



28th ANNUAL REPORT 2020

UNIQUE ORGANICS LIMITED

CIN: L24119RJ1993PLC007148

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CORPORATE INFORMATION			
Board of Directors	Name of Director	DIN	Designation
	Mr. Jyoti Prakash Kanodia	00207554	Managing Director
	Mrs. Madhu kanodia	00207604	Non-executive Director
	Mrs. Vinita Mishra	00207464	Non-executive Director
	Mr. Himanshu Chodhary	05121575	Independent Director
	Mr. Sanjay Sharma	06860402	Independent Director
	Mrs. Nisha Sharma	08545464	Independent Director
Name of Company	Unique Organics Limited		
CIN	L24119RJ1993PLC007148		
Registered Office	E-521, Sitapura Industrial Area, Jaipur-302022 (Raj.) INDIA		
Corporate office	E-521, Sitapura Industrial Area, Jaipur-302022 (Raj.) INDIA		
Phone No.	0141-2770315, 2770509		
Email-Id.	Compliance@uniqueorganics.com		
Website	www.uniqueorganics.com		
Company Secretary & Compliance officer	Mr. Ramavtar Jangid Phone: +91-141-2770315 / 2770509 E-mail: compliance@uniqueorganics.com		
Chief Financial Officer	Mr. Harish Panwar Phone: +91-141-2770315 / 2770509 Email:- unique@uniqueorganics.com		
Statutory Auditors:	M/s A. K. Meharia & Associates Chartered Accountants 2, Garstin Place, 5 th Floor, Kolkata-700001 (W.B.)		
Internal Auditors:	Gourisaria Goyal & Co. Chartered Accountants 202, II nd 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		
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.)		

NOTICE OF THE 28th ANNUAL GENERAL MEETING - 2020

Notice is hereby given that **Twenty Eighth Annual General Meeting of the Members of Unique Organics Limited [CIN: L24119RJ1993PLC007148] will be held on Friday 28th August, 2020 at 11:30 a.m. through video conferencing / other audio visual means (VC / OAVM) to transact the following business:**

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors ('the Board') and Auditors thereon.
2. To appoint a director in place of Mrs. Madhu Kanodia (DIN: 00207604) who retires by rotation and being eligible offers herself for re-appointment.
3. To consider and pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 read with Rule 3(3) of the Companies (Audit and Auditors) Rules, 2014, (including any amendment, modification, variation or re-enactment thereof), the members hereby re-appoint M/s. A.K. Meharia & Associates, Chartered Accountants, Kolkata, having Firm Registration Number: 324666E, as Statutory Auditors of the Company for 2 consecutive years to hold office from the conclusion of this 28th Annual General Meeting until the conclusion of the 30th Annual General Meeting of the Company at remuneration to be fixed by the Board of Directors.

SPECIAL BUSINESS:

4. **To appoint Mr. J. P. Kanodia as Managing Director and approval of remuneration payable to him:**

To consider and if thought fit, to pass with or without modification(s), the following resolutions as Special Resolution:

"RESOLVED THAT as recommended by the Nomination and Remuneration Committee and Board of Directors of the Company, 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 members be and are hereby accorded for the appointment of Mr. J. P. Kanodia (DIN: 00207554) as the "Managing Director" of the Company for a period of three years w.e.f from 5th November 2019 to 4th November 2022, on the following terms and conditions:

Terms of appointment:

- i) **Remuneration:**
 - a. Notwithstanding anything to the contrary herein contained, Company's profits calculated as per Section 197, 198 being inadequate at present, M.D. shall be entitled to remuneration by way of salary of Rupees 84 lakh (Eighty Four Lakhs) per annum to be paid on monthly basis, pursuant to limit specified in Schedule V of the Companies Act, 2013.
 - b. 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).
 - c. However he shall not be entitled to receive sitting fees for attending meetings of the Board of Directors or a Committee thereof.
 - d. Car with driver (this shall not be included in the computation of perquisites).
 - e. The Managing Director shall be entitled to be paid/reimbursed by the Company all travelling, board and lodging during business trips, entertainment and other

out of pocket business promotion expenses, costs, charges and expenses as may be incurred by him for the purpose of or on behalf of the Company.

- f. Shri J.P. Kanodia, in the capacity of Managing Director, shall be considered as a Key Managerial Personnel pursuant to the provisions of Section 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
- g. The Company shall indemnify Shri J.P. Kanodia and keep him indemnified against all costs, expenses, losses, damages, penalties that he may incur or suffer in the course of attending or performing the Company's work including but not limited to legal costs and expenses incurred by him in defending any dispute or proceedings in any Court of Law, Arbitration, etc.
- ii) **Period:** The appointment of Mr. J.P. Kanodia as Managing Director (MD) will be for a period of three years with effect from 5th November, 2019 to 4th November, 2022. The Agreement may be terminated by either Party (the Company or Shri J.P. Kanodia) by giving to other Party three calendar months prior notice in writing of such termination or the Company paying three months remuneration (including Allowances and Perquisites/ benefits) in lieu of the notice to Shri J.P. Kanodia.

RESOLVED FUTHER 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 re-appointment as such of the director shall not be deemed to constitute a break in his office of Managing Director.

RESOLVED FUTHER 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."

5. **To consider and if thought fit, to pass with or without modification(s), the following resolutions as Special Resolution:**

Re-appointment of Mr. Himanshu Chodhary (DIN: 05121575), Independent Director of the Company for another term of five years.

"RESOLVED THAT pursuant to recommendation of the Nomination & Remuneration Committee and further approval of the Board of Directors of the Company and pursuant to the provisions of section 149, 150 & 152 and any other applicable provisions of the companies Act 2013 and the companies (Appointment and Qualification of Directors) Rules, 2014 read with schedule IV to the companies Act 2013 and LODR, Reg., consent of the members of the Company be and are hereby accorded for re-appointment of Mr. Himanshu Chodhary (DIN: 05121575) who has submitted a declaration confirming the criteria of Independence under Section 149 (6) of the Act read with the Listing Regulations as Independent Director of the company for another term of five years prospectively from 04.02.2021 to 03.02.2026."

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

Regd. Office:

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

Date: 30.07.2020

Sd/-
Ramavtar Jangid
Company Secretary
ACS No.: 38688

NOTES

1. In view of the current outbreak of the COVID-19 pandemic, AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated 8th April, 2020, MCA Circular No. 17/2020 dated 13th April, 2020 and MCA Circular No. 20/2020 dated 5th May, 2020. Pursuant to the provision of the above referred Circulars, physical attendance of the Members to the AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing 28th AGM through video conferencing or other audio visual means (VC/OAVM).
2. Pursuant to the Circular No. 14/2020 dated 8th April, 2020, issued by the MCA, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate and cast their votes through e-voting. Corporate Members are required to send, (before e-voting/ attending AGM) a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the AGM, pursuant to section 113 of the Act on the e-mail id compliance@uniqueorganics.com and absconsultant99@gmail.com.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the MCA dated 8th April, 2020, 13th April, 2020 and 5th May, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting on the day of the AGM will be provided by NSDL.
6. In line with the MCA Circular No. 17/2020 dated 13th April, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.uniqueorganics.com under investor center section. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. In terms of Section 152 of the Act, Mrs. Madhu Kanodia (DIN: 00207604), Director, shall retire by rotation at the ensuing AGM. Mrs. Kanodia being eligible, offers herself for re-appointment. The Board of Directors of the Company recommends re-appointment of Mrs. Madhu Kanodia.
8. Details of Mrs. Madhu Kanodia, Director, proposed to be re-appointed at the ensuing AGM, as required by Regulation 26 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other

disclosures are forming part of this Notice. Requisite declarations have been received from the Directors for their re-appointment.

9. An Explanatory Statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM is annexed hereto.
10. Register of Members and Share Transfer Books of the Company will remain closed from 22.08.2020 to 28.08.2020 (both days inclusive), for the purpose of the AGM of the Company.
11. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under section 170 of the Act, Register of Contracts or Arrangements in which the Directors are interested under section 189 of the Act and all other documents referred to the Notice will be available for inspection in electronic mode. Members can inspect the same by sending email to compliance@uniqueorganics.com.

12. Unclaimed Dividends:

- a. Members of the Company are requested to note that as per the provisions of Section 124(5) and Section 124(6) of the Act, unpaid/unclaimed dividends which not encashed / claimed by the Member of the Company, within a period of seven years from the date of declaration of dividend, shall be transferred by the Company to the Investor Education and Protection Fund (IEPF), also all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall be transferred to the Demat Account of IEPF Authority notified by the MCA ('IEPF Demat Account').
 - b. Details details of the unpaid/unclaimed dividend are available on the website of the Company i.e. <http://uniqueorganics.com/investor/unpaid-unclaimed-dividend/>
13. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12th May, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual

Report 2019-20 will also be available on the Company's website www.uniqueorganics.com under investor center section, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com, and on the website of NSDL <https://www.evoting.nsdl.com>

Members are requested to register/update their e-mail addresses with the DP (in case of shares held in dematerialized form) or with RTA (in case of shares held in physical form) which will help us in prompt sending of Notices, annual reports and other shareholder communications in electronic form.

14. Members are requested to:
 - a. intimate to the Company's RTA, changes, if any, in their registered addresses at an early date, in case of shares held in physical form;
 - b. intimate to the respective DP, changes, if any, in their registered addresses/email ID or bank mandates to their DP with whom they are maintaining their demat accounts.
 - c. quote their Folio Numbers/Client ID/DP ID and contact details in all correspondence;
15. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participants in securities market. Members holding shares in electronic form are therefore requested to submit their PAN to DP. Members holdings shares in physical forms are required to submit their PAN details to RTA.
16. 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
17. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
18. Shareholders who would like to ask questions during the meeting may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at compliance@uniqueorganics.com. The same will be replied by the company suitably.
19. **Voting through electronic means:** In compliance with the provisions of Section 108 of the Act

read with the Companies (Management and Administration) Rules, 2014 (including any statutory modifications, clarifications, exemptions or re-enactments thereof for the time being in force), Regulation 44 of the Listing Regulations and SS-2, the Company is providing to its Members with the facility to cast their vote electronically (“remote e-Voting”) using an electronic voting system provided by National Securities Depository Limited (“NSDL”), on all the business items set forth in the Notice of AGM and the business may be transacted through such remote e-voting.

The instructions for remote e-Voting explain the process and manner for generating/receiving the password and for casting of vote(s) in a secure manner. However, the Members are requested to take note of the following items:

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Tuesday, 25th August, 2020 at (IST 9.00 a.m.) and ends on Thursday, 27th August, 2020 at (IST 5.00 p.m.). During this period, members’ of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of Friday, 21st August, 2020 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. The voting rights of Members shall

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

How do I vote electronically using NSDL e-Voting system?

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

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

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

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

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i). If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii). If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
- a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.
- Details on Step 2 is given below:**
- How to cast your vote electronically on NSDL e-Voting system?**
1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
 2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
 3. Select "EVEN" of company for which you wish to cast your vote.
 4. Now you are ready for e-Voting as the Voting page opens.
 5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
 6. Upon confirmation, the message "Vote cast successfully" will be displayed.
 7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- General Guidelines for shareholders**
1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csruchijain20@gmail.com with a copy marked to evoting@nsdl.co.in.
 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to

key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

Process for those shareholders whose email id's are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to absconsultant99@gmail.com with cc mark to compliance@uniqueorganics.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to absconsultant99@gmail.com with cc mark to compliance@uniqueorganics.com

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

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

Regd. Office:

E-521, Sitapura Industrial Area,
Jaipur-302022 (Raj.)
Date: 30.07.2020

Sd/-
Ramavtar Jangid
Company Secretary
ACS No.: 38688

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013
In respect of Item No – 4.
Appointment of Mr. J. P. Kanodia as Managing Director:

Considering the hard work, punctuality and rich experience and contribution toward company's affairs, Nomination and Remuneration Committee recommended to the Board of Directors of the Company to appoint Mr. J.P. Kanodia as Managing Director of the Company.

Board considered the recommendations of the Nomination and Remuneration Committee and appointed Mr. J. P. Kanodia as Managing Director of the Company in its Board meeting held on 5th November 2021, for a period of three years with effect from 5th November 2019 to 4th November 2022, subject to approval of members in ensuing annual general meeting in accordance with the provisions of Section 197 read with Schedule V and other applicable provisions of the Companies Act, 2013.

Mr. J.P. Kanodia has been providing his full time and attention to the operation of the company and his dedicated efforts have resulted into substantial business growth to the company.

In view of the above, it is proposed to seek the approval of Members for the appointment of Mr. J. P. Kanodia on the terms & conditions as set out in the proposed resolutions.

The payment of remuneration had been approved by the Nomination and Remuneration Committee and Board of directors at its meeting held on 5th November 2019. The 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 Companies Act, 2013 read with rules made thereunder and Regulation 36 (3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 are as below:

Mr. J.P. Kanodia, 54 years old, has a Bachelor's degree in Commerce from St. Xaviers College, Kolkata. He has over 29 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 Board.

