

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

doesn't possess any directorship or committee membership in any other company.

He has been on Company's Board since incorporation of the Company i.e. January 1993 and at present a member in the Audit Committee and Share Transfer Committee of Director.

Information required under Section II, Part II of Schedule V of the Companies Act, 2013:

I. General Information			
Nature of industry	Import, Export of Food, Feed, Spices and Agricultural products.		
Date or expected date of commencement of commercial production	Company was incorporated on 13 th January, 1993 and started production thereafter.		
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable		
Financial performance based on given indicators	The details of the standalone financial performance of the Company are given below: (in Lakhs)		
	Year	Revenue	Net Profit/ (Loss)
	2015-16	12,441.34	94.15
	2014-15	19,545.77	140.20
	2013-14	24,220.11	455.91
Foreign investments or collaborations, if any	The Company has not entered into any foreign collaboration and no foreign direct capital investment has been made in the Company. Foreign investors, mainly comprising NRIs and Foreign Nationals are investors in the Company on account of past issuances of securities/ secondary market purchases. The Company doesn't have any Subsidiary.		
II. Information about the appointee			
Background details	Mr. J. P. Kanodia is the Promoter and Managing Director of the Company since 1993.		
Past remuneration	At present he is receiving remuneration by way of salary ₹ 60 lakhs per annum.		
Recognition or awards	The Company, under his leadership, has won many awards i.e. Export Excellence award by Chief Minister of Rajasthan, by Solvent Extractors Association for Second largest exporter of RICE BRAN.		
Job profile and his suitability	Mr. J. P. Kanodia is a Commerce Graduate from St. Xaviers College, Kolkata. He has over 25 years of professional experience in the overall managerial sphere. He has been the Managing Director of the Company since its inception i.e. 1993. Taking all this into consideration, the Board having recognized his dedicated team work in overall interest of the Company, bestowed the leadership of the Organization to Mr. J. P. Kanodia as Managing Director in continuity.		

Remuneration proposed	At present Company's profits being inadequate, he shall be paid as remuneration, an amount of ₹ 60 Lakhs per annum with yearly 10% increase which is within the ceiling limit and not exceeding double the applicable limit as provided under Clause (A) of Section II, Part II of Schedule V of the Companies Act, 2013 which is also approved and recommended by the Nomination and Remuneration Committee. In case in any subsequent future years if Company has adequate profits, Mr. J. P. Kanodia shall be entitled to 5% of the net profits of the Company calculated as per Sections 197, 198 read with Schedule V of the Companies Act, 2013. However he will not be entitled for sitting fees for meetings of the Board or its Committees attended by him. Further he shall be liable to retire by rotation.
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration being as per Sections 197 & 198 of the Companies Act, 2013 read with Schedule V is not only comparable to but much below the remuneration of CEO / MD levels of similar sized and similar nature of other companies in general.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Besides the below, Mr. J. P. Kanodia does not have any other pecuniary relationship with the Company: <ol style="list-style-type: none"> 1. Remuneration. 2. Shareholding in Company (642494 Shares representing 1.79% of total paid-up capital). 3. Mrs. Madhu Kanodia (Spouse) is non-executive director in the Company.
III. Other information	
Reasons of loss or inadequate profits	Indian Commodities market is going through a challenging phase. The scenario was noticeable during few previous years. Indian commodities market went a herculean way and with Indian currency strengthening against USD there was no place for Indian prices in the Global market. Agricultural commodities also did not remain unaffected by the same. Apart this, changing purchasing patterns worldwide also contributed in the deceleration of Indian exports. Your company, being engaged in export business of agricultural commodities, was affected by the situation. Even the domestic market was deeply hurt by the prevailing market situations and cash flows were severely affected with adversity.
Steps taken or proposed to be taken for improvement	The management of the company is very much concerned about the situations and is continuously working to expand the product base and market area which will help to deal with the unexpected situation more effectively. The Company is taking continuous steps for improvement in this direction.
Expected increase in productivity and profits in measurable terms	The aforesaid steps taken / to be taken by the Company are expected to improve the Company's performance and profitability in near future.
IV. Disclosure:	
As required, the information is provided under Corporate Governance Section of Annual Report.	

The Company had not made any default in repayment of its debt or interest payable thereon during the preceding financial year 2015-16.

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

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

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

A brief profile of other Directors seeking re-appointment/ appointment:

Mrs. Vinita Mishra : (DIN: 00207464) (Born on 12.03.1973) was appointed as Additional Director (Non-Executive non-independent) on the Board of the Company on 08.07.2015. Her appointment was further regularized in next annual general meeting held on 18th August, 2015. She is Post Graduate in English and reputed consultant with experience and proficiency in finance and management. She doesn't have any directorship or membership of any committee of directors except Unique Organics Limited.

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

None of the Directors and Key Managerial Personnel except Mrs. Vinita Mishra is concerned or interested financially or otherwise in the Resolution.

Mr. Himanshu Chodhary : (DIN: 05121575) (Born on 12.06.1976) was appointed as Additional Director (Independent) on the Board of the Company on 04.02.2016. He has vast experience in the fields i.e. management, marketing, real estate, agri commodities. He has directorship (non-executive) in two Companies (Ganganagar Blocks and Bricks Private Limited and Earth Designs Buildcom Private Limited). He doesn't have any membership in any committee of directors except Unique Organics Limited.

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

None of the Directors and Key Managerial Personnel except Mr. Himanshu Chodhary is concerned or interested financially or otherwise in the Resolution.

By Order of the Board
For Unique Organics Limited

Regd. Office:

E-521, Sitapura Industrial Area,
Jaipur-302022 (Rajasthan)
Dated: 13.07.2016

Sd/-
Ramavtar Jangid
Company Secretary

BOARD OF DIRECTORS' REPORT

To,
The Members of
Unique Organics Limited

Your directors are pleased to present the Twenty Fourth Annual Report of the company together with the Audited Financial Statement for the year ended on 31st March, 2016, as follows:

FINANCIAL SUMMARY: (₹ In Lakhs)

Particulars	As at 31.03.2016	As at 31.03.2015
Revenue from operations	12,441.34	19,545.77
Other Income	76.42	170.22
Total Operational Cost	12,216.37	19,334.16
Finance Cost	150.58	162.00
Depreciation	14.10	13.35
Tax Provision	42.56	66.28
Net Profit (Loss)	94.15	140.20
Paid-up share capital	595.30	595.30
Net surplus in Profit & Loss	506.06	411.91
Total Reserves & Surplus	668.85	574.69

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

Your company majorly engaged in the trading activities of agricultural commodities. During the year under review, agricultural commodities market witnessed a steep decline in exports segment. Exports of several agricultural products, declined due to fall in global commodity prices and recorded negative growth. Cereals, oil meals and yellow corn our main products too recorded negative growth, Due to bad crop India became non competitive in international market too. In Domestic Segment, due to erratic price fluctuations even buyers were forced to buy from overseas than to buy from domestic market forcing our company to have substantial effect on turnover and profitability - Poultry industry in India also witnessed a tough and uncertain period resulting in substantial effect on domestic turnover as well

Your company tried to make best use of the resources available and shall keep on trying to explore so as to cover up the situation as much as possible. During the year under review Company's revenue stood at ₹ 12,441.34 lakhs and net profit at ₹ 94.15 lakhs.

The management of the company is very much concerned about the current situation and is continuously working to expand the product base and market base which will help to deal with the situation more effectively.

The management is also working on feasibility of utilizing its manufacturing capacity for both domestic and exports market. Efforts are already afoot for exploring new markets for exports and company is focusing more on participating in various trade fairs in various countries.

DIVIDEND:

No dividend is recommended for the financial year 2015-16.

RESERVES:

No amount transferred to the general reserve during the year 2015-16.

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

- the statutory auditor in its audit report; and
- 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 importing of pulses from last 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. 31.03.2016) 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 therefore.

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 Clause 49/ SEBI (LODR) Regulations, 2015, Companies Act, 2013 and Code of Conduct on SEBI (PIT) Regulations, 2015 on annual basis.

BOARD MEETINGS:

The Board of Directors met 6 (six) times during the financial year 2015-16, on 27.05.2015, 08.07.2015, 10.08.2015, 23.10.2015, 04.02.2016 and 28.03.2016. 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 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. 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

- Mrs. Vinita Mishra (DIN: 00207464) was appointed as additional director (independent) on the board in BOD meeting held on 08.07.2015 and subsequently regularized in the 23rd Annual General Meeting held on 18th August, 2015.
- Mr. Amardeep Singh Ahluwalia (DIN: 01450926) and Mr. Dilip Kumar Joshi, (DIN: 01130637) both existing independent directors were further appointed for a term of five year in 23rd annual general meeting held on 18th August, 2015.
- During the year, Ms. Aayushi Singh resigned from the post of Company Secretary and Mr. Ramavtar Jangid appointed as Company Secretary cum Compliance Officer in her place w.e.f. 23.10.2015.
- During the year, Mr. Amardeep Singh Ahluwalia, independent director (DIN: 01450926) resigned from the office and joined the company in full time employment as Global Head (Marketing) w.e.f. 4th February 2016.
- During the year, Mr. Himanshu Chodhary (DIN: 05121575) was appointed as additional director (independent) on the Board of the Company w.e.f. 4th February 2016.

b) Declaration by an Independent Director(s)

- Company received declarations from its independent directors Shri Amardeep Singh Ahluwalia, 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(6) of the Companies Act, 2013 read with rules thereunder and Clause 49 of the Listing Agreement/SEBI (LODR) Regulations, 2015.

c) Performance Evaluation of Board and re-appointment

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

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

<http://www.uniqueorganics.com/cg.php>

Mrs. Vinita Mishra, 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; and
- e) the directors, laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and are operating effectively.
- f) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

STATUTORY AUDITORS :

M/s A.K. Meharia & Associates, Chartered Accountants, Kolkata, were appointed as Statutory Auditors of your Company at the Annual General Meeting held on 18th August, 2015 for a term of five consecutive years (F.Y. 2015-16 to F.Y. 2019-20). As per the provisions of Section 139 of the Companies Act, 2013, the appointment of Auditors 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 2015-16, as required under Section 204 of the Companies Act, 2013 and Rules thereunder. The secretarial audit report for the financial year 2015-16 forms part of the Report as an Annexure 6.

