

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

Note: Please read the instructions printed under the Notes to the Notice dated 13th July, 2016 of the 24th Annual General Meeting of the Company. The e-voting period starts from 9:00 a.m. on Monday, 30th August, 2016 and ends at 5:00 p.m. on Thursday, 1st September, 2016. The e-voting module shall be disabled by NSDL for voting thereafter.

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 24th Annual general meeting of the company, to be held on the Friday, 2nd September, 2016, At 12:30 p.m. at E-521, Sitapura Industrial Area, Sitapura, Tonk Road, Jaipur, and at any adjournment thereof in respect of such resolutions as are indicated below:

S.N.	Resolutions	Business	(✓)Optional	
			Assent	Dissent
1.	Adoption of financial statements for the year 2015-16.	Ordinary		
2.	Appointment of Mrs. Vinita Mishra as Director. (Retire by rotation)	Ordinary		
3.	Ratification of appointment of A.K. Meharia & Associates, CA, as Statutory Auditors of the Company.	Ordinary		
4.	Appointment of Mr. Himanshu Chodhary to the office of Independent Director for a term of five years.	Special		
5.	Alteration of Article no. 158 of Articles of Association of the Company.*	Special		
6.	Re-appointment of Mr. J.P. Kanodia as Managing Director of the Company for a term of three years and remuneration.*	Special		

*Special Resolution

Signed this..... day of..... 2016.

Signature of shareholder: Signature of Proxy holder(s)

Rs. 1 Revenue Stamp

Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- 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.
- 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.)

Updation 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

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

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

Name of the Company : **Unique Organics Limited**
Registered office : E-521, Sitapura Industrial Area, Sitapura, Jaipur-302022 (Raj.)
CIN : L24119RJ1993PLC007148

BALLOT PAPER (24th AGM 2016)

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

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

S. No.	Resolutions	No. of shares held by me	I assent to the resolution	I dissent from the resolution
1.	Adoption of financial statements for the year 2015-16.			
2.	Appointment of Mrs. Vinita Mishra as Director. (Retire by rotation)			
3.	Ratification of appointment of A.K. Meharia & Associates, CA, as Statutory Auditors of the Company.			
4.	Appointment of Mr. Himanshu Chodhary to the office of Independent Director for a term of five years.			
5.	Alteration of Article no. 158 of Articles of Association of the Company.*			
6.	Re-appointment of Mr. J.P. Kanodia as Managing Director of the Company for a term of three years and remuneration.*			

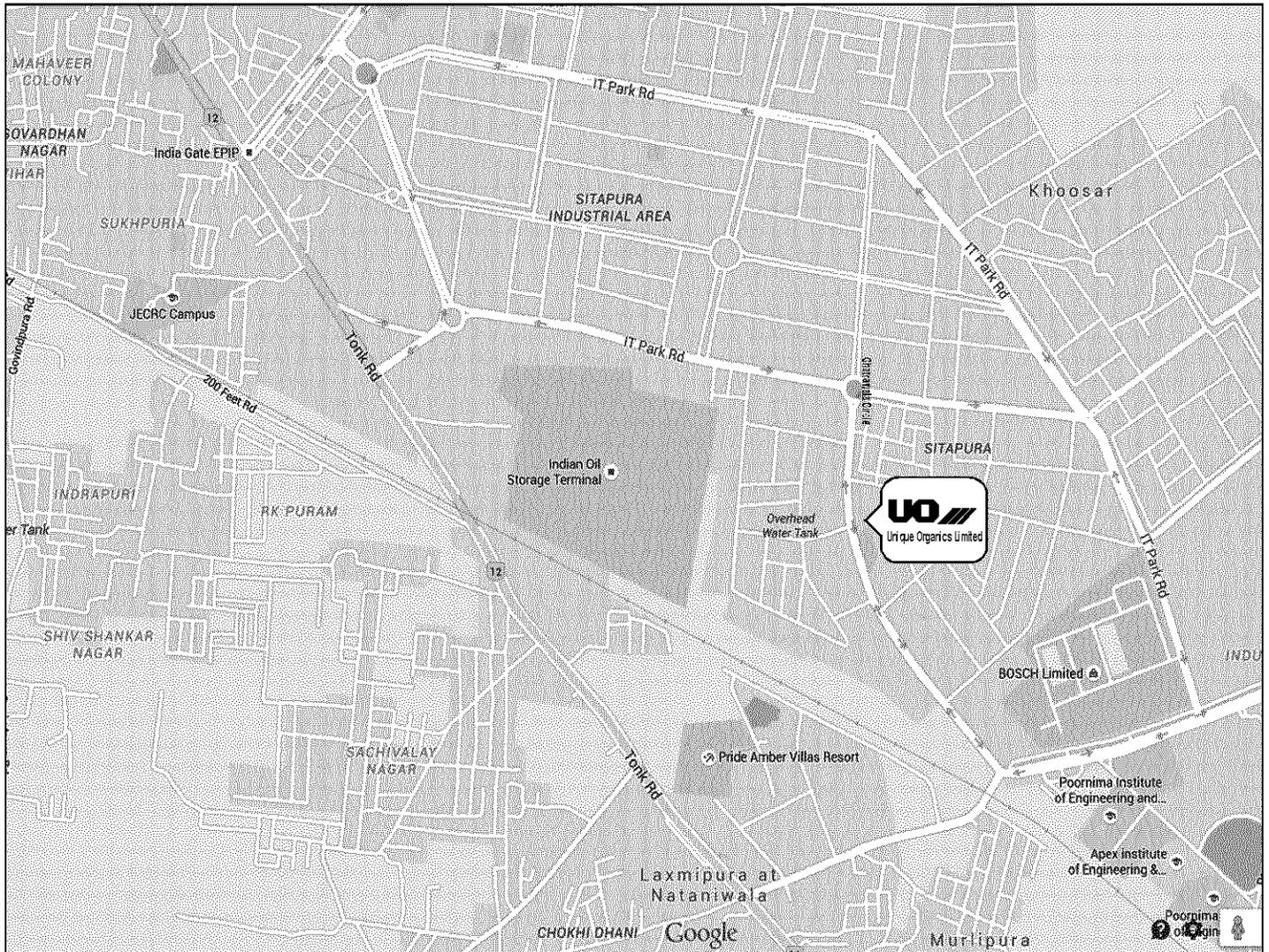
**Special Resolution*

Place:

Date :

(Signature of the shareholder)

Route Map of AGM Venue/ Plant Location



24th Annual Report-2016



UNIQUE ORGANICS LIMITED

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