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: (Figures are in Lakhs)		
	Financial Year	Total Revenue	Net Profit / (Loss)
	2018-19	2921.84	65.53

	2017-18	3887.32	30.63
	2016-17	3218.31	-135.91
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, Associate or Holding Company.		
II. Information about the appointee			
Background details	Mr. J. P. Kanodia is the Promoter and Managing Director of the Company since 1993.		
Past remuneration	Past remuneration he was receiving before this appointment was Rs. 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 29 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	<p>a. Notwithstanding anything to the contrary herein contained, Company's profits calculated as per Section 197, 198 being inadequate at present, M.D. shall be entitled to remuneration by way of salary of Rupees 84 lakh (Eighty Four Lakhs) per annum to be paid on monthly basis, pursuant to limit specified in Schedule V of the Companies Act, 2013.</p> <p>b. 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).</p> <p>c. However he shall not be entitled to receive sitting fees for attending meetings of the Board of Directors or a Committee thereof.</p> <p>d. Car with driver (this shall not be included in the computation of perquisites).</p> <p>e. The Managing Director shall be entitled to be paid/reimbursed by the Company all travelling, board and lodging during business trips, entertainment and other out</p>		

	<p>of pocket business promotion expenses, costs, charges and expenses as may be incurred by him for the purpose of or on behalf of the Company.</p> <p>f. Shri J.P. Kanodia, in the capacity of Managing Director, shall be considered as a Key Managerial Personnel pursuant to the provisions of Section 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.</p> <p>g. The Company shall indemnify Shri J.P. Kanodia and keep him indemnified against all costs, expenses, losses, damages, penalties that he may incur or suffer in the course of attending or performing the Company's work including but not limited to legal costs and expenses incurred by him in defending any dispute or proceedings in any Court of Law, Arbitration, etc.</p> <p>h. 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.</p>
<p>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)</p>	<p>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.</p>
<p>Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any</p>	<p>Besides the below, Mr. J. P. Kanodia does not have any other pecuniary relationship with the Company:</p> <ol style="list-style-type: none"> 1. Remuneration as above. 2. Shareholding in Company (642494 Shares representing 10.79% of total paid-up capital). 3. Mrs. Madhu Kanodia (Spouse) is non-executive director in the Company holding 433899 no of shares representing 7.29% of total paid-up capital.
<p>III. Other information</p>	
<p>Reasons of loss or inadequate profits</p>	<p>Indian Commodities market is going through a challenging phase. The scenario was noticeable during few previous years. The markets for products like Maize, Soybean Meal, and grains continue to be highly fluctuating and the export of oil meals has declined considerably during the year</p> <p>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.</p> <p>Your company mainly 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.</p>

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 2019-20.

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.

In respect of Item No – 5.

Pursuant to the provisions of section 149(10) of the companies act 2013 and rules made thereunder Mr. Himanshu Chodhary, appointed as Independent Director of the company on 04.02.2016 and his first term of five years are going to complete on 03.02.2021. Looking into his expertise and contribution to Company and Board from time to time, Board has recommended his re-appointment for the second term of five years prospectively from 04.02.2021 to 03.02.2026.

As per the provisions of the companies' act 2013, re-appointment of independent director for second term required consent of members via special resolution in their meeting. The company decide to pass such resolution in its 28th Annual General Meeting.

Brief Resume of Directors seeking re-appointment at the 28th Annual General Meeting pursuant to Companies Act, 2013, Rules made thereunder and Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015]

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 in 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 (Raj.)

Date: 30.07.2020

Sd/-
Ramavtar Jangid
Company Secretary
ACS No.: 38688

BOARD OF DIRECTORS' REPORT

To,
The Members of
Unique Organics Limited

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

Your directors are pleased to present the **Twenty Eighth Annual Report** of the Company together with the Audited Financial Statement for the year ended on 31st March, 2020, as follows:

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

Particulars	Current year ended	Previous year ended
	31.03.2020	31.03.2019
	(Audited)	(Audited)
Revenue from operations	3,027.83	2,894.61
Other income	12.38	27.23
Total revenue	3,040.21	2,921.84
Expenses:		
(a) Cost of materials consumed	1,456.54	600.28
(b) Purchases of stock-in-trade	1,155.28	1,457.86
(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	(76.02)	43.53
(d) Employee benefits expense	114.02	123.47
(e) Finance costs	50.92	77.38
(f) Depreciation and amortisation expense	17.27	16.52
(g) Other expenses	311.78	542.55
Total expenses	3,029.79	2,861.59
Profit/ (loss) before exceptional items and tax	10.42	60.25
Exceptional items	-	-
Profit/ (loss) before tax	10.42	60.25
Tax expense		
(1) Current tax	2.24	11.59
(2) Deferred tax expense	3.74	(16.87)
Profit/(Loss) for the period from continuing operations	4.44	65.53
other comprehensive income		
A (i) Items that will not be reclassified to profit & loss	(0.19)	(0.97)
(ii) Income tax relating to Items that will not be reclassified to profit & loss	0.05	-
B (i) Items that will be reclassified to profit & loss	-	-
(ii) Income tax relating to Items that will be reclassified to profit & loss	-	-
Total Comprehensive Income for the period (Comprising Profit (Loss) and other Comprehensive Income for the period)	4.30	64.56
Paid-up equity share capital (F.V. of Rs. 10/-)	595.30	595.30
Earnings per equity share		
(a) Basic	0.07	1.10
(b) Diluted	0.07	1.10

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

Your company is engaged in manufacturing & exporting of agriculture commodities, food, ruminant feed and other animal nutritional products. During the year under review, domestic and export sales contributed 66 and 44 percent respectively in the turnover of the Company. The export activities were focused on animal feed ingredients and spices whereas domestic activities were focused on cattle feed and other animal nutritional products. Soybean Meal/Extractions and Rapeseed/Mustard DOC were the major contributor to the export sales during the year under review. The market of products like Maize, soybean meal and grains continue to be highly fluctuated and the exports of De-oiled Rice Bran (DORB) has declined during the year under review. Your company identified the scope of organic feed ingredients and has been focusing on its exports mainly organic barley and Soybean meal. Further, your company is working to identify more such high demand products and is hopeful of developing a good market base in international market.

During the year under review, your Company participated in 5 trade fairs/exhibitions held in Pune, Karnal, Lucknow, Indore and Jaipur to promote mainly our domestic products. For the coming years, your company will be evaluating the scope of various trade fairs and accordingly will make to participate in the same.

As informed in the previous Annual Reports from time to time, your company is continue to making efforts to recover money from defaulted debtors by taking suitable measures.

Your Company expanded the cattle feed manufacturing business by installing another unit at same premises to cater increased demand of its customer on time. The manufacturing facilities of your company were utilized at optimal level. It was used for the production of cattle feed and other animal nutritional products for ruminant's health under their brand name 'ROHINI' and for pulverizing, blending of herbs and spices. As per company's policy, ethics and quality are maintained at all the levels of the production.

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

DIVIDEND:

No dividend is recommended for the financial year 2019-20.

RESERVES:

No amount transferred to the general reserve during the year 2019-20.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

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

PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES:

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

DEPOSITS:

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

QUALIFICATIONS, RESERVATION OR ADVERSE REMARK IN AUDIT REPORTS:

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

- (a) the Statutory Auditor in its Independent Audit Report; and
- (b) the Company Secretary in practice in its Secretarial Audit Report.

REPORTING OF FRAUDS BY AUDITORS:

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

CHANGE IN THE NATURE OF BUSINESS:

There is no change in the Nature of Business of the Company from last year. The main activity of the

company is the export of Agri commodities, spices, animal feed meals, manufacture and sale of range of cattle feed products in its own brand name of "ROHINI" as well as processing of medicinal & herbal items on job work basis for various parties.

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. 31.03.2020) and the date of this report.

SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS:

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

DETAILS OF SUBSIDIARY/ JOINT VENTURES/ ASSOCIATE COMPANIES:

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

DETAILS OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS:

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

LISTING OF SHARES:

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

CORPORATE GOVERNANCE:

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

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

BOARD MEETINGS:

The Board of Directors met 8 (Eight) times during the financial year 2019-20 on 28.05.2019, 26.06.2019, 07.08.2019, 26.08.2019, 05.11.2019, 14.11.2019, 28.01.2020, 19.03.2020. 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 (including amended/extended from time to time).

COMMITTEES OF DIRECTORS:

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

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

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION:

Company has constituted Nomination and Remuneration Committee (Details of which is part of Corporate Governance Report in this Annual Report) and adopted Nomination and Remuneration Policy formulated in compliance with Section 178 of the Companies Act, 2013 read with rules thereunder and SEBI (LODR) Regulations,

2015. The full text of said policy is available on Company's website on below web-link: <http://uniqueorganics.com/investor/corporate-governance-policies/>

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

- The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his / her appointment, as per Company's Policy.
- Remuneration/ Commission etc. to be paid to Managing Director / Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013, Schedule V of the Act and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.
- The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013 read with rules thereunder and provisions of SEBI (LODR) Regulations, 2015. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors and members from time to time.
- The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay reflecting their short term and long term performance and working, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.
- An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.
- An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of an ordinary resolution by the Company and disclosure of

such appointment in the Board's report.

- The Committee may recommend with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the Companies Act, 2013, rules and regulations and the policy of the Company.
- There has been no change in the remuneration policy during the financial year.

PARTICULARS OF EMPLOYEES:

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

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

Company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Woman at the workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaint Committee (ICC) has been setup to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. No complaint pertaining to sexual harassment at workplace, was received during the year under review.

DIRECTORS:

a) Details of directors or key managerial personnel who were appointed or have resigned during the year

- Mr. Jyoti Prakash Kanodia was appointed as the Managing Director of the w.e.f. 5th November, 2019 for three years.
- Mrs. Nisha Sharma appointed as independent director to the Board for a term of five years in previous AGM held on 27th September 2019. The Board also have provided opinion with regard to

integrity, expertise and experience of Mrs. Nisha Sharma.

- None of the director resigned during the year under review.

b) Declaration by an Independent Director(s)

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

c) Performance Evaluation of Board and re-appointment

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

Mrs. Madhu Kanodia, Non-Executive 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 into the Board, generally attends an orientation programs at his convenient time. The details are provided in Corporate Governance Report.

e) Re-appointment of independent director

The first term of five years of Mr. Himanshu Chodhary, independent director of the company is expiring on 4th February 2021. To maintain optimum board combination in accordance with the requirements of Companies act 2013, and SEBI (Listing Obligation and Disclosures Requirements) Regulation 2015, Company needs to appoint independent director. Company received declaration from Mr. Himanshu Chodhary for re-appointment of independent director for another term of five years. The nomination and remuneration committee have also considered the proposal and find the candidature of Mr. Himanshu Chodhary appropriate for the position of independent director. The Board also have provided opinion with regard to integrity, expertise and experience of Mr. Himanshu Chodhary.

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 had 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 and loss of the company for that period;

- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis; and
- e) the directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

Explanation.—For the purposes of this clause, the term “internal financial controls” means the policies and procedures adopted by the company 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;

- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

STATUTORY AUDITORS:

M/s A.K. Meharia & Associates, Chartered Accountants, Kolkata, Statutory Auditors of the Company, hold office until the conclusion of the ensuing 28th annual general meeting of the Company and they being eligible, offer themselves for re-appointment. The Audit Committee and Board of Directors of the company have recommended the re-appointment of M/s. A.K. Meharia & Associates, Chartered Accountants, Kolkata, as Statutory Auditors of the company to hold office for two consecutive years tenure starting from the conclusion of this 28th AGM up to the conclusion of 30th AGM.

The company has received consent and Certificate required under Section 139 & 141(3)(g) of the Companies Act, 2013 read with Rules thereunder, for appointment as Statutory Auditors and other

provisions, if any, and that they are not disqualified for re-appointment. The resolution for the same is proposed to be passed by members in this AGM.

SECRETARIAL AUDITOR AND REPORT:

M/s Ruchi Jain & Associates, Company Secretaries, B-37, Ahinsha Marg, Jai Jawan Colony-I, Tonk Road, Jaipur (Raj.) was appointed as Secretarial Auditor to conduct the secretarial audit of the company for the financial year 2019-20, as required under Section 204 of the Companies Act, 2013 and rules thereunder. The secretarial audit report for the financial year 2019-20 forms part of the Report as an Annexure 5.

COST AUDITORS:

Provisions of cost audit is not applicable on your company. Accordingly your company is not required to conduct the cost audit for the financial year ended March 31, 2020.

AUDIT COMMITTEE:

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

VIGIL MECHANISM / WHISTLE BLOWER POLICY:

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

RISK MANAGEMENT POLICY/ PLAN:

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

SHARE CAPITAL:

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

a) Issue of equity shares with differential rights

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

b) Issue of sweat equity shares

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

c) Issue of employee stock options

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

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

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

CORPORATE SOCIAL RESPONSIBILITY (CSR):

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

The brief outline of the CSR Policy, including overview of the programs/ activities undertaken by the Company, the composition of the CSR Committee etc. are available at below web-links: <http://uniqueorganics.com/investor/csr/> <http://uniqueorganics.com/gallery/>

Regarding the applicability of CSR provisions on Company for the F.Y. 2018-20. As per amended

Sec. 135 of the Co. Act, 2013 and rules thereunder, Company is not coming under purview of CSR laws and not liable to spend any amount on CSR activities for the F.Y. 2019-20.

By end of this F.Y. 2019-20, Company have spent full amount which was lying unspent under its CSR head for previous years and nothing is remain unspent now.

This Committee was formed under applicability of CSR rules and regulations and to fulfill requirements stated thereunder. Since the F.Y. 2017-18, Company doesn't fulfill any criteria which attract applicability of CSR as per Companies Act, 2013 and rules made thereunder, also the full amount of CSR fund has been spent on various CSR activities and nothing is remain unspent, also there are no running project or activity which require monitoring by this Committee. Hence Board dissolved the Corporate Social Responsibility (CSR) Committee of the Company w.e.f. 29.06.2020.

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

DISCLOSURE ON MAINTENANCE OF COST RECORDS:

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

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

Pursuant to section 134 of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014, the requisite particulars are furnished at Annexure 7 given hereto forming part of this Report.

DEPOSITORY SYSTEM:

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

transfer of shares both in demat and in physical form.

ANNUAL RETURN:

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

An extract of the annual return in prescribed format (MGT-9) is appended as Annexure 8 to the Board's Report.

For & on behalf of the Board of Directors

Place: Jaipur

Date: 30.07.2020

Sd/-

J. P. Kanodia
Managing Director

DIN: 00207554

MANAGEMENT DISCUSSION & ANALYSIS

Your directors are glad to present below the management discussion and analysis for the year 2019-20:

Industry structure and developments:

The exports from India decreased approx. by 37% during the year 2019-20. The year witnessed impacts from the lasting effects of demonetization and the difficulties in the implementation of Goods and Service Tax. Though, the agriculture sector still remains in the negative territory as they are facing liquidity problems. Exports of DORB and Oil meals, which accounts for major share of exports of your company, has an overall decreased during the FY 2019-20.

In the upcoming FY 2020-21, the exports' growth is expected to increase due to improved momentum in the global demand and liberalized policies and incentive schemes of government of India. Good monsoon expectation will help to overcome the poor sentiments in the agriculture segment. Though, a higher dependency on monsoon in this sector is major factor.