AUDIT COMMITTEE:

In compliance of the provisions of Section 177 of the Companies

Act, 2013 read with Rules thereunder and Clause 49 of the Listing Agreement/ Regulation 18 of the SEBI (LODR) Regulations, 2015, company has an audit committee comprising Shri Dilip Kumar Joshi, independent director as Chairman of the Committee, Shri J.P. Kanodia, managing 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, Listing Agreement/ 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 Clause 49 of Listing Agreement/ 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. Company didn't spend on CSR during the financial year 2015-16, the detailed reasons of not spending the same have been disclosed 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	2015-16	2014-15
Foreign Exchange Earnings: Export Sales	4427.76	9032.87
Foreign Exchange Outgo: Brokerage, claims & deductions Expenses	83.61	175.87
CIF Value of Imports	395.94	544.82

DEPOSITORY SYSTEM:

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

MANAGEMENT DISCUSSION & ANALYSIS:

Your directors are glad to present below the management discussion and analysis for the year 2015-16:

Industry structure and developments:

The year under review witnessed deep fall in exports of major Indian Commodities Companies. Though the market showed signs of downfall in the year 2014-15 itself, but the year 2015-16 was severely affected by it. Prices of Indian commodities went a herculean way with strengthening of Indian currency against USD only which supported to rising prices and making Indian offers less competitive in Global Market. Apart this, changing import patterns worldwide also accounted to the fall in exports from India. Agricultural commodities also did not remain unaffected by the same. Due to fewer crops, high local demand, etc. prices of various Indian Commodities could not compete in the Global market.

Your company being majorly involved in the exports of oil meals, grains, and spices was also affected by it. However, the situation proved to be a turning point where the management has been working on adding various new products and markets in your company's portfolio.

Opportunities:

The management kept reviewing the situation of your company's exports and thus, is, of the opinion that with ongoing paradigm shift, diversifying product and market portfolio, taking minimum risk due to market instability and working more on strength and opportunities available with the company has become the necessity of the time.

The management is hopeful of achieving this, based on the following factors:

- Its efficient leaders leading a self-motivated team.
- Following business ethics and professional way of working.
- Strong purchasing power of various agri products.
- Good reputation in the market - both among suppliers and buyers.
- Resources availability

Threats:

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

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

Your company's main exports include that of Feed i.e. oil meals, feed maize, feed wheat, etc. Indian rapeseed Meal and Indian Yellow Corn, which accounted for major exports of your company in previous years, were completely uncompetitive as against those of US, China, Brazil and Argentina origin.

Vietnam, Indonesia, Taiwan, major importer countries of these products from India, started importing many of these of Non-Indian origin at unexpectedly low prices. This led to the change in the formulations of various feed mills and thus affecting import of various other products like Indian Deoiled Rice bran, Indian Soyabean meal, Feed Wheat, Millets from India. Not only exports alone, domestic agri market was also largely affected by the market situation with many company's facing cash flow problem.

Your company is positive and hopeful about the improvement in the situation but with major changes in the market. Though, your company didn't attend any International Feed Product exhibition during the year, however, it is planning to attend a few to explore new markets and products during the current year.

b) Spices /Food:

Indian Spices were also affected by the Global market prices, strong local demand, etc. However, your company did fairly well in this sector and is positive about the coming year business as well. During the year under review, your company visited World Spices Congress held at Ahmadabad in order to explore and

understand the current and future prospects of the Spices Market of India. It also helped in expanding the buyer-supplier network of the company.

Further, your management is already working on utilizing the manufacturing capacity for domestic spices market and a feasibility report on the same will be prepared soon.

Outlook:

The years 2014-15 and 2015-16 came as a major step back for Indian Agri Exports as well as domestic agri trade.

One cannot ignore the fact that in regular course of business certain economical and market factors could not be avoided as it is an open market. However, these risks can be minimized by taking pro-active steps constantly. Your company is considering the situation as an opportunity where the team can focus more on reviewing its current business and search new ways of using the available resources in much better and planned way.

Your company will continue to exhibit in Trade Fairs- both at National and International level- for adding new trade partners. New products with better price competitiveness in the Global market will be added to the portfolio. Your company is also planning to step into the Domestic Spices Market; feasibility report on the same is under process.

Looking to the current situation, it is important to take calculated risks so that the Global slowdown can be faced in an effective way with minimum loss. For the same your management will keep reviewing the policies at regular intervals and make appropriate planning as per the prevailing market situations.

Risk and concerns:

As said, being an open market, the company cannot avoid certain unforeseen circumstances and has to go through them while following proper business rules. The risks may be like Price volatility, currency, market, financial and legal risks etc.

In recent scenario, where companies' are facing improper cash flow, the threat of increase in number of defaulters has also been posed. Your company is taking steps to avoid this by taking Trade Insurance policies.

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

Internal Control System:

Your 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 :

The revenue from operations showed a decrease from ₹ 19545.77 lakhs to ₹ 12441.34 lakhs, decline of 36.35% in turnover, and profit after tax (PAT) from Rs. 140.20 lakhs to ₹ 94.15 lakhs, decline of 32.85% in profitability due to severe adverse market conditions.

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, 2016, Company has 15 Employees on its roll.

Cautionary Statement:

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

Acknowledgement:

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

For & on behalf of the Board of Directors

Place: Jaipur
Date: 13.07.2016

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, 2016, 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, 2016, which were at Arm's length basis.

For and on behalf of the Board

Place : Jaipur
Date : 13.07.2016

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, 2016, 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: 25.05.2016

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 2015-16:

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 24.18:1 (1 denotes median salary).

Note - Information is only in respect of Whole Time (Executive) Directors, who are on rolls of the Company as on 31st March 2016. 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 2015-16, are as under;

Percentage increase in remuneration for Managing Director was NIL, Chief Financial Officer was 10.56% and Company Secretary was 13.57%.
- (iii) The percentage increase in the median remuneration of employees in the financial year;

Median remuneration of employees of the Company increased by 16.40% during the financial year 2015-16, 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 rolls 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 22.08% 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 detailed as under: -
- (i) The names of the top ten employees in terms of remuneration drawn:

S.N.	Name of employee	Designations	Remuneration
1	Mr. J.P. Kanodia	Managing Director	60,00,000.00
2	Mr. Amardeep Singh Ahluwalia*	Global Head (Marketing)	1,89,655.00
3	Mr. Harish Panwar	Chief Financial Officer	496,500.00
4	Mr. Aayushi Singh**	CS / GM	346,725.00
5	Mr. Mahaveer Sharma	Purchase Manager	299,230.00
6	Mr. Chandan Singh	Purchase Manager	252,960.00
7	Mr. Ramavtar Jangid***	Asst. CS/ CS	248,132.00
8	Mr. Guman Singh	Security Guard	168,780.00
9	Mr. Kishan Yadav	Plant Supervisor	167,889.00
10	Mr. L D Das	Driver	156,904.00

*appointed with effect from 04.02.2016.

** resigned from Company Secretary and joined as General Manager w.e.f. 23.10.2015.

***appointed as Company Secretary w.e.f. 23.10.2015.

- (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 any time been adjudged as an insolvent.

7. TERM / TENURE:

- a) Managing Director/Whole-time Director:

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

- b) Independent Director:

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

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of an ordinary resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5 years each, but

such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

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

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

8. EVALUATION:

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

9. REMOVAL:

The Committee may recommend with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the Companies Act, 2013, rules and regulations and the policy of the Company.

10. RETIREMENT:

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

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

- 1) Remuneration to Managing Director / Whole-time Directors:
 - a) Remuneration/ Commission etc. to be paid to Managing Director / Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013, Schedule V of the Act and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.
 - b) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors to attract, retain and motivate them.
 - c) Company may make a balance in remuneration by fix and variable reflecting short term and long term performance and working of the company.
- 2) Remuneration to Non-Executive / Independent Directors:
 - a) The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013 read with rules thereunder and provisions of Listing Agreement. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors and members from time to time.

- b) All the remuneration of the Non-Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.
- c) An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.
- d) Any remuneration paid to Non-Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:
 - i) The Services are rendered by such Director in his capacity as the professional; and
 - ii) In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.
- 3) Remuneration to Key Managerial Personnel and Senior Management:
 - a) The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay reflecting their short term and long term performance and working, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.
 - b) The Compensation Committee of the Company, constituted for the purpose of administering the Employee Stock Option/ Purchase Schemes, shall determine the stock options and other share based payments to be made to Key Managerial Personnel and Senior Management.
 - c) The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from 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 fit

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 31.03.2016

To,
The Members,
Unique Organics Limited

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

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

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

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

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

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

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

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

We further report that

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

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

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

We further report that the Company has not spent CSR amount and has carried forward 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: 13.07.2016

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: ₹ 404.68 Lakhs.