The management of your company has been continuously working on to identify and select new products and markets. Further, the management anticipates good volume of business in year ahead.

Opportunities:

The advantage of your company is its 27 years of experience in the sector of agricultural exports that has created a trust among its customers worldwide. The management policies are aimed at satisfying the requirements of the present customers while adding on new products and markets. The company

is continue to expand its manufacturing capacity of cattle feed and other health supplements under the brand name 'ROHINI' with an aim to tap the domestic market and diverse its portfolio.

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

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

Threats:

Major products of your Company being related to agriculture produce, your company exposed to various unpredictable and inevitable circumstances that have the capacity to affect the industry and the business as a whole. The factors are briefly mentioned as below:

- Weather forecasts, monsoon season, climate condition and rain.
- Government policies for exports and Fiscal policies.
- Prices of various Agri commodities and exchange rate volatility.
- Demand and supply in local and global market.
- Changing purchasing and pricing patterns across the Globe.
- Political situation at national and international level.

- Foreign policy of India as well as importing Countries.

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

Segment-wise performance:

a) Business (Primary) Segment

The Company operates in a single primary business segment, namely, Feed, food and Spices products, and hence there is no

Particulars/ Revenue (Gross Sales)	For the Year 2019-20	For the Year 2018-19
India	18,04,74,390.14	8,90,16,450.85
Overseas	11,83,33,349.46	18,68,21,201.35
Total	29,88,07,739.60	27,58,37,652.20

- ii. Non-Current Assets: All non-current assets other than financial instruments of the company are located in India.

Outlook:

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

Management is hopeful that in coming years the trade in exports as well as domestic sector will improve. Your company is aggressively making efforts to add new products and market in the portfolio both at domestic and international levels. The company is also hopeful of receiving positive feedback for its brand 'ROHINI' (cattle feed products) from the market in long run.

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

Risk and concerns:

In the usual course of the business, the company is exposed to varied types and levels of risks. For instance, price fluctuations of the dealing commodities at national and international level,

reportable primary segment as per AS-17 on segment reporting.

b) Geographical (Secondary) Segment

- i. The company primarily operates in India and overseas and therefore the analysis of geographical segment is demarcated into its Indian and Overseas operations as under :

currency fluctuations, legal, market and financial risks, etc. Due to liquidity concerns in the market

and volatility of the prices, the threat of defaults by customers is high at both national and international level and your company is already making efforts to avoid this circumstance by thoroughly checking buyer credentials and taking trade insurance policies.

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

Internal Control System and their adequacy:

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

performance and providing competitive advantage by eliminating avoidable costs.

Financial and Operational Performance:

Total revenue of the Company from operational and other income increased in the year under review from Rs. 2921.84 lakh to Rs. 3040.21 lakh, registering an increment of 4% in total revenue as compared to previous financial year, though net profit decreased drastically due to sudden increase in prices of raw material for domestic production and other overheads.

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.

Impact of COVID-19 on the Business:

Govt. of India and WHO both declared the COVID-19 as pandemic in March 2020, and declared lock down from 25th March 2020 in phased manner to prevent spread of this pandemic. In terms of Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we would like to inform you that we, as a responsible corporate entity, were utmost concerned about the health & safety of all our employees, stakeholders and their families. Accordingly, we extended our full support and cooperation to said lock down followed the various advisory issued by Central and State Governments.

Pursuant to Regulation 30(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, disclosures & information that the Company considers disclosing, subject to the application of materiality, given below:

1. Impact of the CoVID-19 pandemic on the business:

Due to complete lock down announced by the Government of India, businesses are affected adversely at large. Govt. allowed manufacturing and supply of essential goods at initial stage of lock down to make the said lock down successful.

The Products of our Company being Animal feed and other food feed products, were eligible for manufacturing and transport during

lock down period. Our Company after taking due permissions and passes from Raj. Police and RIICO office, continued to run the manufacturing plant situated at Sitapura during all phases of lock downs (except 2-3 days at initial stage)

2. Ability to maintain operations including the factories/units/office spaces functioning and closed down:

Our products being categorized as essential goods by Govt., manufacturing plant of the Company situated at Sitapura is operational (with reduced capacity) since beginning of lock down (except 2-3 days at initial stage, which required to take necessary permissions and passes for workers). Supply of goods though affected due to unavailability of transportation for some time but later situation normalized.

3. Schedule, if any, for restarting the operations:

Export as well as manufacturing plant of the Company situated at Sitapura is operational (with reduced capacity) since beginning of lock down (except 2-3 days at initial stage, required to take necessary permission and passes for workers).

4. Steps taken to ensure smooth functioning of operations:

The Company is adhering to complete safety measures in its factory and office to safeguard its employees from COVID-19 disease.

The company has taken a variety of safety steps, such as thermal Screening of all employees, sanitizing the premises, plant and machinery and vehicles on regular basis, maintenance of social distancing at all work places, enforcing wearing of masks and regular cleaning of hands with soap, Regular update of the health of all the employees and their families, asking all employees to have Aarogya Setu App and continuously follow guidelines/advisories as prescribed by the Government India and Govt. of Rajasthan.

5. Estimation of the future impact of CoVID-19 on its operations:

Company is currently operating its business below its optimal level of total capacity. The

Company is continue to fulfil most of its orders and requirements of the customers.

Whole industry is facing many hurdles i.e. demand, supply, payments, liquidity, transportation, availability of labour etc. and a business cannot remain unaffected by overall market impacts.

Therefore at present, it is not possible to estimate the exact impact of the COVID-19 on the business of our Company, We will assess the future impact of COVID-19 on business, if any and will continue to disclose the same, if found any material information/event.

6. Details of impact of CoVID-19 on the Company:

At present we can assess the information is that manufacturing and export, both of division of our Company remained functional during the lockdown and we have sufficient demand to cater our valued customers therefore at this point of time, we believe that this pandemic will not impact much the operation, profitability, turnover and liquidity of our Company.

Manufacturing and export both the division of the Company are functional and we are continue to fulfill orders of our valued customers. Payments are little bit delayed from our parties due to which Company is facing minor liquidity problem, still we are continue to release payment to our vendors on time.

At Present Company is neither looking for any lay off nor reduction or any cut in salaries of its employees which are its biggest assets and strength.

7. Existing contracts/agreements where non-fulfilment of the obligations by any party will have significant impact on the listed entity's business:

The Company able to cater requirement of its all customers and continue to fulfil commitments all of its contracts/agreements, related to timely delivery of goods in required quantity.

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, suppliers and all stakeholders 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: 30.07.2020

Sd/-

J. P. Kanodia
Managing Director

DIN: 00207554

ANNEXURES TO THE BOARD OF DIRECTOR'S REPORT

Annexure-1
PARTICULARS OF CONTRACTS/ ARRANGEMENTS MADE WITH RELATED PARTIES
Form No. AOC-2

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

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

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

S.No.	Particulars	Details
(a)	Name(s) of the related party and nature of relationship	There were no Transactions or Arrangements which were not at Arm's length basis during the year ended March 31, 2020
(b)	Nature of contracts/arrangements/transactions	
(c)	Duration of the contracts / arrangements/transactions	
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	
(e)	Justification for entering into such contracts or arrangements or transactions	
(f)	date(s) of approval by the Board	
(g)	Amount paid as advances, if any	
(h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	

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

S.No.	Particulars	Details
(a)	Name of the Related Party	There were no contracts or arrangements or transactions entered into during the year ended March 31, 2020, which were at Arm's length basis.
(b)	Nature of Relationship	
(c)	Nature of contract / arrangement / transaction	
(d)	Duration of contract / arrangement / transaction	
(e)	Salient terms of the contract or arrangement or transaction	
(f)	Justification for entering into such contracts or arrangements or Transaction	
(g)	Date of approval by the Board, if any	
(h)	Amount of transaction during the year	
(i)	Amount paid as advances if any	
(j)	Date on which the resolution was passed in General meeting as required under first proviso to section 188	

For and on behalf of the Board

Place: Jaipur

Date: 30.07.2020

Sd/-
J. P. Kanodia
 Managing Director
 DIN: 00207554

Annexure-2
AUDITOR'S CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

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

To,

The Members of Unique Organics Limited,

1. This certificate is issued in accordance with the terms of our engagement letter dated May 29, 2019.
2. We, A.K. Meharia & Associates, Chartered Accountants, the Statutory Auditors of Unique Organics Limited ("the Company"), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on 31st March, 2019, as stipulated in clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the Listing Regulations).

Managements' Responsibility

3. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

Auditor's Responsibility

4. Our examination is limited to examining the procedures and implementations thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

6. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

8. Based on our examination of the relevant records and according to the information and explanations provided to us and the representation provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and Para C and D of Schedule V of the SEBI Listing Regulations during the year ended March 31, 2020.
9. We 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.

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

Place: Kolkata.
Dated: 29th June, 2020

Sd/-
A.K. Meharia
Partner
Membership No. 053918
UDIN: 20053918AAAAAZ1682

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 (Mr. J.P. Kanodia - Managing Director) of the Company to the median remuneration of the employees of the Company for the financial year 2019-20:

Ratio of the remuneration of Whole Time Director of the Company (Mr. J.P. Kanodia - Managing Director) to the median remuneration of the employees of the Company is 26.32:1 (1 denotes median employees salary).

Note - Information is taken only in respect of Whole Time (Executive) Directors, who are in contractual position with the Company as on 31st March 2020. Only one director Mr. J.P. Kanodia is Whole Time Director in the Company working in the capacity of Managing Director, rest all directors all non-executive and are not paid any remuneration except sitting fees. For the calculation of median remuneration of employees of the Company, total remuneration paid during the year was taken of the employees who were on roll of the Company during full financial year 2019-20 and previous year for better comparability. Trainees, part-time and employees joined/ left during the year were not considered for this calculation.

(ii) The percentage increase in remuneration of each Whole Time Director, Chief Financial Officer and the Company Secretary of the Company, during the financial year 2019-20, are as under;

Percentage increase in remuneration for Whole Time Director (Managing Director) is - 22.28%, for Chief Financial Officer is 4.82% and for Company Secretary is 14.27%.

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

Median remuneration of employees of the Company increased by 18.64% during the financial year 2019-20, as compared to the financial year 2018-19.

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

The Company had 29 permanent employees on its rolls as on 31st March 2020 (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 14.14% and the average remuneration increase for the Managerial Personnel of the Company (M.D.) was -18%. Remuneration increases/decreases are dependent on the Company's profits and particular employee's performance individually and collectively.

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

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

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

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

S. N.	Name of employee	Designation	Remuneration Received	Nature of Employment	Qualifications and Experience	Date of commencement of employment	Age (Yrs)	Last Employment	Percentage of equity shares held	Whether relative of any director or manager
1	Harish Panwar	Chief Financial Officer	6,01,375	On Roll	M. Com. 12 Years	15.01.2007	40	Private Job	0.00%	No
2	Ramavtar Jangid	Company Secretary	5,18,750	On Roll	C.S., LL.B. 8 Years	06.11.2014	36	SLPPL, Jaipur	0.00%	No
3	Chandan Singh	Production Manager	4,34,901	On Roll	Sr. Sec. 8 Years	01.09.2011	36	Fresher	0.00%	No
4	Mahavir Prasad Sharma	Purchase Manager	4,15,725	On Roll	Sr. Sec. 14 Years	01.10.2006	50	Private Job	0.00%	No
5	Mohammad Javed	Production Manager	2,48,116	On Roll	M.B.A. 3 Years	01.12.2017	31	Private Job	0.00%	No
6	Raju Sharma	Lab In charge	2,41,490	On Roll	M.Sc. 2 Years	18.01.2019	30	Fresher	0.00%	No
7	Ghanshyam Choudhary	Logistic	2,31,417	On Roll	B.A 2 Years	24.11.2018	26	Private Job	0.00%	No
8	Dishank Mathur	Sales Executive	2,27,898	On Roll	B.Com 1 Years	01.06.2018	35	Fresher	0.00%	No
9	Sourav Sharma	Marketing Executive	1,67,086	On Roll	M.Com 2 Years	14.03.2018	27	Private Job	0.00%	No
10	L. D. Das	-	2,07,954	On Roll	Matric 20 Years	01.12.2018	56	Private Job	0.00%	No

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

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

Notes:

- 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.
- 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.

For and on behalf of the Board

Place: Jaipur
Date: 30.07.2020

Sd/-

J. P. Kanodia
Managing Director
DIN: 00207554

Annexure-4
POLICY FOR EVALUATION OF THE PERFORMANCE OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS
A. INTRODUCTION:

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

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

B. DEFINITIONS:

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

Directors of the Company.

- 6) “**the Committee**” or “**this Committee**”: The Committee or This Committee shall mean the Nomination and Remuneration Committee of the Board of Directors formed under the provisions of Section 178 of Companies Act, 2013.

C. OBJECTIVE:

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

D. PROCEDURE FOR PERFORMANCE EVALUATION:

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

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

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

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

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

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

Less than 3.5 – Unsatisfactory.

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

E-1. For Board & its Committees:

S.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-5

SECRETARIAL AUDIT REPORT

Form No. MR-3

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

For the Financial Year ended 31.03.2020

To,

The Members

UNIQUE ORGANICS LIMITED

CIN: L24119RJ1993PLC007148

E-521, Sitapura Industrial Area,

P.O. Sitapura Jaipur RJ 302022 IN

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **UNIQUE ORGANICS LIMITED (CIN: L24119RJ1993PLC007148)** (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 our opinion thereon.

Based on our verification of the Company's 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, 2020 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 the Company for the financial year ended on March 31, 2020 according to the provisions of:

- 1) The Companies Act, 2013 (the Act) and the rules made thereunder;
- 2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- 3) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; **(Not Applicable to the Company during the Audit period)**
- 4) 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; - **(Not Applicable to the Company during the Audit period)**
- 5) 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; **(Not Applicable to the Company during the Audit period)**
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(Not Applicable to the Company during the Audit period)**
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities)

Regulations, 2008; **(Not Applicable to the Company during the Audit period)**

- 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 **(Not Applicable to the Company during the Audit period)**
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998. **(Not Applicable to the Company during the Audit period)**

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

- 1) The Listing Agreements entered into by the Company with Bombay Stock Exchange,
- 2) The Secretarial Standards as issued by the Institute of the Company Secretaries of India.