4. Prescribed CSR Expenditure (2% of profits as stated in item 3 above): ₹ 8.09 Lakhs.

5. Details of CSR spent during the financial year:

(a) Total amount spent for the financial year 2015-16: NIL.

(b) Amount unspent, if any: ₹ 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	Projects/ Programmes 1. Local area/ others 2. Specify the state /district (Name of the District/s, State/s where project/ programme was undertaken	Amount outlay (budget) project/ programme wise	Amount spent on the project/ programme Subheads: 1.Direct expenditure on project, 2.Overheads	Cumulative spend upto to the reporting period. (2015-16)	Amount spent Direct/ through implementing 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:

Reasons for not spending amount on CSR during the financial year 2015-16:-

Board duly discussed the matter regarding CSR project/activities

and amount to be spent on it as well as financial conditions of the Company. It was discussed that the year 2015-16 was a critical period for Exports Sector in India. Indian commodities were unable to stand up to the low commodity prices worldwide and resulted into drastic fall in exports. It was supported by Rupee appreciating against Dollar. Company's sale has drastically decreased as compared to the year 2014-15.

During the year 2015-16, Company faced financial hurdles due to adverse market situations as above as well extension of time period for payment of dues sought by some of its big debtors. Therefore as a result of delayed/ partial payments from its debtors, its fund/cash flow has been affected adversely.

Though it is an obligation of the Company to spend on CSR as per provisions of Section 135 read with rules thereunder and Schedule VII but looking at the adverse financial position of the Company and current market situations as above, Board of Directors decided not to spend any amount on CSR activities/ projects as recommended by CSR Committee for the year 2015-16 and the same shall be spent in upcoming years when company's financial position will allow for the same. Board discussed and passed the necessary resolutions in this regard unanimously.

7. During the year Company did not spend amount on CSR programmes/ projects/ activities therefore no requirement by CSR Committee to confirm that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and CSR Policy of the Company.

Jaipur, 13.07.2016

J. P. Kanodia

Madhu Kanodia

(Managing Director)

(Chairperson-CSR Committee)

Annexure 8 - Extract of Annual Return as on financial year ended on 31.03.2016

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

I. REGISTRATION & OTHER DETAILS:

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

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl.No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Soya Bean Meal	10406/Manufacture of oil Cake & meals incl. residual products	36.67%
2	Rice Bran Extraction		26.74%
3	Yellow Corn	10802/ Manufacture of poultry feed	15.88%

III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

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

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

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	2,164,569.00	-	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 SHAREHOLDING									
(1) Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/FI	-	-	-	-	-	-	-	-	-
C) Cenrrtal govt	-	-	-	-	-	-	-	-	-
d) State Govt.	-	-	-	-	-	-	-	-	-
e) Venture Capital Fund	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIS	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
SUB TOTAL (B)(1):	-	-	-	-	-	-	-	-	-
(2) Non Institutions									
a) Bodies corporates									
i) Indian	197,095.00	79,200.00	276,295.00	4.64	168,060.00	79,200.00	247,260.00	4.15	(0.49)
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	1,319,184.00	1,234,400.00	2,553,584.00	42.90	1,326,648.00	1,180,800.00	2,507,448.00	42.12	(0.78)
ii) individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	737,791.00	151,100.00	888,891.00	14.93	817,338.00	151,100.00	968,438.00	16.27	1.34
c) Others (NRI)	32,061.00	37,600.00	69,661.00	1.17	27,685.00	37,600.00	65,285.00	1.10	(0.07)
SUB TOTAL (B)(2):	2,286,131.00	1,502,300.00	3,788,431.00	63.64	2,339,731.00	1,448,700.00	3,788,431.00	63.64	-
Total Public Shareholding (B)= (B)(1)+(B)(2)	2,286,131.00	1,502,300.00	3,788,431.00	63.64	2,339,731.00	1,448,700.00	3,788,431.00	63.64	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	4,450,700.00	1,502,300.00	5,953,000.00	100.00	4,504,300.00	1,448,700.00	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

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

*Resigned from office w.e.f. 04.02.2016.

**Joined as additional director w.e.f. 04.02.2016

#Resigned from the post of CS w.e.f. 23.10.2015.

##Joined as CS w.e.f. 23.10.2015

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year				
i) Principal Amount	122,434,407.64	-	-	122,434,407.64
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	122,434,407.64	-	-	122,434,407.64
Change in Indebtedness during the financial year				
Additions	-	-	-	-
Reduction	1,010,022.60	-	-	1,010,022.60
Net Change	(1,010,022.60)	-	-	(1,010,022.60)
Indebtedness at the end 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

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. Amardeep Singh Ahluwalia*	Mr. Dilip Kumar Joshi	Mr. Sanjay Sharma	Mr. Himanshu Chodhary**	
1	Independent Directors					
	(a) Fee for attending board committee meetings	10,000.00	11,000.00	4,000.00	4,000.00	29,000.00
	(b) Commission	-	-	-	-	-
	(c) Others, please specify	-	-	-	-	-
	Total (1)	10,000.00	11,000.00	4,000.00	4,000.00	29,000.00
2	Other Non Executive Directors	Mrs. Madhu Kanodia	Mrs. Vinita Mishra	Total Amount		
	(a) Fee for attending board committee meetings	4,000.00	2,500.00	6,500.00		
	(b) Commission	-	-	-		
	(c) Others, please specify.	-	-	-		
	Total (2)	4,000.00	2,500.00	6,500.00		
	Total (B)=(1+2)			35,500.00		
	Total Managerial Remuneration (A+B)			6,035,500.00		
	Overall Ceiling as per the Act.			8,400,000.00		

*Resigned from office w.e.f. 04.02.2016.

**Joined as additional director w.e.f. 04.02.2016

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD
Annexure 9 - Particulars of conservation of Energy, Technology absorption, etc.

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		Company Secretary		CFO	
		Ms. Aayushi Singh #	Mr. Ramavtar Jangid ##	Mr. Harish Panwar	
1	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	199,075.00	116,757.00	496,500.00	695,575.00
	(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	199,075.00	116,757.00	496,500.00	695,575.00

#Resigned from the post of CS w.e.f. 23.10.2015.

##Joined as CS w.e.f. 23.10.2015

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: 13.07.2016

J. P. Kanodia
Managing Director
DIN: 00207554

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

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

CORPORATE GOVERNANCE REPORT

(Forming part of the Directors' Report for the year ended 31st March, 2016)

1. Company's Philosophy on Code of Corporate Governance:

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

The Board of Directors evolved and adopted a Code of Conduct based on the principles of good corporate governance and best management practices being followed. The Company complies with the Clause 49 of the Listing Agreement/ 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, revised Clause 49 of the Listing Agreement/ 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 6 directors, including one Managing Director (viz. executive director), two non-executive non-independent directors and three independent directors. The independent directors of your company have experience in business, education and finance.

The following members constitute the Board:

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

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

Appointed as additional director (independent) w.e.f. 04.02.2016.

During the year, information as mentioned in Annexure XI to Clause 49 of the Listing Agreement and Schedule II Part A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been placed before the Board for its consideration.

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	6/6	YES
Mrs. Madhu Kanodia	6/6	YES
Mr. Amardeep Singh Ahluwalia#	5/5	YES
Mr. Dilip Kumar Joshi	6/6	YES
Mr. Sanjay Sharma	5/6	YES
Mrs. Vinita Mishra	5/6	YES
Mr. Himanshu Chodhary##	1/1	NA

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

Appointed as additional director (independent) w.e.f. 04.02.2016.

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. Amardeep Singh Ahluwalia#	-	-
4	Mr. Dilip Kumar Joshi	-	-
5	Mr. Sanjay Sharma	-	-
6	Mrs. Vinita Mishra	-	-
7	Mr. Himanshu Chodhary##	-	2

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

Appointed as additional director (independent) 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 6 (six) times during the financial year 2015-16, on 27.05.2015, 08.07.2015, 10.08.2015, 23.10.2015, 04.02.2016 and 28.03.2016. 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.

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 revised Clause 49 of the Listing Agreement/ 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 auditors' report thereon;
- o Approval or any subsequent modification of transactions of the company with related parties;
- o Scrutiny of inter-corporate loans and investments;
- o Valuation of undertakings or assets of the company, wherever it is necessary;
- o Evaluation of internal financial controls and risk management systems;
- o Monitoring the end use of funds raised through public offers and related matters;
- o Implementation and review functioning of the Whistle Blower-cum-Vigil Mechanism.
- o Other matters as per provisions of Companies Act, 2013 read with rules thereunder and Clauses of Listing Agreement/ Regulations of SEBI (LODR) Regulations, 2015.

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

During the year under review four meetings of the committee were held on 27.05.2015, 10.08.2015, 23.10.2015 and 04.02.2016.

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. Amardeep Singh Ahluwalia #	Chairman	4	3
Mr. Dilip Kumar Joshi*	Member/Chairman	4	4
Mr. J.P. Kanodia	Member	4	4
Mr. Himanshu Chodhary##	Member	-	-

Resigned from the Board and Chairman of the Committee w.e.f. 04.02.2016.