During the audit period under review and as per information and clarifications provided by the management, we hereby confirm that the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. as mentioned hereinabove.

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. During the year, Mrs. NISHA SHARMA having DIN: 08545464, was appointed as an Independent Director of the Company. No other changes took place in the composition of the Board of Directors during the period under review.

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, if any, are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor

and ensure compliance with applicable laws, rules, regulations and guidelines.

Yours Truly,

Sd/-

RUCHI JAIN

M. No.: 24356

C.P. No.: 8818

UDIN: A024356B000522414

Place: Jaipur

Date: 29.07.2020

Note: This report is to be read with our letter of even date which is annexed as "ANNEXURE A" and forms an integral part of this report.

Annexure A

To

The Members

UNIQUE ORGANICS LIMITED

CIN: L24119RJ1993PLC007148

E-521, Sitapura Industrial Area,

P.O. Sitapura Jaipur RJ 302022 IN

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Yours Truly,

Sd/-

RUCHI JAIN

M. No.: 24356

C.P. No.: 8818

UDIN: A024356B000522414

Place: Jaipur

Date: 29.07.2020

Annexure-6

CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE ANNUAL REPORT.

1. **Brief outline of the Company's CSR Policy, including overview of projects or programs proposed undertaken and reference to the web-link to the CSR Policy and projects or programs:** Corporate Social Responsibility (CSR) is the Company's commitment to its stakeholders to conduct business in an economically, socially and environmentally sustainable manner that is transparent and ethical. Your Company believes that corporate development has to be inclusive and every corporate has to be responsible for the development of a just and humane society that can build a national enterprise. Your Company commits itself to contribute to the society in ways possible for the organization and has constituted Corporate Social Responsibility (CSR) Committee and adopted CSR policy in accordance with the provisions of Section 135 of the Companies Act, 2013 read with Rules thereunder and Schedule VII. CSR team of the Company works as a means for fulfilling this commitment towards society. Company works in the area of eradicating of malnutrition, hunger, improving healthcare & medical health camps, promoting

education by providing support for study material, bag, instruments, providing safe drinking water, animal welfare etc. and other areas covered under amended Schedule VII of the Companies Act, 2013. Company spends the amount on CSR activities through registered trust/Societies having good history in relevant activities and direct implementation as well. Given below the web-link to the CSR Policy and projects or programs available on Company's website:

<http://uniqueorganics.com/investor/csr/>

<http://uniqueorganics.com/gallery/>

2. **Composition of CSR Committee:** Pursuant to provisions of Sub-Section 1 of Section 135 of Companies Act, 2013 read with rules thereunder, constitution of CSR Committee is not applicable on the Company for the F.Y. 2019-20 being not fulfilling any criteria out of 3 criteria as stipulated in under Sub-Section 1 of Section 135 of Companies Act, 2013 read with rules thereunder hence CSR is not applicable on the Company for the F.Y. 2019-20. But Company is having a CSR Committee comprises Mrs. Madhu Kanodia (Chairperson of the Committee), Mr. Sanjay Sharma (Independent Director) and Mr. Himanshu Chodhary (Independent Director). Since the Company had unspent amount required to be spent under CSR activities for earlier years, therefore Company continued the same Committee for the year under review to consider the proposal and recommends the same to the Board, ensures the implementation and monitoring of the CSR activities to be undertaken for the unspent amount as detailed above:
3. **Average net profit of the Company for last three financial years: N.A**
4. **Prescribed CSR Expenditure (2% of profits as stated in item 3 above): N.A.**
5. **Details of CSR spent during the financial year:**
 - (a) Total amount spent during the financial year 2019-20: **2.24 Lakh**
(Spent against the unspent CSR fund lying for previous years)
 - (b) Amount unspent, if any: **NIL.**
 - (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. (2019-20)	Amount spent: Direct/ through implementing agency
1.	Funding towards expenses on welfare of abandoned cows (protection, feeding and machinery)	Animal Welfare	Local Area (Jaipur District-Raj.)	7.00 Lakh	Direct expenditure on project: 7.00 Lakh Overheads: NIL	7.00 Lakh	HARE KRISHNA MOVEMENT C-6, Mahal Scheme, Jagatpura, Jaipur-302017 (Raj.)
2.	Funding towards payment of education fees for computer course	Education and up-liftment of lives of differently disabled persons with Autism	Local Area (Jaipur District-Raj.)	.60 Lakh	Direct expenditure on project: .60 Lakh Overheads: NIL	7.60 Lakh	Approach Autism Society, Jaipur
3.	Distribution of cooked food packets, soap to needy and migrant labours and fodder to abandoned cows during COVID-19 lockdown period	Eradicating hunger and poverty, animal welfare (as allowed by Govt. during COVID-19 pandemic)	Jaipur (Raj.) and Mumbai (MH.)	.74 Lakh	Direct expenditure on project: 79324 Overheads: NIL	8.34 Lakh	Direct by Unique Organics Limited
Total				8.34 Lakh			

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

By end of this F.Y. 2019-20, Company have spent full amount which was lying unspent under its CSR head for previous years and nothing is remain unspent now.

This Committee was formed under applicability of CSR rules and regulations and to fulfill requirements stated thereunder. Since the F.Y. 2017-18, Company doesn't fulfill any criteria which attract applicability of CSR as per Companies Act, 2013 and rules made thereunder, also the full amount of CSR fund has been spent on various CSR activities and nothing is remain unspent, also there are no

running project or activity which require monitoring by this Committee. Hence Board dissolved the Corporate Social Responsibility (CSR) Committee of the Company w.e.f. 29.06.2020.

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

Place: Jaipur,
Date: 30.07.2020

J. P. Kanodia

Madhu Kanodia

Sd/-

Sd/-

(Managing Director) (Chairperson-CSR Committee)

Annexure-7
PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION ETC.

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

(A) Conservation of energy-

- (i) **the steps taken or impact on conservation of energy:** Company is chiefly engaged in trading and export activities with minor in production, therefore not much scope in conservation of energy in manufacturing activities, however we are trying to minimize use of energy by using good rated and energy efficient electronic motors, appliances in factory as well as office premises. Also company has installed power factor system to avoid power factor charges by electricity board.
- (ii) **the steps taken by the company for utilizing alternate sources of energy:** Since Company is chiefly engaged in trading activities and minor in manufacturing activities. Thus, no

alternate source of energy is used at time.

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

(B) Technology absorption-

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

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows are as below:

Particulars	(Rs. In Lakhs)	
	2019-20	2018-19
Foreign Exchange Earnings: Export Sales (FOB)	1163.99	1823.96
Foreign Exchange Outgo: Brokerage, claims & deductions Expenses	17.08	21.90
CIF Value of Imports	NIL	NIL

For and on behalf of the Board of Directors

Place: Jaipur
Date: 30.07.2020

Sd/-

J. P. Kanodia
Managing Director
DIN: 00207554

Annexure-8
EXTRACT OF ANNUAL RETURN AS ON FINANCIAL YEAR ENDED ON 31.03.2020

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: 0141-2770315/ 2770509, 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. Unit: Unique Organics Limited, 99, Stephen House, 6th Floor, 4, B.B.D. Bag (East), Kolkata – 700001 (West Bengal) Phone: 033-22301043, Fax: 033-22430153, Email: absconsultant99@gmail.com

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	Manufacturing - Cattle Feed Products	10801	45.58%
1	Trade - Wholesale Trading	46201	39.60%

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)

(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	1962167	0	1962167	32.96	1962167	0	1962167	32.96	0
b) Central Govt.or State Govt.	0	0	0	-	0	0	0	-	0
c) Bodies Corporates	0	0	0	-	0	0	0	-	0
d) Bank/Fl	0	0	0	-	0	0	0	-	0
e) Any other	0	0	0	-	0	0	0	-	0
SUB TOTAL:(A) (1)	1962167	0	1962167	32.96	1962167	0	1962167	32.96	0
(2) Foreign									
a) NRI- Individuals	0	0	0	-	0	0	0	-	0
b) Other Individuals	0	0	0	-	0	0	0	-	0
c) Bodies Corp.	0	0	0	-	0	0	0	-	0
d) Banks/Fl	0	0	0	-	0	0	0	-	0
e) Any other...	0	0	0	-	0	0	0	-	0
SUB TOTAL (A) (2)	0	0	0	-	0	0	0	-	0
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	1962167	0	1962167	32.96	1962167	0	1962167	32.96	0
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds	0	0	0	-	0	0	0	-	0
b) Banks/Fl	0	0	0	-	0	0	0	-	0
c) Central govt	0	0	0	-	0	0	0	-	0
d) State Govt.	0	0	0	-	0	0	0	-	0
e) Venture Capital Fund	0	0	0	-	0	0	0	-	0
f) Insurance Companies	0	0	0	-	0	0	0	-	0
g) FIIS	0	0	0	-	0	0	0	-	0
h) Foreign Venture Capital Funds	0	0	0	-	0	0	0	-	0
i) Others (specify)	0	0	0	-	0	0	0	-	0
SUB TOTAL (B)(1):	0	0	0	-	0	0	0	-	0
(2) Non Institutions									
a) Bodies corporates									
i) Indian	249615	79200	328815	5.52	236784	79200	315984	5.31	-0.2155384
ii) Overseas	0	0	0	-	0	0	0	-	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	1476467	1055500	2531967	42.53	1523035	1031000	2554035	42.90	0.37070385
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	908152	154700	1062852	17.85	945015	107600	1052615	17.68	-0.1719637
c) Others (NRI)	30099	37100	67199	1.13	31099	37100	68199	1.15	0.01679825
SUB TOTAL (B)(2):	2664333	1326500	3990833	67.04	2735933	1254900	3990833	67.04	0
Total Public Shareholding (B)= (B)(1)+(B)(2)	2664333	1326500	3990833	67.04	2735933	1254900	3990833	67.04	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	-	0	0	0	-	0
Grand Total (A+B+C)	4626500	1326500	5953000	100.00	4698100	1254900	5953000	100.00	0

(ii) Shareholding of Promoters

S. 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	433899	7.29	0.00	433899	7.29	0.00	0.00
2	Jyoti Prakash Kanodia	642494	10.79	0.00	642494	10.79	0.00	0.00
3	Sarla Devi Kanodia	727599	12.22	0.00	727599	12.22	0.00	0.00
4	Harsh Vardhan Kanodia	158175	2.66	0.00	158175	2.66	0.00	0.00
	Total	1962167	32.96	0.00	1962167	32.96	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	433899	7.29	433899	7.29
	Changes during the year	-	-	0	0.00
	At the End of the year	433899	7.29	433899	7.29
2	Jyoti Prakash Kanodia:				
	At the beginning of the year	642494	10.79	642494	10.79
	Changes during the year	-	-	0	0.00
	At the End of the year	642494	10.79	642494	10.79
3	Sarla Devi Kanodia:				
	At the beginning of the year	727599	12.22	727599	12.22
	Changes during the year	-	-	0	0.00
	At the End of the year	727599	12.22	727599	12.22
4	Harshvardhan Kanodia:				
	At the beginning of the year	158175	2.66	158175	2.66
	Changes during the year	-	-	0	0.00
	At the End of the year	158175	2.66	158175	2.66

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

Name of the Top Ten Shareholder	IMPACT LABS PVT LTD		DHEERAJ KUMAR LOHIA		AJIT KHANDLWAL		RAJENDRAKUMAR MAKHANLAL GUPTA		AGGREGATE FINANCE & INVESTMENTS PVT LTD		LALIT CHANDULAL SHAH		CHANDER BAJAJ		RASHMI NAVINBHAI MEHTA		MANOJ CHANDULAL SHAH		SONAL LOHIA	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
At the beginning of the year	174642	2.93	126525	2.13	64200	1.08	61990	1.04	45000	0.76	42400	0.71	41200	0.69	35273	0.59	33500	0.56	31100	0.52
Date of change	Cumulative Shareholding during the year		Cumulative Shareholding during the year		Cumulative Shareholding during the year		Cumulative Shareholding during the year		Cumulative Shareholding during the year		Cumulative Shareholding during the year		Cumulative Shareholding during the year		Cumulative Shareholding during the year		Cumulative Shareholding during the year		Cumulative Shareholding during the year	
17-May-2019	174642	2.93	126525	2.13	64200	1.08	61990	1.04	45000	0.76	42400	0.71	41597	0.70	35273	0.59	33500	0.56	31100	0.52
At the end of the year or details at the date of separation	174642	2.93	126525	2.13	64200	1.08	61990	1.04	45000	0.76	42400	0.71	41597	0.70	35273	0.59	33500	0.56	31100	0.52

Note:

All Changed are due to Sale/purchase of Shares.

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

Non of the Shareholders Separated from top ten shareholders during the year 2019-20.