Appointed as additional director (independent) and member in Audit Committee w.e.f. 04.02.2016.

*Mr. Dilip Kumar Joshi, independent director, was appointed as Chairman of the Committee w.e.f. 04.02.2016.

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, one meeting of the committee was held on 04.02.2016.

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. Amardeep Singh Ahluwalia#	Chairman	1	1
Mr. Dilip Kumar Joshi*	Member/Chairman	1	1
Mrs. Madhu Kanodia	Member	1	1
Mr. Himanshu Chodhary##	Member	-	-

Resigned from the Board and Chairman of the Committee w.e.f. 04.02.2016.

Appointed as additional director (independent) and member in Audit Committee w.e.f. 04.02.2016.

*Mr. Dilip Kumar Joshi, independent director, was appointed as Chairman of the Committee w.e.f. 04.02.2016.

(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 31.03.2016: Disclosure on the remuneration of directors as required under Schedule V (C) of SEBI (LODR) Regulations, 2015 are as follows:

Name of the Director	Salary (Rs.)	Sitting Fees	Stock Options	Bonus/ Incentive	Commission	Pension	Total Remuneration (Rs.)
Mr. J. P. Kanodia	60,00,000	-	-	-	-	-	60,00,000
Mrs. Madhu Kanodia	-	4,000	-	-	-	-	4,000
Mr. Amardeep Singh Ahluwalia	-	10,000	-	-	-	-	10,000
Mr. Dilip Kumar Joshi	-	11,000	-	-	-	-	11,000
Mr. Sanjay Sharma	-	4,000	-	-	-	-	4,000
Mrs. Vinita Mishra	-	2,500	-	-	-	-	2,500
Mr. Himanshu Chodhary	-	4,000	-	-	-	-	4,000

(iv) Service contract, Notice period and severance fees: J.P. Kanodia (Managing Director) had entered into employment contract with the Company for a term of five years. His tenure was upto 30.06.2016, therefore Board has recommended his re-appointment for a further term of three years subject to the approval by the members in ensuing annual general meeting. 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 independent directors. The chairman of the Committee is independent director. The Committee was re-constituted during the year on 04.02.2016.

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
Mr. Dilip Kumar Joshi	Chairman	1	1
Mr. Amardeep Singh Ahluwalia#	Member	-	-
Mr. Himanshu Chodhary##	Member	1	1

Resigned from the Board and Committee membership w.e.f. 04.02.2016.

Appointed as additional director (independent) and member in Committee w.e.f. 04.02.2016.

Ms. Aayushi Singh, Company Secretary* was designated as Compliance Officer of the Company in compliance with the Listing Agreement.

*Ms. Aayushi Singh resigned as the Company Secretary of the Company with effect from 23.10.2015 and Mr. Ramavtar Jangid has been appointed as the Company Secretary cum Compliance Officer of the Company with effect from 23.10.2015.

During the year under review one meeting of the Committee was held on 26.03.2016. One complaint/ grievance from a shareholder was received regarding dematerialization of shares and non-receipt of annual report etc. The complaints resolved within the time period and no complaints are pending as at 31.03.2016.

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

Number of Complaints received during the year	1
Number of Complaints resolved during the year	1
Number of Complaints not solved to the satisfaction of shareholders	NIL
Number of Complaints pending as on 31.03.2016	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 two independent directors and one executive director. The chairman of the Committee is independent director. The Committee was re-constituted during the year on 04.02.2016.

During the year under review fourteen meetings of the Committee were held on 20.04.2015, 28.04.2015, 30.07.2015, 24.08.2015, 06.10.2015, 14.10.2015, 23.11.2015, 05.12.2015, 21.12.2015, 18.01.2016, 03.02.2016, 01.03.2016, 14.03.2016 and 28.03.2016.

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. Amardeep Singh Ahluwalia#	Chairman	11	11
Mr. Dilip Kumar Joshi	Member/ Chairman	14	9
Mr. J. P. Kanodia	Member	14	14
Mr. Himanshu Chodhary##	Member	3	3

Resigned from the Board and Committee membership w.e.f. 04.02.2016.

Appointed as additional director (independent) and member in Committee w.e.f. 04.02.2016.

8. Corporate Social Responsibility (CSR) Committee:

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

The roll and responsibilities of the Committee is as below:

- 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 26.03.2016.

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. Amardeep Singh Ahluwalia#	Member	-	-
Mr. Himanshu Chodhary##	Member	1	1

Resigned from the Board and Committee membership w.e.f. 04.02.2016.

Appointed as additional director (independent) and member in Committee w.e.f. 04.02.2016.

9. Independent Directors' Meeting:

The Independent Directors of the Company met on 28th March 2016 without the presence of the Managing Director, Whole-time Directors, Non-Independent Directors and the Management Team of the Company. All three Independent Directors attended the said meeting in person. The Independent Directors discussed the matters as required under the relevant provisions of the Companies Act, 2013 and revised Clause 49 of the Listing Agreement/ 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
21 st	Saturday, 27.07.2013	11:30AM	E-521, Sitapura Industrial Area, Sitapura, Tonk Road, Jaipur-302022 (Raj.)
22 nd	Wednesday, 16.07.2014	11:30AM	E-521, Sitapura Industrial Area, Sitapura, Tonk Road, Jaipur-302022 (Raj.)
23 rd	Tuesday, 18.08.2015	11:30AM	E-521, Sitapura Industrial Area, Sitapura, Tonk Road, Jaipur-302022 (Raj.)

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

AGM	Date of AGM	Special Resolutions passed
21 st	Saturday, 27.07.2013	NIL
22 nd	Wednesday, 16.07.2014	Resolution No.6: Increase in Remuneration of Managing Director.
23 rd	Tuesday, 18.08.2015	NIL

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

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

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

13. Dividend History and Unclaimed/ Unpaid Dividend:

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

Note: The above rate of dividend was for the face value of ₹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: Friday, the 2nd September, 2016 at 12:30 P.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 2016-17 is as under:

Quarterly Results for:

- a) First quarter ending June 30, 2016 : on or before Aug 14, 2016.
- b) Half year ending Sept. 30, 2016 : on or before Nov 15, 2016.
- c) Third quarter ending Dec.31, 2016 : on or before Feb 14, 2017.
- d) Annual/Fourth quarter ending March 31, 2017: on or before 30th May, 2017.
- (iii) **Date of Book Closure:** From 27.08.2016 to 02.09.2016 (both days inclusive).
- (iv) **Dividend Payment Date:** No dividend declared for the year 2015-16.
- (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. Companies 5953000 equity shares of ₹ 10/- each is listed at BSE with the following details:

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

The annual listing fees for the financial year 2016-17 have been paid by the Company.

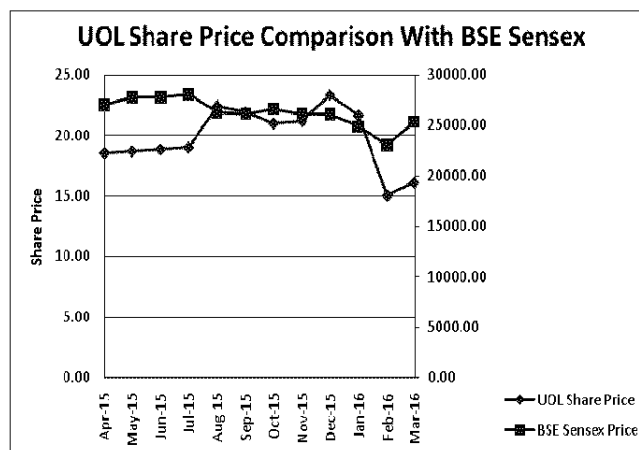
(vi) **Stock Code:** Bombay Stock Exchange Limited (BSE) : 530997

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 last financial year on the BSE, was as under:

Month	High Price	Low Price	Volume
Apr-15	23.25	15.50	95766
May-15	24.45	17.40	229596
Jun-15	21.00	17.00	94711
Jul-15	21.45	17.00	218453
Aug-15	26.30	19.05	504922
Sep-15	23.50	19.65	112581
Oct-15	29.50	20.00	575242
Nov-15	23.95	19.50	148384
Dec-15	27.20	19.25	299953
Jan-16	26.50	19.00	239449
Feb-16	24.15	14.90	147478
Mar-16	18.45	15.00	120523

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



Months	UOL Share Price	BSE Sensex Price
Apr-15	18.55	27011.31
May-15	18.70	27828.44
Jun-15	18.85	27780.83
Jul-15	19.00	28114.56
Aug-15	22.45	26283.09
Sep-15	21.90	26154.83
Oct-15	21.00	26656.83
Nov-15	21.20	26145.67
Dec-15	23.35	26117.54
Jan-16	21.65	24870.69
Feb-16	15.05	23002.00
Mar-16	16.10	25341.86

(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 required under Clause 47(c) of the Listing Agreement/ 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 31.3.2016:**

No. of Shares	No. of Share holders	% to total Share holders	Share Amount, Nominal Value	% to total Capital
001 - 500	3385	76.07	957249	16.08
501 - 1000	550	12.36	458516	7.70
1001 - 2000	249	5.60	379624	6.38
2001 - 3000	92	2.07	230686	3.88
3001 - 4000	31	0.70	113469	1.91
4001 - 5000	43	0.97	198065	3.33
5001 - 10000	44	0.99	316344	5.31
10001 - 50000	50	1.12	1005628	16.89
50001 - 100000	2	0.04	128850	2.16
100001 & ABOVE	4	0.09	2164569	36.36
Total	4450	100.00	5953000	100.00

b) **Shareholding Pattern as on 31.3.2016 (Equity shares of ₹ 10/- each)**

Category	No. of Holders	No. of Shares	No. of shares in demat	% of share holding	% of Demat shares
Promoters	4	2,164,569	2,164,569	36.36	36.36
Mutual Funds & UTI	-	-	-	-	-
Bank, Financial Institutions, Ins. Companies (Central/ State Govt. Inst., Non-Govt. Inst.)	-	-	-	-	-
Foreign Inst. Investors	-	-	-	-	-
Corporate Bodies	73	247,260	168,060	4.15	2.82
Indian Public	4,320	3,475,886	2,143,986	58.39	36.02
NRIs	53	65,285	27,685	1.10	0.47
Grand Total	4,450	5,953,000	4,504,300	100.00	75.66

(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 75.66% of the paid up capital have so far been dematerialized by investors as on 31.3.2016. 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: +91-141-2523653
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](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, 2016, 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 31.03.2016 which are fraudulent, illegal or violative of the company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have

evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

- D. There have been no:
1. significant changes in internal control over financial reporting during the year;
 2. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 3. instances of fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

For Unique Organics Limited

Jaipur, 13th July, 2016

Harish Panwar
(Chief Financial Officer)

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

Compliance with the Code of Conduct by the Directors' & Members of the Senior Management of the Company for the Financial Year 2015-16.

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 31.03.2016, 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, 13th July, 2016

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, 2016, 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, 2016;
- (b) in the case of the statement of Profit and Loss, of the profit for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 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 2016, 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 164 of the Companies Act, 2013.
 - (f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
 - (g) with respect to the other matters included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2015, in our opinion and to the best of our information and according to the explanation given to us:
 - i) The Company has disclosed the impact of pending litigations on its financial positions in its financial statements, if any.
 - ii) The Company has made provisions, as required under the applicable law or Accounting Standards, for material foreseeable losses, if any, on long term contracts including derivative contracts.
 - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

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

A. K. Meharia
Partner

Membership Number: 053918

Place:

Dated: 25th May, 2016

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) Fixed assets have been physically verified by the Management at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
 - 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 at reasonable interval by the management. In our opinion, the frequency of verification is reasonable. The discrepancies noticed on physical verification of inventory as compared to the book records were not material and have been properly dealt with in the books of accounts.
- iii) The company has not granted loans, secured or unsecured, to Companies, firms, 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 paragraph 3 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) The Company has not accepted any deposit from the public as stipulated under the provisions of section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the Rules framed there under and the directives issued by the Reserve Bank of India.
- vi) We have broadly reviewed the books of account maintained by the Company, pursuant to the Companies (Cost Records and audit) Rules, 2014 prescribed by the Central Government under Section 148(1) of the Companies Act, 2013 and are of the opinion that prima facie, the prescribed accounts and cost records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate and complete.
- vii)
 - a) In our opinion and according to the information and explanations given to us, Company is generally been regular in depositing with appropriate authorities undisputed statutory dues, as required under this clause and applicable to the Company during the year. There is no undisputed amount payable in respect of aforesaid statutory dues, outstanding for more than six months from the date they become payable as on 31st March, 2016.
 - b) According to the information and explanations given to us, there are no statutory dues in respect of income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax have not been deposited with the appropriate authorities on account of any dispute.
- viii) Based on our audit procedure and on the basis of information and explanations given by the management, the Company has not defaulted in repayment of loans or borrowings to financial institutions, banks or government. The Company has not issued any debentures.
- ix) To the best of our knowledge and belief and according to the information and explanations given to us, the company has not raised money by way of initial public offer or further public offer and has not taken any term loan. Other loans from bank were applied for the purpose for which these were obtained.
- x) In our opinion and according to information and explanations given to us, no fraud by the company or on the Company by its officers/ employee has been noticed or reported during the course of our audit.
- xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him.

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:
Dated: 25th May, 2016

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 2016 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 2016, 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:
Dated: 25th May, 2016

UNIQUE ORGANICS LIMITED

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

BALANCE SHEET AS AT 31ST MARCH, 2016

(Amount in ₹)

	<u>NOTES</u>	<u>AS AT</u> <u>31ST MARCH, 2016</u>	<u>AS AT</u> <u>31ST MARCH, 2015</u>
<u>EQUITY AND LIABILITIES</u>			
<u>Shareholders Fund</u>			
Share Capital	2	59,683,500.00	59,683,500.00
Reserve & Surplus	3	66,884,581.99	57,469,477.09
<u>Non-Current Liabilities</u>			
Deferred Tax Liabilities (Net)	4	2,201,945.00	2,695,797.00
Long Term Provisions	5	317,760.00	242,574.00
<u>Current Liabilities</u>			
Short Term Borrowings	6	121,424,835.04	122,434,407.64
Trade Payables	7	21,289,919.00	44,506,479.00
Other Current Liabilities	8	12,571,713.81	8,774,553.30
Short Term Provisions	9	4,858,203.00	14,222,780.00
	Total	289,232,457.84	310,029,568.03
<u>ASSETS</u>			
<u>Non-Current Assets</u>			
Fixed Assets	10		
Tangible Assets		16,036,993.45	16,505,785.72
Intangible Assets		141,739.93	-
Long Term Loans & Advances	11	165,922.00	128,222.00
<u>Current Assets</u>			
Inventories	12	28,662,955.06	27,947,186.19
Trade Receivables	13	218,465,507.93	226,381,770.67
Cash & Bank Balances	14	3,550,455.40	13,412,020.44
Short Term Loans & Advances	15	7,170,565.20	9,056,369.20
Other Current Assets	16	15,038,318.87	16,598,213.81
	Total	289,232,457.84	310,029,568.03
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

(A.K Meharia)

Partner

Membership Number 053918

Place: Kolkata

Date: 25th May, 2016

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, 2016

		For the Year 2015 - 2016	(Amount in ₹) For the Year 2014 - 2015
INCOME			
Revenue from Operations	17	1,244,134,149.25	1,954,576,961.69
Other Income	18	7,641,874.51	17,021,896.89
Total Revenue		1,251,776,023.76	1,971,598,858.58
EXPENSES			
Cost of components consumed	19	1,353,990.00	1,402,936.00
Purchase of Trading Goods	20	1,117,597,638.92	1,735,222,795.70
(Increase)/Decrease in Inventories	21	(715,768.87)	(3,967,453.72)
Employee Benefits Expenses	22	8,854,852.00	8,626,401.00
Finance Cost	23	15,058,134.40	16,200,143.20
Depreciation & Amortisation	10	1,409,843.21	1,334,772.77
Others expenses	24	94,546,319.20	192,131,030.40
Total Expenses		1,238,105,008.86	1,950,950,625.35
Profit/(Loss) Before Extraordinary Items		13,671,014.90	20,648,233.23
Extraordinary Items		-	-
Profit/(Loss) Before Tax		13,671,014.90	20,648,233.23
<u>Tax Expense:</u>			
Current Tax		(4,753,269.00)	(6,989,490.00)
Tax of earlier years		3,507.00	260,670.00
Deferred Tax		493,852.00	100,604.00
Profit/(Loss) for the Period		9,415,104.90	14,020,017.23
Earning Per equity Share-Basic & Diluted	25	1.58	2.36
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

(A.K Meharia)

Partner

Membership Number 053918

Place: Kolkata

Date: 25th May, 2016

For and on behalf of the Board

Sd/-

J.P. Kanodia

(Managing Director)

Sd/-

Madhu Kanodia

(Director)

Sd/-

Harish Panwar

(Chief Financial Officer)

Sd/-

Ramavtar Jangid

(Company Secretary)

UNIQUE ORGANICS LIMITED
Notes to Financial Statements for the year ended 31st March, 2016

(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 Forfieted

Add: Forfieted Shares(Amount Originally Paid Up)

	AS AT 31ST MARCH,2016	AS AT 31ST MARCH,2015
	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

	AS AT 31ST MARCH,2016		AS AT 31ST MARCH,2015	
	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	AS AT 31ST MARCH,2016 No. of Shares	AS AT 31ST MARCH,2015 No. of Shares
	Equity Shares	
Equity Shares at the beginning of the year	5,953,000	5,953,000
Less: Shares forfieted during the year	-	-
Equity shares at the end of the year	5,953,000	5,953,000

UNIQUE ORGANICS LIMITED

Notes to Financial Statements for the year ended 31st March, 2016

NOTE - 3

(Amount in ₹)

RESERVES & SURPLUS

General Reserve

Balance as per last financial statement

Add: Transfer during the year

4,470,816.90

3,419,315.61

1,051,501.29

4,470,816.90

4,470,816.90

Capital Reserve

Balance as per last financial statement

1,807,660.75

1,807,660.75

1,807,660.75

1,807,660.75

Capital Redemption Reserve

Balance as per last financial statement

10,000,000.00

10,000,000.00

10,000,000.00

10,000,000.00

Surplus in statement of Profit & Loss

Balance as per last financial statement

Add: Profit/(Loss) for the year

41,190,999.44

36,268,122.04

9,415,104.90

14,020,017.23

50,606,104.34

50,288,139.27

Amount available for appropriation

Less: Appropriations

Transfer to General Reserve

Retained Earning on Fixed Assets

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

Tax on Proposed equity dividend

-

(1,051,501.29)