(v) Shareholding of Directors & KMP

S.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	6,42,494	10.79	6,42,494	10.79
	Changes during the year	-	-	-	-
	At the End of the year	6,42,494	10.79	6,42,494	10.79
2	Mrs. Madhu Kanodia-Director				
	At the beginning of the year	4,33,899	7.29	4,33,899	7.29
	Changes during the year	-	-	-	-
	At the End of the year	4,33,899	7.29	4,33,899	7.29
3	Mr. Sanjay Sharma-Director				
	At the beginning of the year	-	-	-	-
	Changes during the year	-	-	-	-
	At the End of the year	-	-	-	-
4	Mrs. Vinita Mishra-Director				
	At the beginning of the year	-	-	-	-
	Changes during the year	-	-	-	-
	At the End of the year	-	-	-	-
5	Mr. Himanshu Chodhary-Director				
	At the beginning of the year	-	-	-	-
	Changes during the year	-	-	-	-
	At the End of the year	-	-	-	-
6	Mrs. Nisha Sharma *				
	At the beginning of the year	-	-	-	-
	Changes during the year	-	-	-	-
	At the End of the year	-	-	-	-
7	Mr. Harish Panwar-KMP				
	At the beginning of the year	70.00	-	70.00	0.00
	Changes during the year	-	-	-	-
	At the End of the year	70.00	-	70.00	0.00
8	Mr. Ramavtar Jangid-KMP				
	At the beginning of the year	10.00	-	10.00	0.00
	Changes during the year	-	-	-	-
	At the End of the year	10.00	-	10.00	0.00

*Appointed w.e.f. 27.09.2019

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	5,14,67,284.32	-	-	5,14,67,284.32
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	5,14,67,284.32	-	-	5,14,67,284.32
Change in Indebtedness during the financial year				
Additions	-	-	-	-
Reduction	74,08,813.28	-	-	74,08,813.28

Net Change	(74,08,813.28)	-	-	(74,08,813.28)
Indebtedness at the end of the financial year				
i) Principal Amount	4,40,58,471.04	-	-	4,40,58,471.04
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	4,40,58,471.04	-	-	4,40,58,471.04

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole time director and/or Manager:

S.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.	49,06,667.00	49,06,667.00
	(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)	49,06,667	49,06,667
	Ceiling as per the Act		84,00,000

B. Remuneration to other directors:

S.No	Particulars of Remuneration	Name of the Directors			Total Amount
		Mr. Sanjay Sharma	Mr. Himanshu Chodhary	Mrs. Nisha Sharma*	
1	Independent Directors				
	(a) Fee for attending Board & Committee meetings	9,000.00	12,000.00	1,500.00	22,500.00
	(b) Commission	-	-	-	-
	(c) Others, please specify	-	-	-	-
	Total (1)	9,000.00	12,000.00	1,500.00	22,500.00
2	Other Non Executive Directors	Mrs. Madhu Kanodia	Mrs. Vinita Mishra	Total Amount	
	(a) Fee for attending board committee meetings	8,000.00	5,500.00	13,500.00	
	(b) Commission	-	-	-	
	(c) Others, please specify.	-	-	-	
	Total (2)	8,000.00	5,500.00	13,500.00	
	Total (B)=(1+2)				36,000.00
	Total Managerial Remuneration (A+B)				49,06,667.00
	Overall Ceiling as per the Act.				84,00,000.00

*Appointed w.e.f. 27.09.2019

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

S. No.	Particulars of Remuneration	Key Managerial Personnel		Total
		Company Secretary	CFO	
1	Gross Salary	Mr. Ramavtar Jangid	Mr. Harish Panwar	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	5,18,750.00	6,01,375.00	11,20,125.00
	(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	5,18,750.00	6,01,375.00	11,20,125.00

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

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

CORPORATE GOVERNANCE REPORT

 (Forming part of the Directors' Report for the year ended 31st March, 2020)

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 following members constitute the Board:

S. No.	Name of Directors	Executive/ Non-Executive / Independent	Shareholding in the Company
1	Mr. J.P. Kanodia	Managing Director (Promoter)	642494 (10.79%)
2	Mrs. Madhu Kanodia	Non-executive Director (Promoter)	433899 (7.29%)
3	Mrs. Vinita Mishra	Non-executive Director	-
4	Mr. Sanjay Sharma	Independent Director	-
5	Mr. Himanshu Chodhary	Independent Director	-
6	Mrs. Nisha Sharma	Independent Director	-

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

All the directors who are members of various committees are within the permissible limits as

Company complies with the provisions of SEBI (LODR) Regulations, 2015, Companies Act, 2013, SS and other governing laws.

2. Board of Directors:

a) **The composition of the Board** of Directors of the Company is governed by the relevant provisions of the Companies Act, 2013, the Rules made thereunder, Regulation 17 of the SEBI (LODR) Regulations, 2015, relating to Corporate Governance. The Board has optimum combination of executive, non-executive and independent directors, accordingly the board comprises of 6 directors, including one Managing Director (viz. executive director), two non-executive non-independent woman directors and three independent directors. The independent directors of your company have experience in business, education and finance.

per Companies Act, 2013 read with rules thereunder and SEBI (LODR) Reg. They intimate about their membership in various committees in other companies.

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

S. No	Name of the Directors	No. of Board meetings attended during the year	Whether present at previous AGM
1	Mr. J.P. Kanodia	8/8	YES
2	Mrs. Madhu Kanodia	8/8	YES
3	Mr. Sanjay Sharma	8/8	YES
4	Mrs. Vinita Mishra	7/8	NO
5	Mr. Himanshu Chodhary	8/8	NO
6	Mrs. Nisha Sharma	3/4	NA

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

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

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

During the year under review, the Board of Directors met 8 (Eight) times on 28.05.2019, 26.06.2019, 07.08.2019, 26.08.2019, 05.11.2019, 14.11.2019, 28.01.2020 and 19.03.2020. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013 read with rules thereunder and SEBI (LODR) Regulations, 2015.

e) Disclosure of interest between directors inter-se:

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

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

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

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 (considering exemptions provided under regularion 15 of LODR) read with Section 177 of the Companies Act, 2013. The Audit Committee consists of majority of independent directors.

During the year under review four meetings of the committee were held on 28.05.2019, 07.08.2019, 14.11.2019 and 28.01.2020.

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

Name of the Director	Status	Number of meetings during the year under review	
		Held	Attended
Mr. J. P. Kanodia	Chairman	4	4
Mr. Sanjay Sharma	Member	4	4
Mr. Himanshu Chodhary	Member	4	4

4. Nomination and Remuneration Committee:

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

- The Nomination and Remuneration Committee shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.
- The Nomination and Remuneration Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
- The Nomination and Remuneration Committee shall, while formulating the policy ensure that—
 - The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
 - Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay

reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

(ii) **Composition, name of members and Chairperson, meetings and attendance during the year:** During the year under review, three meetings of the committee were held on 26.08.2019, 05.11.2019 and 19.03.2020.

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

Name of the Director	Status	Number of meetings during the year under review	
		Held	Attended
Mr. Himanshu Chodhary	Chairman	3	3
Mrs. Vinita Mishra	Member	3	3
Mr. Sanjay Sharma	Member	3	3

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

5. Remuneration of Directors:

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

<http://uniqueorganics.com/investor/corporate-governance-policies/>

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://uniqueorganics.com/investor/corporate-governance-policies/>

- (iii) **Details of remuneration to all the directors for the year ended 31.03.2020:** 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	Comm ission	Pensi on	Total Salary (Rs.)
Mr. J. P. Kanodia	49,06,667	-	-	-	-	-	49,06,667
Mrs. Madhu Kanodia	-	8,000	-	-	-	-	8,000
Mr. Sanjay Sharma	-	9,000	-	-	-	-	9,000
Mrs. Vinita Mishra	-	5,500	-	-	-	-	5,500
Mr. Himanshu Chodhary	-	12,000	-	-	-	-	12,000
Mrs. Nisha Sharma	-	1,500	-	-	-	-	1,500

- (iv) **Service contract, Notice period and severance fees:** J.P. Kanodia (Managing Director) had entered into employment contract with the Company for a term of three year. BOD in its meeting held on 5th November 2019 approved his appointment subject to approval of members in ensuing 28th AGM. The service contract of employment contains all conditions of employment, resignation, terminations etc.

Number of Complaints received during the year	0
Number of Complaints resolved during the year	0
Number of Complaints not solved to the satisfaction of shareholders	0
Number of Complaints pending as on 31.03.2019	0

6. Stakeholders Relationship Committee/ Shareholders' Grievance Committee :

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

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

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

During the year under review one meeting of the Committee was held on 19.03.2020.

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

7. Share Transfer Committee:

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

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

During the year under review five meetings of the Committee were held on 12.04.2019, 16.05.2019, 06.06.2019, 21.06.2019, 11.07.2019.

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

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

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 three meetings of the Committee was held on 07.08.2019, 28.01.2020 and 19.03.2020.

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

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

Name of the Director	Status	Number of meetings during the year under review	
		Held	Attended
Mrs. Madhu Kanodia	Chairperson	3	3
Mr. Sanjay Sharma	Member	3	3
Mr. Himanshu Chodhary	Member	3	3

9. Independent Directors' Meeting:

The Independent Directors of the Company could not meet for any meeting during the year under review due to COVID-19 pandemic lockdown and advisory issued by Govt. of India.

The MCA vide its General Circular No. 11 /2020, dated 24th March, 2020, has clarified that if, the IDs are not able to hold at least one ID meeting during the financial year 2019-20, the MCA will not view it as a non-compliance of the statutory provisions.

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 each time at the end of the quarter till 48th hours from declaration of results. 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
25 th	Tuesday, 26.09.2017	11:30 AM	E-521, Sitapura Industrial Area, Jaipur-302022 (Raj.)
26 th	Tuesday, 25.09.2018	11:30 AM	E-521, Sitapura Industrial Area, Jaipur-302022 (Raj.)
27 th	Friday, 27.09.2019	11:30 AM	E-521, Sitapura Industrial Area, Jaipur-302022 (Raj.)

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

AGM	Date of AGM	Special Resolutions passed
25 th	Tuesday, 26.09.2017	NIL
26 th	Tuesday, 25.09.2018	<u>Resolution No. 3:</u> Levy of charges for delivery of documents to members through particular mode of delivery.
27 th	Friday, 27.09.2019	<u>Resolution No. 3:</u> Appoint Mrs. Nisha sharma as an independent director of the company for a term of five years. <u>Resolution No. 4:</u> Re-appointment of Mr. Sanjay Sharma, independent director of the company for another term of 5 years. <u>Resolution No. 5:</u> Adoption of new set of Articles of Association. <u>Resolution No. 6:</u> Alteration of the Object Clause & Liability Clause of the Memorandum of Association of the Company.

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

13. Dividend History and Unclaimed/ Unpaid Dividend:

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

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

Unclaimed Dividend:

All the shareholders are requested to claim their unclaimed dividend lying with the Company's unpaid dividend account for the financial years

2012-13, 2013-14 and 2014-15. The details of the unclaimed/unpaid dividend of the Company is available on IEPF website as well as on Company's website as on respective dates at the following web-link:

<http://uniqueorganics.com/investor/unpaid-unclaimed-dividend/>

During the year under review no unclaimed/unpaid amount of dividend was due for transfer to Investor Education and Protection Fund. Unclaimed/unpaid amount of dividend for the financial year 2012-13 with respective share are due for transfer to IEPF Authority in subsequent financial year 2020-21.

14. Means of Communication:

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

15. General Shareholder Information:

- (i) **AGM: Date, time and venue:** Friday 28th August, 2020 at 11:30 a.m. through video conferencing / other audio visual means (VC / OAVM)
- (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 2019-20 is as under:

Quarterly Results for:

First quarter ending June 30, 2019	on or before Aug 14, 2019
Half year ending Sept. 30, 2019	on or before Nov 15, 2019.
Third quarter ending Dec.31, 2019	on or before Feb 14, 2020
Fourth quarter ending March 31, 2020	on or before 30th May, 2020

- (iii) **Date of Book Closure:** From 22.08.2020 to 28.08.2020 (both days inclusive).
- (iv) **Dividend Payment Date:** No dividend declared for the year 2019-20.
- (v) **Listing on Stock Exchange:** To provide the liquidity to the investors of the Company, Company's shares are continued to be listed on Bombay Stock Exchange (BSE) which has national wide trading terminals. Companies 59,53,000 equity shares of Rs. 10/- each is listed at BSE with the following details:

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

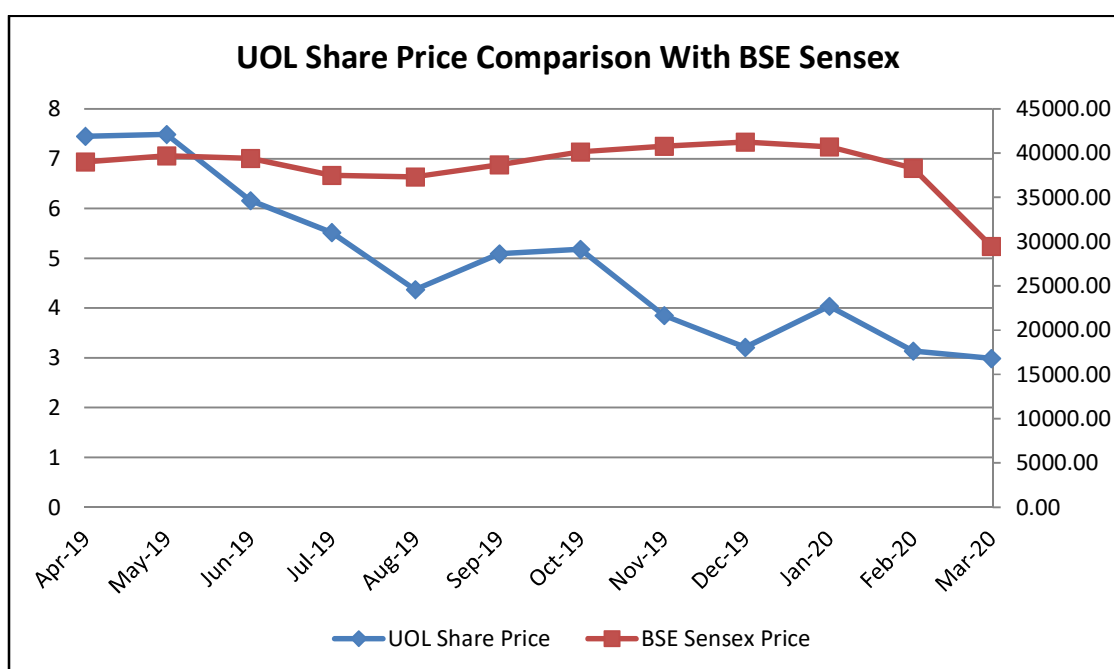
- (vi) **Listing fees:** Annual Listing fees for the financial year 2019-20 has been paid by the Company.
- (vii) **Security Code:** Bombay Stock Exchange Limited (BSE) : 530997
- (viii) **ISIN:** Number in NSDL and CDSL for equity Shares: INE333E01019
- (ix) **Market Price Data:** The price of the Company's Share - High, Low during each month in the financial year 2019-20, on the BSE, were as under:

Month	High Price	Low Price	No.of Shares	Total Turnover (Rs.)
Apr-19	7.80	7.10	5317	39272
May-19	7.80	7.14	2160	16102
Jun-19	7.12	5.88	5355	34324
Jul-19	6.45	5.45	5870	33846
Aug-19	5.26	4.31	9158	42820
Sep-19	5.91	4.13	10329	49796
Oct-19	5.40	4.84	1552	8168
Nov-19	4.98	3.85	9426	40481
Dec-19	3.71	3.16	3480	11823
Jan-20	4.04	3.04	8006	26553
Feb-20	4.24	3.12	27401	93497
Mar-20	2.99	2.85	601	1782

(x) Performance in comparison to BSE SENSEX:

Unique Organics Limited Share Price and BSE Sensex Comparison date sheet:

Months	UOL Share Price	BSE Sensex Price
Apr-19	7.45	39031.55
May-19	7.49	39714.20
Jun-19	6.16	39394.64
Jul-19	5.52	37481.12
Aug-19	4.37	37332.79
Sep-19	5.09	38667.33
Oct-19	5.18	40129.05
Nov-19	3.85	40793.81
Dec-19	3.21	41253.74
Jan-20	4.04	40723.49
Feb-20	3.14	38297.29
Mar-20	2.99	29468.49



(xi) Registrar & Share Transfer Agent:

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

Name	ABS Consultants (P) Ltd.
Address	99, Stephen House, 6th Floor, 4, B.B.D. Bag, (East) Kolkata-700001 (WB)
Telephone No.	Phone: 033-22301043
Fax No.	Fax: 033-22430153
E-mail ID	absconsultant99@gmail.com

(xii) Share Transfer System: The shares of the company are compulsorily traded in dematerialized form. For transfer of physical shares, the company has appointed common agency, M/s, ABS Consultants Pvt. Ltd, 99 Stephen House, 6th Floor, 4 B.B.D. Bag, (East), Kolkata-700001, for demat as well as physical transfers. The Company also has entered into

agreements with the NSDL and the CDSL so as to provide the members an opportunity to hold and trade equity shares of the Company in electronic form. The Board has delegated share transfer function to the Share Transfer Committee. Physical transfers are affected with due care and well within the statutory period.

As required under Regulation 40 (9) of the SEBI (LODR) Regulations, 2015, M/s. 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 M/s. C.M. Bindal & Company, Company Secretaries, Jaipur to reconcile the total admitted Capital with NSDL & CDSL and the total issued and listed capital. The audit confirmed that the total issued/paid up capital was in agreement with the aggregate of the total number of shares in physical form and the total number of demat shares held with NSDL and CDSL.

(xiii) Distribution of Shareholding and Shareholding Pattern:

a) Distribution of Shareholding as on 31.03.2020:

No. of Shares	Nominal Value of Shares (Rs.)	Number of Share Holders	% To Total Holders	No. of Shares	Value of Shares	% To Total Holding
001 - 500	UPTO- 5000	3206	75.74	890223	8902230	14.95
501 - 1000	5001 - 10000	517	12.21	433240	4332400	7.28
1001 - 2000	10001 - 20000	222	5.24	339143	3391430	5.70
2001 - 3000	20001 - 30000	94	2.22	237697	2376970	3.99
3001 - 4000	30001 - 40000	39	0.92	139354	1393540	2.34
4001 - 5000	40001 - 50000	46	1.09	215868	2158680	3.63
5001 - 10000	50001 100000	56	1.32	411726	4117260	6.92
10001 - 50000	100001 500000	45	1.06	880716	8807160	14.79
50001 100000	500001-1000000	2	0.05	126190	1261900	2.12
100001&ABOVE	1000001 &ABOVE	6	0.14	2278843	22788430	38.28
Total		4233	100.00	5953000	59530000	100.00

b) Shareholding Pattern as on 31.03.2020 (Equity shares of Rs. 10/- each)

Category	No. of Holders	No. of Shares	No. of shares in demat	% of shareholding	% of Demat shares
Promoters	4	1962167	1962167	32.96	32.96
Mutual Funds & UTI	-	-	-	-	-
Bank, Financial Institutions, Ins. Companies (Central/ State Govt. Inst., Non-Govt. Inst.)	-	-	-	-	-
Foreign Inst. Investors	-	-	-	-	-
Bodies Corporates	35	315984	236784	5.31	3.98
Indian Public	4142	3606650	2468050	60.59	41.46
NRIs	52	68199	31099	1.15	0.52
Grand Total	4233	5953000	4698100	100	78.92

(xiv) **Dematerialization of shares and liquidity:** The company's shares are available for dematerialization on both Depositories, viz. NSDL and CDSL. Shares of the company are to be delivered compulsorily in demat form by all investors. Shares representing 78.92 % of the paid up capital have so far been dematerialized by investors as on 31.3.2020. The company's equity shares continue to be listed with Bombay Stock Exchange (BSE) which has nationwide trading terminals with good liquidity.

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

(xvi) The Company maintains and operates Exchange Earner's Foreign Currency (EEFC) account through which foreign currency transactions/ exposures are being handled. Exchange differences on account of conversion of foreign currency transactions are recognized as income/ expenses, as the case may be, in the financial statements. Company hedges the currency fluctuations through forward covers/ options/ swaps through its AD (Bank) from time to time to minimize the risk factor as well insuring the profit parameter.

(xvii) Plant is located at its registered office address. Location of plant is forming part of this report.

(xviii) **Address for correspondence:** Shareholders can have correspondence at the following addresses for Demat, physical transfer, dividend payment, address change and other grievance if any:

a) Registrar & Share Transfer Agent:

ABS Consultant Pvt. Ltd.

99, Stephen House, 6th Floor, 4,
B.B.D. Bag, (East) Kolkata-700001 (W.B.)
Phone: 033-22301043, Fax: 033-22430153
E-mail: absconsultant99@gmail.com

b) Registered Office & Works:

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

(xix) Name & Designation of Compliance Officer:

Mr. Ramavtar Jangid, Company Secretary of the company is also the Compliance Officer of the company for complying with the provisions of Securities Law, Listing Agreement, SEBI (LODR) Regulations, 2015, Company Law and SEBI Rules & Regulations. His Email id is: compliance@uniqueorganics.com

16. Other Disclosures:

(i) Materially significant related party transactions:

There were no transactions which were of a materially significant nature undertaken by the Company with its promoters, directors or management or their relatives that may have a

potential conflict with the interests of the Company.

(ii) **Details of non-compliance by the Company:**

There were no non-compliances by the Company and no penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during last three years.

(iii) **Establishment of Vigil Mechanism/ Whistle Blower Policy:**

In compliance of the provisions of Section 177 of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, Unique Organics Limited, being a Listed Company has established a Vigil (Whistle Blower) Mechanism and formulated a Policy in order to provide a framework for responsible and secure whistle blowing/vigil mechanism to the directors and employees of the Company to report genuine concerns to the Board and Chairman of the Audit Committee. The Vigil (Whistle Blower) Mechanism aims to provide a channel to the Directors and employees to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the Codes of Conduct or policy. The mechanism provides for adequate safeguards against victimization of Directors and employees to avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee in exceptional cases. This neither releases employees from their duty of confidentiality in course of their work, nor can it be used as a route for raising malicious or unfounded allegations about a personal situation. The Policy is an extension of the Code of Conduct for Directors & Senior Management Personnel and covers disclosure of any unethical and improper or malpractices and events which have taken place/ suspected to take place. All Directors and Employees of the Company are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company. The details of the Whistleblower Policy and Vigil Mechanism are available on the Company's website at: <http://www.uniqueorganics.com/cg.php>

(iv) **Details of compliances with mandatory requirement and adoption of the non-mandatory requirement of this clause:** The Company has complied with all mandatory

requirements laid down in SEBI (LODR) Regulations, 2015 as applicable. Compliances with non-mandatory requirements are disclosed at appropriate places.

(v) **Policy on material subsidiary:** Since the Company doesn't have any subsidiary, this clause is not applicable to the Company.

(vi) **Policy for Related Party Transactions:** the Company has formulated and adopted a Policy on dealing with Related Party Transactions, the details thereof have been disclosed in the Annual Report. The Policy is available on Company's website at <http://uniqueorganics.com/investor/corporate-governance-policies/>

(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, 2020, 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 31.03.2020 which are fraudulent, illegal or violative of the

company's code of conduct.

- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. There have been no:
1. Significant changes in internal control over financial reporting during the year;
 2. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 3. Instances of fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

For **Unique Organics Limited**

Place: Jaipur
Date: 30.07.2020

Sd/-

Harish Panwar
(Chief Financial Officer)

Sd/-

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

COMPLIANCE WITH THE CODE OF CONDUCT BY THE DIRECTORS' & SENIOR MANAGEMENT OF THE COMPANY FOR THE FINANCIAL YEAR 2019-20:

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 31.03.2020, received from the senior management personnel of the Company and the members of the Board, a declaration of compliance with the Code of Conduct as applicable to them.

Place: Jaipur

Date: 30.07.2020

Sd/-

J.P. Kanodia
Managing Director
DIN: 00207554

Sd/-

INDEPENDENT AUDITOR'S REPORT
Report on the Standalone Financial Statements

To the Members of **Unique Organics Limited**

Opinion

We have audited the accompanying standalone financial statements of **Unique Organics Limited** ("*the Company*") which comprises the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ('The Act') in the manner so required and give a true and fair view in conformity with the Ind Accounting Standard prescribed under section 133 of the Act read with the Companies (Indian Accounting Standard) Rules, 2015, as amended (Ind AS) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, and its profit, total comprehensive income, the changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone

Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Emphasis of Matter

We draw attention to Note no. 40 to the Standalone Financial Statements, which describes the uncertainties and the impact of COVID-19 pandemic on the Company's operations and results as assessed by the management. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key Audit Matters are those matters that, in our professional judgement, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the Standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matter. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matters	How our audit assessed the key audit matter
Revenue from sale of products (<i>Refer Note 1(L) of the standalone Ind AS financial statements</i>)	
The Company recognises revenues when control of the goods are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods. The terms of sales arrangements, including the timing of transfer of control, delivery specifications and judgement in determining timing of sales revenues. The risk is, therefore, that revenue may not be recognised in the current period in accordance with Ind AS 115.	Following procedures have been performed to address this key audit matter: <ul style="list-style-type: none"> • Considered the Company's revenue recognition policy and its compliance in terms of Ind AS 115 'Revenue from contracts with customers'. • Assessed the design and tested the operating effectiveness of internal controls related to revenue recognition. • Performed sample test of individual sales transaction and traced to sales invoices, sales orders and other related documents. Further, in

<p>Accordingly, due to the risk associated with revenue recognition, it was determined to be a key audit matter in our audit of the standalone Ind AS financial statements</p>	<p>respect of the samples tested, checked that the revenue has been recognised as per the incoterms / when the conditions for revenue recognitions are satisfied.</p> <ul style="list-style-type: none"> Selected sample of sales transactions made pre and post year end, agreed the period of revenue recognition to underlying documents. Assessed the relevant disclosures made within the standalone Ind AS financial statements.
<p>Impact of Covid 19 on Audit</p>	
<p>Due to outbreak of pandemic Covid 19 and consequent country wide lockdown enforced by Government of India. Due to this we could not carry out normal audit procedures and audit was carried out using “Work from Home” approach. This is considered as Key Audit Matter, since alternate audit procedures were performed for carrying out audit.</p>	<p>Due to “Work from Home” approach adopted, we performed following alternative audit procedures:</p> <ul style="list-style-type: none"> Various data and confirmation were received either electronically through email or through data sharing on drive. For various audit procedures, reliance was placed on scanned copies of original document shared with us electronically. Interview/discussion with client via video conferencing/call conferencing and other verbal communications.

Other Information

The Company’s Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board’s Report including Annexures to Board’s Report, Business Responsibility Report, Corporate Governance and Shareholder’s Information but does not include the standalone Ind AS financial statements and our auditor’s report thereon.

Our opinion on the standalone Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the standalone Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard

Responsibilities of Management and those charged with governance for the standalone financial statement

The Company’s Board of Directors is responsible for the matters stated in section 134(5) of the Act, with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with accounting principles generally accepted in India, including Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of 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 standalone financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of standalone financial statement

Our objectives are to obtain reasonable assurance about whether the Standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

A further description of the auditor's responsibilities for the audit of the standalone financial statements is included in Annexure A. This description forms part of our auditor's report.

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 B a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, based on our audit 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 purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the

Company so far as it appears from our examination of those books.

- c) The Balance Sheet, the Statement of Profit and Loss including other comprehensive income, the Cash Flow Statement and Statement of change in equity dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act read with Companies (Indian Accounting Standard) Rules, 2015, as amended;
- e) On the basis of the written representations received from the directors as on 31st March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the Internal Financial Control over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure C". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid/provided by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial

- position in its standalone financial statements;
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - 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

Place: Kolkata

Dated: 29th June, 2020

UDIN: 20053918AAAAAY2264

(A. K. Meharia)
Partner
Membership Number: 053918

Annexure A

Responsibilities for Audit of Financial Statement

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of

accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our

independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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

Place: Kolkata

Dated: 29th June, 2020

UDIN: 20053918AAAAAY2264

(A. K. Meharia)
Partner

Membership Number: 053918

ANNEXURE 'B' TO THE AUDITOR'S REPORT

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

- i) a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets
 - b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
 - c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- ii) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable. No material discrepancies were noticed.
 - iii) The company has not granted loans, secured or unsecured, to Companies, firms, LLPs or other parties, covered in the register maintained under section 189 of the Companies Act, 2013. Therefore, provisions of clause (iii) (a) (b) and (c) of the said order are not applicable.
 - iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans, investments, guarantee and security made, where ever applicable
 - v) In our opinion and according to the information and explanations given to us, the Company has not accepted deposits in terms of the provisions of section 73 to 76 of the Companies Act, 2013 and the Rules framed there under and the directives issued by the Reserve Bank of India.
 - vi) In our opinion, maintenance of cost records pursuant to the Companies (Cost Records and audit) Rules, 2014 prescribed by the Central Government under Section 148(1) of the Companies Act, 2013 are not applicable to the company during the year under review.
 - vii) a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, undisputed statutory dues including provident fund, income-tax, duty of customs, service tax, cess, Goods & Service Tax and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of statutory dues were in arrears as at 31 March 2020 for a period of more than six months from the date they became payable.
 - b) According to the information and explanations given to us, there are no statutory dues in respect of income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax have not been

deposited with the appropriate authorities on account of any dispute.