-

(902,395.54)

-

(5,953,000.00)

-

(1,190,243.00)

-

(9,097,139.83)

Total Appropriation

Net Surplus in the statement of profit & loss

50,606,104.34

41,190,999.44

Total reserve & surplus

66,884,581.99

57,469,477.09

NOTE - 4

DEFERRED TAX LIABILITIES (NET)

Deferred Tax Liabilities

On Fixed Assets

2,398,486.00

2,849,285.00

Deferred Tax Asset

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

(196,541.00)

(153,488.00)

2,201,945.00

2,695,797.00

NOTE - 5

LONG TERM PROVISIONS

Provision for employee benefits

317,760.00

242,574.00

317,760.00

242,574.00

UNIQUE ORGANICS LIMITED
Notes to Financial Statements for the year ended 31st March, 2016

(Amount in ₹)

NOTE - 6
SHORT TERM BORROWINGS

(Secured)

Packing Credit Limit

Foreign Bill Purchase Limit

Cash Credit Limit

	AS AT 31ST MARCH, 2016	AS AT 31ST MARCH, 2015
	44,751,187.00	24,084,628.00
	22,739,157.00	18,554,499.00
	53,934,491.04	79,795,280.64
	121,424,835.04	122,434,407.64

- a) Packing Credit Limit, Foreign Bill Purchase limit and Cash Credit limit with Bank of Baroda, Nehru place, Jaipur is collaterally secured by Equitable mortgage of Company,s land & Building at Sitapura Industrial Area, house situated at K-26, Income Tax Colony, Durgapura, Jaipur belonging to Mr. J. P. Kanodia, Managing Director, extension of equitable mortgage of office no.407, 4th floor, Arihant Plaza, Malviya Nagar, Jaipur, belonging to the relative of a director, Hypoyhecation of Plant & Machineries and all present and future fixed assets, hypothecation of Raw Materials, Work in Progress, Finished Goods, Stores & packing materials, Book Debts, Pledge of Ware House and other properties, personal guarntees of Director, bearing interest @10.40% p.a. (Previous Year 11.00% p.a.) in case of PC & FBP and 11.90% & 10.40% p.a.(Previous Year 13.00% & 11% 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, 2016	AS AT 31ST MARCH, 2015
	-	-
	21,289,919.00	44,506,479.00
	21,289,919.00	44,506,479.00

NOTE - 8
OTHER CURRENT LIABILITIES

Advance from customers

Sundry Creditors for Exp. & Others

Deposit against rent

Unclaimed Dividend*

Statutory Dues

	-	282,372.49
	8,915,271.81	5,733,931.81
	-	140,000.00
	3,262,189.00	2,447,788.00
	394,253.00	170,461.00
	12,571,713.81	8,774,553.30

* 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

Proposed equity dividend

Provision of tax on proposed equity dividend

	AS AT 31ST MARCH, 2016	AS AT 31ST MARCH, 2015
	4,753,269.00	6,989,490.00
	104,934.00	90,047.00
	-	5,953,000.00
	-	1,190,243.00
	4,858,203.00	14,222,780.00

UNIQUE ORGANICS LIMITED
STATEMENT OF FIXED ASSETS FOR THE YEAR 2015-2016

NOTES-10

TANGIBLE ASSETS

Particulars	GROSS BLOCK			DEPRECIATION			NET BLOCK		
	As on 01.04-2015	Add during the year	Adjustment during the year	As on 31.03.2016	As on 01.04-2015	For the year	Adjustment during the year	As on 31.03.2016	As on 31.03.2015
	Land	1,777,671.00	-	-	1,777,671.00	-	-	-	1,777,671.00
Buildings	11,458,817.42	-	-	11,458,817.42	6,090,445.10	350,461.65	-	6,440,906.75	5,368,372.32
Computer	370,074.00	-	-	370,074.00	273,509.34	52,087.00	-	325,596.34	96,564.66
Motor Car	2,183,145.00	1,827,476.00	1,268,480.00	2,742,141.00	333,403.42	228,832.60	355,453.87	206,782.15	1,849,741.58
Plant & Machinery	13,400,933.95	-	-	13,400,933.95	7,255,815.94	549,066.12	-	7,804,882.06	6,145,118.01
Lab Equipment	1,794,241.75	-	-	1,794,241.75	1,635,740.17	10,931.09	-	1,646,671.26	158,501.58
Electrical Installation	1,480,703.14	-	-	1,480,703.14	1,060,821.41	61,644.60	-	1,122,466.01	419,881.73
Furniture & Fixtures	599,364.52	-	-	599,364.52	443,691.24	20,514.83	-	464,206.07	155,673.28
Electrical Equipment	797,876.00	13,600.00	-	811,476.00	370,462.28	85,031.79	-	455,494.07	427,413.72
Office Equipment	624,546.26	-	-	624,546.26	517,698.42	38,272.46	-	555,970.88	106,847.84
Total Rs.	34,487,373.04	1,841,076.00	1,268,480.00	35,059,969.04	17,981,587.32	1,396,842.14	355,453.87	19,022,975.59	16,505,785.72
Previous Year	33,273,020.81	1,214,352.23	-	34,487,373.04	15,744,419.01	1,334,772.77	(902,395.54)	17,981,587.32	17,528,601.80

INTANGIBLE ASSETS

Particulars	GROSS BLOCK			AMORTISATION			NET BLOCK		
	As on 01.04-2015	Add during the year	Adjustment during the year	As on 31.03.2016	As on 01.04-2015	For the year	Adjustment during the year	As on 31.03.2016	As on 31.03.2015
	Computer Software	-	154,741.00	-	154,741.00	-	13,001.07	-	13,001.07
Total Rs.	-	154,741.00	-	154,741.00	0	13,001.07	-	13,001.07	-
Previous Year	-	-	-	-	-	-	-	-	-

UNIQUE ORGANICS LIMITED
Notes to Financial Statements for the year ended 31st March, 2016

(Amount in ₹)

	<u>AS AT</u> <u>31ST MARCH, 2016</u>	<u>AS AT</u> <u>31ST MARCH, 2015</u>
NOTE - 11		
LONG TERM LOANS AND ADVANCES		
<i>(Unsecured considered good)</i>		
Security Deposits	165,922.00	128,222.00
	165,922.00	128,222.00
NOTE - 12		
INVENTORIES		
<i>(At cost or net realisable value which ever is lower)</i>		
Trading Goods	28,015,267.59	27,299,498.72
Packing Materials	647,687.47	647,687.47
	28,662,955.06	27,947,186.19
NOTE - 13		
TRADE RECEIVABLES		
<i>(Unsecured and Considered Good unless otherwise stated)</i>		
Exceeding Six Months from the date they are due for payment	100,811,307.60	-
Others	117,654,200.33	226,381,770.67
	218,465,507.93	226,381,770.67
The above includes to related parties		
Due from related parties	-	-
NOTE - 14		
CASH & BANK BALANCES		
Cash & Cash Equivalents		
<i>Balances with bank:</i>		
On Current Accounts	269,292.76	10,936,934.80
Cash in hand (As certified by the management)	18,973.64	27,297.64
	288,266.40	10,964,232.44
Other Bank Balance		
Unclaimed Dividend Account	3,262,189.00	2,447,788.00
	3,550,455.40	13,412,020.44
NOTE - 15		
SHORT TERM LOANS AND ADVANCES		
<i>(Unsecured considered good)</i>		
Loans to Others	1,500,000.00	1,500,000.00
Advance Recoverable in Cash or Kind		
To related parties	-	-
To Others	5,053,328.00	6,675,583.00
Prepaid Expenses	145,081.00	167,818.00
Advances to Employee	140,234.00	169,154.00
ECGC Fees Advance	331,922.20	543,814.20
	7,170,565.20	9,056,369.20

UNIQUE ORGANICS LIMITED

Notes to Financial Statements for the year ended 31st March, 2016

(Amount in ₹)

NOTE - 16**OTHER CURRENT ASSETS***(Unsecured considered good)*

	AS AT 31ST MARCH, 2016	AS AT 31ST MARCH, 2015
Balances with Govt. Authorities	7,491,990.87	9,369,438.81
MEIS Licence in hand	1,870,483.00	-
Advance Tax	5,675,845.00	7,228,775.00
	15,038,318.87	16,598,213.81

NOTE - 17**REVENUE FROM OPERATION**

	For the Year 2014 - 2015	For the Year 2014 - 2015
<u>Sale of Products</u>		
Domestic Sales	762,039,911.63	946,703,570.34
Export Sales	460,790,429.62	992,831,548.35
	1,222,830,341.25	1,939,535,118.69
<u>Other Operating Revenue</u>		
Export Incentives	21,303,808.00	15,041,843.00
	1,244,134,149.25	1,954,576,961.69

a) Detail of Sale of Products

Barley	35,967,112.92	-
Black Matpe	33,559,199.00	20,289,260.00
Chick Peas	1,287,120.00	13,299,377.00
Chilli Whole	1,819,350.00	5,674,116.50
Dehydrated Green Pepper	15,802,595.76	-
Dehydrated Onion Granules/Minced	1,892,124.00	4,049,290.80
Gram	-	5,546,439.00
Green Mung Beans	17,238,863.00	-
Guar Gum Korma	-	41,554,848.87
Onion Powder	1,973,295.00	3,608,336.06
Onion Flakes	2,379,150.00	1,660,837.50
Raisin	6,626,474.00	-
Rapeseed Extraction	73,311,494.80	432,040,475.30
Red Chilli Powder	4,844,090.00	1,892,944.00
Red Lentils	25,428,301.50	-
Rice Bran Extraction	326,997,504.22	309,113,768.39
Sesame Seeds	3,169,656.00	2,440,284.00
Soya Bean Meal	448,442,996.18	292,573,583.45
Turmeric Powder	6,944,697.00	4,593,510.00
Wheat Feed Grade	3,148,012.80	31,779,694.63
Yellow Corn	194,209,141.77	759,774,760.79
Yellow Peas	12,275,002.30	-
Others	5,514,161.00	9,643,592.40