- viii) Based on our audit procedure and on the basis of information and explanations given by the management, the Company has not defaulted in repayment of loans or borrowings to financial institutions, banks or government. The Company has not issued any debentures.
- ix) To the best of our knowledge and belief and according to the information and explanations given to us, the company has not raised money by way of initial public offer or further public offer and has not taken any term loan. Other loans from bank were applied for the purpose for which these were obtained.
- x) In our opinion and according to information and explanations given to us, no fraud by the company or on the Company by its officers/employee has been noticed or reported during the course of our audit.
- xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with

directors or persons connected with him as referred to in section 192 of the Act.

- xvi) According to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

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

Place: Kolkata

Dated: 29th June, 2020

UDIN: 20053918AAAAAY2264

(A. K. Meharia)

Partner

Membership Number: 053918

ANNEXURE 'C' 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 2020 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the

transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **A.K. Meharia & Associates**

Chartered Accountants

Firm's Registration No.324666E

Place: Kolkata

Dated: 29th June, 2020

UDIN: 20053918AAAAAY2264

(A. K. Meharia)

Partner

Membership Number: 053918

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

BALANCE SHEET AS AT 31ST MARCH, 2020 (Amount in ₹)

	<u>NOTES</u>	<u>AS AT 31ST MARCH, 2020</u>	<u>AS AT 31ST MARCH, 2019</u>
ASSETS			
Non-Current Assets			
Property, Plant and Equipment	2A	1,74,64,775.03	1,59,63,324.78
Other Intangible Assets	2B	38,579.25	64,369.42
Financial Assets			
(ii) Other Financial Assets	3	2,17,602.00	1,87,922.00
Total Non-Current Assets		1,77,20,956.28	1,62,15,616.20
Current assets			
Inventories	4	1,78,06,459.40	1,06,77,747.39
Financial Assets			
(i) Trade Receivables	5	14,60,78,674.96	15,33,26,221.59
(ii) Cash and Cash Equivalents	6	2,12,090.80	1,45,166.80
(iii) Other Bank Balances	7	32,33,789.00	32,34,389.00
(iv) Loans	8	15,00,000.00	15,00,000.00
Current Tax Assets (Net)	9	-	-
Other Current Assets	10	55,98,513.46	83,90,465.51
Total Current Assets		17,44,29,527.62	17,72,73,990.29
Total Assets		19,21,50,483.90	19,34,89,606.49
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	11	5,96,83,500.00	5,96,83,500.00
Other Equity	12	6,32,73,236.10	6,28,42,410.98
Total Equity		12,29,56,736.10	12,25,25,910.98
Non-Current Liabilities			
Provisions	13	6,05,156.00	5,10,963.00
Deferred Tax Liabilities (Net)	14	70,122.00	-2,98,824.00
Total Non-Current Liabilities		6,75,278.00	2,12,139.00
Current Liabilities			
Financial Liabilities			
(i) Borrowings	15	4,40,58,471.04	5,14,67,284.32
(ii) Trade Payables	16	1,47,55,099.00	91,55,867.00
(iii) Other Financial Liabilities	17	83,30,203.12	84,32,896.76
Current Tax Liabilities (Net)	18	70,165.55	9,47,736.55
Other Current Liabilities	19	10,98,269.09	5,02,966.88
Provisions	20	2,06,262.00	2,44,805.00
Total Current Liabilities		6,85,18,469.80	7,07,51,556.51
Total Equity and Liabilities		19,21,50,483.90	19,34,89,606.49

Significant Accounting Policies 1

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

As per our report of even date

For and on behalf of the Board

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

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

Sd/-
Madhu Kanodia
(Director)

Sd/-
(A.K Meharia)
Partner
Membership Number 053918
Place: Kolkata
Date: 29th June, 2020

Sd/-
Harish Panwar
(Chief Financial Officer)

Sd/-
Ramavtar Jangid
(Company Secretary)

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

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2020

(Amount in ₹)

	NOTES	For the Year 2019-2020	For the Year 2018-2019
INCOME			
Revenue from Operations	21	30,27,82,827.90	28,94,60,786.95
Other Income	22	12,37,953.27	27,22,775.10
Total Revenue		30,40,20,781.17	29,21,83,562.05
EXPENSES			
Cost of Material Consumed	23	14,56,54,033.44	6,00,28,012.11
Purchase of Stock-in-Trade	24	11,55,27,734.70	14,57,85,559.00
Changes in Inventories	25	(76,02,054.83)	43,53,348.94
Employee Benefits Expenses	26	1,14,02,293.00	1,23,46,941.00
Finance Costs	27	50,91,838.72	77,37,419.40
Depreciation & Amortisation	28	17,27,084.32	16,52,319.88
Others expenses	29	3,11,77,761.70	5,42,54,901.48
Total Expenses		30,29,78,691.05	28,61,58,501.81
Profit/(Loss) Before Tax		10,42,090.12	60,25,060.24
<u>Tax Expense:</u>			
Current Tax		(2,23,764.00)	(11,59,222.00)
Tax of earlier years		-	-
Deferred Tax		(3,73,770.00)	16,86,781.00
Profit/(Loss) for the Period		4,44,556.12	65,52,619.24
Other Comprehensive Income			
(i) Items that will not be reclassified to Statement of Profit and Loss.			
Remeasurement of defined benefit plans		(18,555.00)	(1,30,902.00)
Income tax relating to remeasurement of defined benefit plans		4,824.00	34,035.00
Total Other Comprehensive Income/Loss		(13,731.00)	(96,867.00)
Total Comprehensive Income		4,30,825.12	64,55,752.24
Earning Per equity Share-Basic & Diluted	30	0.07	1.10
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 and on behalf of the Board

For A.K. Meharia & Associates

Firm Registration Number-324666E

Chartered Accountants

Sd/-

(A.K Meharia)

Partner

Membership Number 053918

Place: Kolkata

Date: 29th June, 2020

Sd/-

J.P. Kanodia
(Managing Director)

Sd/-

Madhu Kanodia
(Director)

Sd/-

Harish Panwar
(Chief Financial Officer)

Sd/-

Ramavtar Jangid
(Company Secretary)

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2020

(Amount in ₹)

PARTICULARS	YEAR ENDED ON 31st March, 2020		YEAR ENDED ON 31st March, 2019	
	Rs.	P.	Rs.	P.
1 CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit Before Tax	10,42,090.12		60,25,060.24	
<u>Addition:</u>				
Depreciation	17,27,084.32		16,52,319.88	
Interest Received	1,33,088.00		9,274.50	
Re-measurement gains/(losses) on employee defined benefit plans	(18,555.00)		(1,30,902.00)	
Profit/Loss on sale of property, plant and equipment	-		43,108.90	
Cash Flow from Operating Activities before Working Capital changes	28,83,707.44		75,98,861.52	
<u>Adjustments:</u>				
Decrease/(increase) in inventories	(71,28,712.01)		(19,77,462.04)	
Decrease/(increase) in trade receivables	72,47,546.63		(1,58,58,023.36)	
Decrease/(increase) in Loans	-		-	
Decrease/(increase) in other financial and non financial assets	27,62,272.05		4,23,370.47	
Increase/(decrease) in trade payables	55,99,232.00		50,17,375.90	
Increase/(decrease) in other financial and non financial liabilities	(3,29,312.43)		32,92,641.34	
Cash Generated From Operation	1,10,34,733.68		(15,03,236.17)	
Taxes Paid	(2,23,764.00)		(11,59,222.00)	
Cash Flow from Operating Activities	1,08,10,969.68		(26,62,458.17)	
2 CASH FLOW FROM INVESTING ACTIVITIES				
Increase/Decrease in Property, Plant and equipment and Other Intangible Assets	(32,02,744.40)		(11,36,724.01)	
Interest Received	(1,33,088.00)		(9,274.50)	
Proceeds on disposal of subsidiary - Net				
Net Cash Flow from Investing Activities	(33,35,832.40)		(11,45,998.51)	
3 CASH FLOW FROM FINANCING ACTIVITIES				
Increase/Decrease in Borrowings	(74,08,813.28)		37,27,982.68	
Increase/Decrease in Share Capital	-		-	
Net Cash Flow from Financing Activities	(74,08,813.28)		37,27,982.68	
NET CHANGE IN CASH & CASH EQUIVALENT	66,324.00		(80,474.00)	
Opening Balance of Cash & Cash Equivalent	1,45,166.80		2,24,140.80	
Opening Bank Balances other than above	32,34,389.00		32,35,889.00	
CLOSING BALANCE OF CASH & CASH EQUIVALENT	2,12,090.80		1,45,166.80	
Closing Bank Balances other than above	32,33,789.00		32,34,389.00	

Notes:

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

As per our report of even date

For and on behalf of the Board

For A.K. Meharia & Associates

Firm Registration Number-324666E

Chartered Accountants

Sd/-
(A.K Meharia)

Partner

Membership Number 053918

Place: Kolkata

Date: 29th June, 2020

Sd/-
J.P. Kanodia
(Managing Director)Sd/-
Harish Panwar
(Chief Financial Officer)Sd/-
Madhu Kanodia
(Director)Sd/-
Ramavtar Jangid
(Company Secretary)

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2020
A. EQUITY SHARE CAPITAL

(Amount in ₹)

	Balance at the beginning of the year	Changes in Equity Share Capital during the year	Balance at the end of the year
For the year ended 31st March, 2019	5,96,83,500.00	-	5,96,83,500.00
For the year ended 31st March, 2020	5,96,83,500.00	-	5,96,83,500.00

B. OTHER EQUITY

(Amount in ₹)

Particulars	Reserves and Surplus				Remeasurement of defined benefit plans (Other Comprehensive Income)	Total
	Capital Reserve	Capital Redemption Reserve	General Reserve	Retained Earnings		
Balance as at 1st April, 2018	18,07,660.75	1,00,00,000.00	44,70,816.90	4,01,11,412.29	(3,231.20)	6,08,57,475.64
Changes in Accounting Policy	-	-	-	-	-	-
Restated Balance	18,07,660.75	1,00,00,000.00	44,70,816.90	4,01,11,412.29	(3,231.20)	5,63,86,658.74
<u>Add/(Less) :</u>						
Profit for the year	-	-	-	65,52,619.24	-	65,52,619.24
Other Comprehensive Income/(Loss) for the year					(96,867.00)	(96,867.00)
Balance as at 31st March, 2019	18,07,660.75	1,00,00,000.00	44,70,816.90	4,66,64,031.53	(1,00,098.20)	6,28,42,410.98
<u>Add/(Less) :</u>						
Profit for the year	-	-	-	4,44,556.12	-	4,44,556.12
Other Comprehensive Income/(Loss) for the year	-	-	-	-	(13,731.00)	(13,731.00)
Balance as at 31st March, 2020	18,07,660.75	1,00,00,000.00	44,70,816.90	4,71,08,587.65	(1,13,829.20)	6,32,73,236.10

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

As per our report of even date

For A.K. Meharia & Associates

Firm Registration Number-324666E

Chartered Accountants

Sd/-
(A.K Meharia)
Partner

Membership Number 053918

Place: Kolkata

Date: 29th June, 2020

Sd/-
J.P. Kanodia

(Managing Director)

Sd/-
Madhu Kanodia

(Director)

Sd/-
Harish Panwar

(Chief Financial Officer)

Sd/-
Ramavtar Jangid

(Company Secretary)

Notes to Financial Statements for the year ended 31st March, 2020

NOTE - 1

CORPORATE INFORMATION

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

SIGNIFICANT ACCOUNTING POLICIES

a) Statement of Compliance

The financial statements of the company have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under section 133 of the Companies Act, 2013, (the 'Act') and other relevant provisions of the Act with effect from 1st April, 2017.

b) Basis of Preparation of Financial Statements

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

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

c) Use of Estimates

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

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

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

d) Property, Plant and Equipment

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

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

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



PROPERTY, PLANT & EQUIPMENT AND INTANGIBLE ASSETS

2A. PROPERTY, PLANT AND EQUIPMENT

Gross Carrying Amount	Land	Building	Computer	Motor Car	Plant & Machinery	Lab Equipments	Electrical Installation	Furniture & Fixtures	Electrical Equipments	Office Equipments	Total
Balance as at April 1, 2018	17,77,671.00	1,28,33,581.56	4,80,410.00	27,42,141.00	1,32,99,385.17	18,17,000.95	14,80,703.14	7,19,302.52	9,93,426.00	6,24,546.26	3,67,68,167.60
Add: Addition	-	10,66,064.92	72,816.22	-	1,03,049.93	4,600.00	-	51,978.00	14,276.79	1,23,937.78	14,36,723.64
Less: Disposal/Adjustments	-	-	-	-	9,27,760.00	-	-	-	-	-	9,27,760.00
Balance as at March 31, 2019	17,77,671.00	1,38,99,646.48	5,53,226.22	27,42,141.00	1,24,74,675.10	18,21,600.95	14,80,703.14	7,71,280.52	10,07,702.79	7,48,484.04	3,72,77,131.24
Add: Addition	-	-	-	-	19,22,074.94	15,019.00	-	10,74,561.92	-	1,91,088.54	32,02,744.40
Less: Disposal/Adjustments	-	-	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2020	17,77,671.00	1,38,99,646.48	5,53,226.22	27,42,141.00	1,43,96,750.04	18,36,619.95	14,80,703.14	18,45,842.44	10,07,702.79	9,39,572.58	4,04,79,875.64