UNIQUE ORGANICS LIMITED
Notes to Financial Statements for the year ended 31st March, 2016

(Amount in ₹)

NOTE - 18
OTHER INCOME

	<u>For the Year</u> <u>31ST MARCH, 2016</u>	<u>For the Year</u> <u>31ST MARCH, 2015</u>
Other Interest	15,362.00	375,134.00
Insurance Claim Received	840,445.00	2,412,873.00
Foreign Exchange Gain	4,560,392.72	11,161,511.89
Other Receipts	2,225,674.79	3,072,378.00

7,641,874.51
17,021,896.89
NOTE - 19
COST OF COMPONENTS CONSUMED

Packing Materials		
Opening Stock	647,687.47	647,687.47
Add: Purchases	1,353,990.00	1,402,936.00
	2,001,677.47	2,050,623.47
Less: Closing Stock	647,687.47	647,687.47

1,353,990.00
1,402,936.00
NOTE - 20
PURCHASE OF TRADING GOODS

Purchases	1,117,597,638.92	1,735,222,795.70
	1,117,597,638.92	1,735,222,795.70

a) Detail of Purchase

Barley	25,419,959.00	3,918,070.00
Black Mapte	32,290,678.14	19,150,090.53
Chick Peas	-	14,283,700.00
Chilli Whole	-	5,943,760.00
Dehydrated Green Pepper	15,153,705.00	-
Dehydrated Onion Granules/Minced	1,990,000.00	3,783,400.00
Gram	-	5,425,595.00
Green Mung Beans	17,958,767.52	-
Guar Gum Korma	-	24,659,821.75
Onion Powder	1,915,000.00	1,765,000.00
Onion Flakes	2,215,000.00	1,515,000.00
Raisin	5,766,500.00	-
Rapeseed Extraction	59,881,745.00	392,425,973.50
Red Chilli Powder	2,250,000.00	3,379,000.00
Red Lentils	24,282,301.50	-
Rice Bran Extraction	270,858,342.00	238,100,716.37
Sesame Seeds	22,919,737.00	2,346,500.00
Soya Bean Meal	428,553,972.10	281,000,196.00
Turmeric Powder	6,157,500.00	3,784,500.00
Wheat Feed Milling	3,039,666.00	27,287,657.50
Yellow Corn	179,730,381.96	698,899,876.05
Yellow Peas	12,092,777.70	
Others	5,121,606.00	7,553,939.00

UNIQUE ORGANICS LIMITED

Notes to Financial Statements for the year ended 31st March, 2016

(Amount in ₹)

	For the Year 31ST MARCH, 2016	For the Year 31ST MARCH, 2015
NOTE - 21		
<u>(INCREASE)/DECREASE IN INVENTORIES</u>		
<u>Inventories at the end of the year</u>		
Trading Goods	28,015,267.59	27,299,498.72
Finished Goods	-	-
	28,015,267.59	27,299,498.72
<u>Inventories at the beginning of the year</u>		
Trading Goods	27,299,498.72	23,332,045.00
Finished Goods	-	-
	27,299,498.72	23,332,045.00
	(715,768.87)	(3,967,453.72)
a) <u>Detail of Inventories</u>		
<u>Trading Goods</u>		
Barley	-	3,918,070.00
Chilli Whole	-	1,417,000.00
Chick Peas	-	1,116,000.00
Rapeseed Extraction	-	9,751,390.22
Red Chilli Powder	-	1,859,000.00
Rice Bran Extraction	8,198,736.00	9,136,982.00
Sesame Seeds	19,715,475.09	-
Others	101,056.50	101,056.50
NOTE - 22		
<u>EMPLOYEE BENEFITS EXPENSES</u>		
Salaries, Wages & Bonus	8,602,908.00	8,340,883.00
Contribution to PF & Other Funds	145,683.00	138,168.00
Staff Welfare Expenses	26,621.00	35,974.00
Gratuity	79,640.00	111,376.00
	8,854,852.00	8,626,401.00
NOTE - 23		
<u>FINANCE COST</u>		
<u>Interest Expenses</u>		
Cash Credit	8,507,049.00	4,609,945.00
Packing Credit	1,701,022.00	2,014,307.00
Foreign Bill Purchase	1,979,734.00	6,258,172.96
Discounting & Bank Charges	2,870,329.40	3,317,718.24
	15,058,134.40	16,200,143.20

UNIQUE ORGANICS LIMITED
Notes to Financial Statements for the year ended 31st March, 2016

(Amount in ₹)

NOTE - 24
OTHER EXPENSES
Operational Expenses

 Freight, Clearing & Forwarding Expenses
 Other Operational Expenses

76,341,923.94
149,400.00

 161,180,527.71
 -

Establishment Expenses

 Payment to Auditor (Refer details below)
 Rates & Taxes
 Business Promotion Expenses
 Bad Debts
 Commission Expenses
 Claims & Deductions
 CSR Expenditures
 Discount on Sales
 Traveling Expenses
 Rent Paid
 Testing & Sampling Expenses
 Power & Fuel
 Insurance/ECGC Premiums
 Legal & Professional Fees
 Loss on sale of fixed assets

171,750.00
12,094.00
128,618.75
174,806.00
8,177,059.15
1,680,710.00
 -
74,832.82
614,390.80
1,600,597.00
512,701.00
 -
1,526,559.00
572,806.00
126,026.13

 140,450.00
 7,500.00
 754,816.00
 -
 14,766,396.00
 4,363,121.23
 790,467.00
 594,319.80
 942,876.00
 794,245.00
 1,657,644.18
 131,514.87
 1,752,218.20
 505,932.00

Repair & Maintenance

 To Machinery
 To Buildings
 To Others
 Miscellaneous Expenses

17,735.00
1,950.00
46,786.00
2,615,573.61

 14,281.00
 -
 43,926.00
 3,690,795.41

94,546,319.20
192,131,030.40
Payment to Auditor
As Auditor (Including Service Tax)

 Statutory Audit Fee
 Tax Audit Fee

143,125.00
28,625.00

 112,360.00
 28,090.00

171,750.00
140,450.00
NOTE - 25
EARNINGS PER SHARE(EPS)

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

9,415,104.90

14,020,017.23

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

5953000

5953000

Basic & Diluted Earning Per Share

1.58

2.36

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.

UNIQUE ORGANICS LIMITED

Notes to Financial Statements for the year ended 31st March, 2016

NOTE - 27

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
Aayushi Singh



Key Managerial Person

Smt. Sarla Devi Kanodia



Relative of Key Management Personnel

ii) Transaction during the year with related parties:

Nature of Transactions

(Amount in Rs.)

<u>Nature of Transactions</u>	<u>Key Managerial Person</u>	<u>Relative of the key management personal</u>	<u>Total</u>
Remuneration	7,068,730.00 (6,727,152.00)	- -	7,068,730.00 (6,727,152.00)
Board Meeting Fees	4,000.00 (8,000.00)	- -	4,000.00 (8,000.00)
Rent Paid	- -	633,600.00 (576,000.00)	633,600.00 (576,000.00)

NOTE - 28

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

NOTE - 29

Other Receipts includes rent received of Rs.7,58,450/- (Previous Year Rs. 9,06,500/-)

NOTE - 30

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 - 31

EXPENDITURE AND EARNING IN FOREIGN CURRENCY

(Amount in ₹)

	For the Year 31ST MARCH, 2016	For the Year 31ST MARCH, 2015
i) Expenditures		
Brokerage Paid	6,736,058.00	12,443,748.00
Claims & Deductions on sales	1,625,099.00	4,587,286.23
Travelling Expenses	-	104,081.00
Membership Expenses	-	152,865.00
Business Promotion Expenses	-	299,415.00
ii) CIF Value of Imports		
Goods in Trade	39,594,044.66	54,482,369.90
iii) Earnings		
FOB Value of Export Sales	442,776,342.26	903,287,303.18

UNIQUE ORGANICS LIMITED
Notes to Financial Statements for the year ended 31st March, 2016
NOTE - 32
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>For the Year</u> <u>31ST MARCH,2016</u>	<u>For the Year</u> <u>31ST MARCH,2015</u>
<u>Segment</u>		
<u>Indian</u>		
Domestic	762,039,911.63	946,703,570.34
<u>Overseas</u>		
Vietnam	364,452,571.72	895,778,053.33
Other Contries	96,337,857.90	97,053,495.02
	460,790,429.62	992,831,548.35

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

NOTE - 33

Miscellaneous Expenses includes a sum of Rs.70,940/- (Previous Year Rs.3,37,733/-) paid for Income Tax and its interests

NOTE - 34

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

NOTE - 35

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

NOTE - 36
NOTES ON CSR EXPENDITURES

- (a) Gross amount required to be spent by the company during the year: Rs.8,09,355/- (Previous Year Rs.7,87,119/-)

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

Note: Figures in brackets represents figures of previous year

UNIQUE ORGANICS LIMITED

Notes to Financial Statements for the year ended 31st March, 2016

NOTE - 37

DISCLOSURES PURSUANT TO ACCOUNTING STANDARD - 15 "EMPLOYEE BENEFIT"

	For the Year 31ST MARCH,2016	(Amount in ₹) For the Year 31ST MARCH,2015
(a) Net Employee Benefit Expenses(Recognised in Employee Benefits Expense)		
(i) Current Service Cost	49,682.00	40,232.00
(ii) Interest Cost	20,196.00	-
(iii) Expected return on Plan	-	-
(iv) Actuarial (gain) / Losses on obligation	9,762.00	59,858.00
(v) Total Expenses	79,640.00	100,090.00
(b) Net Assets (Liability) recognized in Balance Sheet		
(i) Present value of obligation at the end of the year	(79,640.00)	(100,090.00)
(ii) Fair value of Plan Assets	-	-
(iii) Net Plan Assets / (Liability)	(79,640.00)	(100,090.00)
(c) Change in obligation during the year		
(i) Present value of obligation at the beginning of the year	252,454.00	141,078.00
(ii) Current Service Cost	49,682.00	40,232.00
(iii) Interest Cost	20,196.00	-
(iv) Actuarial (Gain) / Losses on obligation	9,762.00	59,858.00
(v) Benefits Paid	-	-
(vii) Present value of obligation at the end of the year	332,094.00	252,454.00
(d) Change in Fair Value of Plan Assets during the year		
(i) Plan Assets at the beginning of the year	-	-
(ii) Expected return on Plan Assets	-	-
(iii) Contributions by the employer	-	-
(iv) Benefits Paid	-	-
(v) Plan Assets at the end of the year	-	-
(e) Actuarial Assumption		
(i) Discount Rate	8.00%	8.00%
(ii) Expected return on Plan Assets	0.00%	0.00%
(iii) Inflation Rate	6.00%	6.00%
(iv) Remaining Working Life	19 Years	23 Years
Mortality Table	Projected Unit	IALM (2006-2008)
(v)	Credit Method	

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: 25th May, 2016

UNIQUE ORGANICS LIMITED

Notes to Financial Statements for the year ended 31st March, 2016

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, 2016****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, 2016

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 2016

PARTICULARS	YEAR ENDED ON 31st March, 2016		YEAR ENDED ON 31st March, 2015	
	Rs.	P.	Rs.	P.
1 CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit Before Tax	13,671,014.90		20,648,233.23	
<i>Addition:</i>				
Depreciation	1,409,843.21		1,334,772.77	
Interest Received	(15,362.00)		(375,134.00)	
Loss on sale of fixed assets	126,026.13		-	
Cash Flow from Operating Activities before Working Capital changes	15,191,522.24		21,607,872.00	
<i>Adjustments:</i>				
Inventories	(715,768.87)		(3,967,453.72)	
Trade Receivable	7,916,262.74		218,782,657.20	
Long Term Loans & Advances	(37,700.00)		200,150.23	
Short Term Loans & Advances	1,885,804.00		(6,867,028.80)	
Other Current Assets	1,559,894.94		27,267,404.33	
Trade Payables	(23,216,560.00)		14,070,411.50	
Other Current Liabilities	3,797,160.51		(6,983,596.18)	
Long Term Provisions	75,186.00		106,677.00	
Short term provisions	(7,128,356.00)		(13,926,309.00)	
Cash Generated From Operation	(672,554.44)		250,290,784.56	
Taxes Paid	(6,985,983.00)		(22,278,398.00)	
Cash Flow from Operating Activities	(7,658,537.44)		228,012,386.56	
2 CASH FLOW FROM INVESTING ACTIVITIES				
Increase/Decrease in Fixed Assets & Capital WIP	(1,208,817.00)		(1,214,352.23)	
Interest Received	15,362.00		375,134.00	
Net Cash Flow from Investing Activities	(1,193,455.00)		(839,218.23)	
3 CASH FLOW FROM FINANCING ACTIVITIES				
Increase/Decrease in Short Term Borrowings	(1,009,572.60)		(223,312,074.80)	
Increase/Decrease in Share Capital	-		-	
Net Cash Flow from Financing Activities	(1,009,572.60)		(223,312,074.80)	
NET CHANGE IN CASH & CASH EQUIVALENT	(9,861,565.04)		3,861,093.53	
Opening Balance of Cash & Cash Equivalent	13,412,020.44		9,550,926.91	
CLOSING BALANCE OF CASH & CASH EQUIVALENT	3,550,455.40		13,412,020.44	

- Notes:**
- The Cash Flow statement has been prepared under the indirect method as set out in Accounting Standard (AS) 3 'Cash Flow Statement' as specified in Companies (Accounts) Rules, 2014
 - Figures of the previous period has been rearranged/ regrouped where ever considard necessary.
 - Cash & Cash equivalents includes Rs.32,62,189/- (Previous Year Rs.24,47,788/-) unclaimed dividend lying in designated bank account.

As per our report of even date

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

(A.K Meharia)
Partner

Membership Number 053918
Place: Kolkata
Date: 25th May, 2016

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 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:	

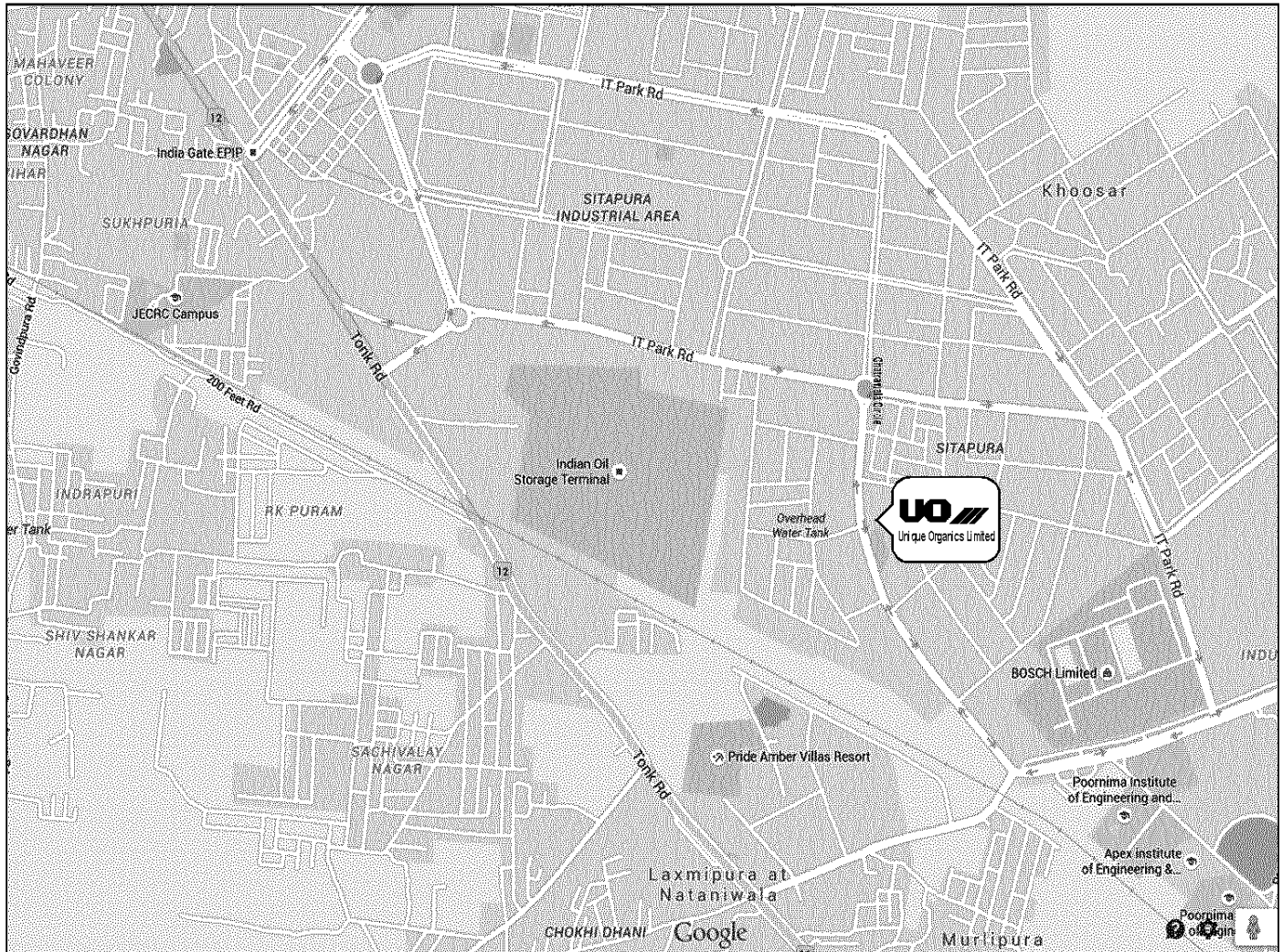
*A blank cancelled cheque is enclosed to enable verification of bank details.

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

Route Map of AGM Venue/ Plant Location



24th Annual Report-2016



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