Accumulated Depreciation	Land	Building	Computer	Motor Car	Plant & Machinery	Lab Equipments	Electrical Installation	Furniture & Fixtures	Electrical Equipments	Office Equipments	Total
Balance as at April 1, 2018	-	71,49,935.03	3,77,235.16	9,60,998.53	71,48,733.11	16,68,943.67	12,45,828.60	5,11,936.37	6,23,878.61	5,84,439.15	2,02,71,928.23
Add: Depreciation Expense	-	4,21,912.39	63,985.37	3,32,638.35	6,00,244.33	12,293.84	61,681.30	34,922.57	77,086.01	21,765.55	16,26,529.71
Less: Disposal/Adjustments	-	-	-	-	5,84,651.47	-	-	-	-	-	5,84,651.47
Balance as at March 31, 2019	-	75,71,847.42	4,41,220.53	12,93,636.88	71,64,325.97	16,81,237.51	13,07,509.90	5,46,858.94	7,00,964.62	6,06,204.70	2,13,13,806.47
Add: Depreciation Expense	-	4,27,622.58	48,759.48	3,09,690.72	6,26,844.69	12,894.70	61,681.30	1,00,074.04	64,635.42	49,091.22	17,01,294.15
Less: Disposal/Adjustments	-	-	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2020	-	79,99,470.00	4,89,980.01	16,03,327.60	77,91,170.66	16,94,132.21	13,69,191.20	6,46,932.98	7,65,600.04	6,55,295.92	2,30,15,100.62

Net Book Value	Land	Building	Computer	Motor Car	Plant & Machinery	Lab Equipments	Electrical Installation	Furniture & Fixtures	Electrical Equipments	Office Equipments	Total
As at 31st March, 2020	17,77,671.00	59,00,176.48	63,246.21	11,38,813.40	66,05,579.38	1,42,487.75	1,11,511.94	11,98,909.46	2,42,102.75	2,84,276.67	1,74,64,775.03
As at 31st March, 2019	17,77,671.00	63,27,799.06	1,12,005.69	14,48,504.12	53,10,349.13	1,40,363.45	1,73,193.24	2,24,421.58	3,06,738.17	1,42,279.34	1,59,63,324.77

2B. INTANGIBLE ASSETS

Gross Carrying Amount	Computer Software
Balance as at April 1, 2018	1,54,741.00
Balance as at March 31, 2019	1,54,741.00
Balance as at March 31, 2020	1,54,741.00

Accumulated Depreciation	Computer Software
Balance as at April 1, 2018	64,581.41
Add: Depreciation Expense	25,790.17
Balance as at March 31, 2019	90,371.58
Add: Depreciation Expense	25,790.17
Balance as at March 31, 2020	1,16,161.75

Net Book Value	Computer Software
As at 31st March, 2020	38,579.25
As at 31st March, 2019	64,369.42

Notes to Financial Statements for the year ended 31st March, 2020

	(Amount in `)	
	AS AT 31ST MARCH, 2020	AS AT 31ST MARCH, 2019
NOTE - 3		
OTHER - NON CURRENT FINANCIAL ASSETS		
<i>(Unsecured, considered good)</i>		
Security Deposits	2,17,602.00	1,87,922.00
	2,17,602.00	1,87,922.00
NOTE - 4		
INVENTORIES		
<i>(At lower of cost and net realisable value)</i>		
Raw Materials	93,64,606.41	1,01,17,019.48
Trading Goods	64,55,848.00	-
Packing Materials	4,98,631.31	2,19,561.06
Finished Goods	14,87,373.68	3,41,166.85
	1,78,06,459.40	1,06,77,747.39
NOTE - 5		
TRADE RECEIVABLES		
Secured, considered good	-	-
Unsecured, considered good	14,60,78,674.96	15,33,26,221.59
Doubtful	-	1,61,82,584.00
Less: Allowance for doubtful recivables	-	(1,61,82,584.00)
	14,60,78,674.96	15,33,26,221.59
<u>The above includes to related parties</u>		
Due from related parties	-	-
NOTE - 6		
CASH & CASH EQUIVALENTS		
Balances with bank:		
On Current Accounts	1,15,748.66	78,779.66
Cash in hand (As certified by the management)	96,342.14	66,387.14
	2,12,090.80	1,45,166.80
NOTE - 7		
OTHER BANK BALANCES		
Balances with bank:		
On Fixed Deposit Accounts	-	-
Unclaimed Dividend Account	32,33,789.00	32,34,389.00
	32,33,789.00	32,34,389.00
NOTE - 8		
LOANS - CURRENT		
<i>(Unsecured, considered good)</i>		
Other Loans	15,00,000.00	15,00,000.00
	15,00,000.00	15,00,000.00

Notes to Financial Statements for the year ended 31st March, 2020

	(Amount in `)	
	AS AT 31ST MARCH, 2020	AS AT 31ST MARCH, 2019
NOTE - 9		
CURRENT TAX ASSETS (NET)		
Advance Income Tax (net of provisions)	-	-
	-	-
NOTE -10		
OTHER CURRENT ASSETS		
Advances other than capital advances		
Balances with Govt. Authorities	48,12,352.26	74,79,908.33
Advances recoverable in cash or in kind	5,19,890.00	55,24,709.00
Less: Allowances for doubtful advances	-	(49,97,795.00)
Prepaid Expenses	2,66,271.20	1,85,608.00
ECGC Fees Advance	-	1,98,035.18
	55,98,513.46	83,90,465.51
Advances other than capital advances consitutes:		
Considered Good	55,98,513.46	83,90,465.51
Considered doubtful, provided	-	49,97,795.00
NOTE - 11		
EQUITY SHARE CAPITAL		
Authorised Shares:		
100,000 (P.Y:100,000) Preference Shares of Rs.100/- each	1,00,00,000.00	1,00,00,000.00
60,00,000 (P.Y: 60,00,000) Equity Shares of Rs.10/-each	6,00,00,000.00	6,00,00,000.00
Issued Shares		
59,71,500 (P.Y:59,71,500) Equity Shares of Rs.10/-each	5,97,15,000.00	5,97,15,000.00
Subscribed & Paid - up Shares		
59,71,500 (P.Y:59,71,500) Equity Shares of Rs.10/-each	5,97,15,000.00	5,97,15,000.00
	5,97,15,000.00	5,97,15,000.00
Less: Face Value of 18500 (P.Y: 18,500) Equity Shares Forfieted	1,85,000.00	1,85,000.00
	5,95,30,000.00	5,95,30,000.00
Add: Forfieted Shares(Amount Originally Paid Up)	1,53,500.00	1,53,500.00
	5,96,83,500.00	5,96,83,500.00

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.

Notes to Financial Statements for the year ended 31st March, 2020
NOTE - 11 (Contd..)
b) Details of equity shareholders holding more than 5% shares in the company

	<u>AS AT</u>		<u>AS AT</u>	
	<u>31ST MARCH, 2020</u>		<u>31ST MARCH, 2019</u>	
	<u>No. of Shares</u>	<u>% Holding</u>	<u>No. of Shares</u>	<u>% Holding</u>
Equity Shares of Rs.10 each fully paid up				
Jyoti Prakash Kanodia	6,42,494	10.79%	6,42,494	10.79%
Sarla Devi Kanodia	7,27,599	12.22%	7,27,599	12.22%
Madhu Kanodia	4,33,899	7.29%	4,33,899	7.29%

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

<u>Particulars</u>	<u>AS AT</u>	<u>AS AT</u>
	<u>31ST MARCH, 2020</u>	<u>31ST MARCH, 2019</u>
	<u>No. of Shares</u>	<u>No. of Shares</u>
Equity Shares		
Equity Shares at the beginning of the year	59,53,000	59,53,000
Equity shares at the end of the year	59,53,000	59,53,000

NOTE - 12
OTHER EQUITY
RESERVE AND SURPLUS

	<u>AS AT</u>	<u>AS AT</u>
	<u>31ST MARCH, 2020</u>	<u>31ST MARCH, 2019</u>
Capital Reserve	18,07,660.75	18,07,660.75
Capital Redemption Reserve	1,00,00,000.00	1,00,00,000.00
General Reserve	44,70,816.90	44,70,816.90
Retained Earnings	4,71,08,587.65	4,66,64,031.53
	6,33,87,065.30	6,29,42,509.18

OTHER COMPREHENSIVE INCOME

Remeasurement of Defined Benefit Plans	(1,13,829.20)	(1,00,098.20)
	(1,13,829.20)	(1,00,098.20)
	6,32,73,236.10	6,28,42,410.98

NOTE - 13
PROVISIONS - NON CURRENT

Provision for employee benefits	6,05,156.00	5,10,963.00
	6,05,156.00	5,10,963.00

NOTE - 14
DEFERRED TAX LIABILITIES (NET)
Deferred Tax Liabilities

On Fixed Assets	15,35,572.00	16,25,680.00
-----------------	--------------	--------------

Deferred Tax Asset

On expenditures charged to the statement of profit & loss but allowable for tax purpose on payment basis	(1,97,600.00)	(2,35,500.00)
On Carried Forward Loss	-	(3,59,956.00)
MAT Credit Entitlement	(12,67,850.00)	(13,29,048.00)
	70,122.00	(2,98,824.00)

Notes to Financial Statements for the year ended 31st March, 2020
NOTE - 15
BORROWINGS - CURRENT
Secured :

Loans from Bank

Foreign Bill Purchase

Packing Credit Limit

Cash Credit Limit

	(Amount in `)	
	<u>AS AT</u>	<u>AS AT</u>
	31ST MARCH, 2020	31ST MARCH, 2019
	78,80,389.00	
	45,62,244.06	1,94,89,076.00
	3,16,15,837.98	3,19,78,208.32
	4,40,58,471.04	5,14,67,284.32

- a) Packing Credit Limit, Foreign Bill Purchase limit and Cash Credit limit with Bank of Baroda, Nehru place, Jaipur is collaterally secured by Equitable mortgage of Company,s land & Building at Sitapura Industrial Area, Hypoyhecation of Plant & 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 @10.15% p.a. (Previous Year 10.65% p.a.) in case of PC & FBP and 11.25% & 9.65% p.a.(Previous Year 11.50% & 10.65% p.a.) in case of CC limit

NOTE - 16
TRADE PAYABLES
Trade Payables (including acceptance)

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

Other Trade Payables

	13,308.00	1,33,995.00
	1,47,41,791.00	90,21,872.00
	1,47,55,099.00	91,55,867.00

NOTE - 17
OTHER FINANCIAL LIABILITIES - NON CURRENT

Sundry Creditors for Exp. & Others

Unclaimed Dividend*

	50,96,414.12	51,98,507.76
	32,33,789.00	32,34,389.00
	83,30,203.12	84,32,896.76

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

NOTE - 18
CURRENT TAX LIABILITIES (NET)

Provision for Income Tax (net of advances)

	70,165.55	9,47,736.55
	70,165.55	9,47,736.55

NOTE - 19
OTHER LIABILITIES - CURRENT

Statutory Dues

Advance from Customers

Bank Balances Overdrawn

	2,82,877.00	3,11,652.00
	4,22,396.00	
	3,92,996.09	1,91,314.88
	10,98,269.09	5,02,966.88

NOTE - 20
PROVISIONS - CURRENT

Provision for employee benefits

	2,06,262.00	2,44,805.00
	2,06,262.00	2,44,805.00

Notes to Financial Statements for the year ended 31st March, 2020

	(Amount in `)	
	<u>For the Year</u> <u>2019-2020</u>	<u>For the Year</u> <u>2018-2019</u>
<u>NOTE - 21</u>		
<u>REVENUE FROM OPERATION</u>		
<u>Sale of Products</u>	29,88,07,739.60	27,58,37,652.20
<u>Other Operating Revenue</u>		
Export Incentives	39,75,088.30	1,08,11,916.00
Job Work	-	28,11,218.75
	30,27,82,827.90	28,94,60,786.95
<u>NOTE - 22</u>		
<u>OTHER INCOME</u>		
Interest Income	1,33,088.00	9,274.50
Foreign Exchange Gain (net)	9,82,779.27	27,11,950.60
Other Receipts	1,22,086.00	1,550.00
	12,37,953.27	27,22,775.10
<u>NOTE - 23</u>		
<u>COST OF RAW MATERIALS & COMPONENTS CONSUMED</u>		
Opening Stock	1,03,36,580.54	40,05,769.56
Add: Purchases	14,51,80,690.62	6,63,58,823.09
	15,55,17,271.16	7,03,64,592.65
Less: Closing Stock	98,63,237.72	1,03,36,580.54
	14,56,54,033.44	6,00,28,012.11
<u>NOTE - 24</u>		
<u>PURCHASE OF STOCK-IN-TRADE</u>		
Purchases	11,55,27,734.70	14,57,85,559.00
	11,55,27,734.70	14,57,85,559.00
<u>NOTE - 25</u>		
<u>CHANGES IN INVENTORIES</u>		
<u>Inventories at the end of the year</u>		
Stock-in-Trade	64,55,848.00	-
Finished Goods	14,87,373.68	3,41,166.85
	79,43,221.68	3,41,166.85
<u>Inventories at the beginning of the year</u>		
Stock-in-Trade	-	38,83,160.00
Finished Goods	3,41,166.85	8,11,355.79
	3,41,166.85	46,94,515.79
	(76,02,054.83)	43,53,348.94
<u>NOTE - 26</u>		
<u>EMPLOYEE BENEFITS EXPENSES</u>		
Salaries,Wages & Bonus	1,07,90,371.00	1,17,29,290.00
Contribution to Provident Fund & Other Funds	5,92,338.00	5,75,404.00
Staff Welfare Expenses	19,584.00	42,247.00
	1,14,02,293.00	1,23,46,941.00

Notes to Financial Statements for the year ended 31st March, 2020

	For the Year 2019-2020	(Amount in `) For the Year 2018-2019
NOTE - 27		
FINANCE COST		
<u>Interest Expenses</u>		
Cash Credit	37,09,749.50	44,26,978.00
Packing Credit	4,37,214.98	16,69,633.00
Foreign Bill Purchase	4,74,763.34	8,26,153.00
Discounting & Bank Charges	4,70,110.90	8,14,655.40
	50,91,838.72	77,37,419.40
NOTE - 28		
DEPRECIATION AND AMORTISATION		
Depreciation on Property, Plant and Equipment	17,01,294.15	16,26,529.71
Depreciation on Other Intangible Assets	25,790.17	25,790.17
	17,27,084.32	16,52,319.88
NOTE - 29		
OTHER EXPENSES		
Freight, Clearing & Forwarding Expenses	1,78,13,475.84	2,20,21,354.03
Other Operational Expenses	9,66,249.00	8,56,633.00
Payment to Auditor (Refer details below)	1,50,000.00	1,50,000.00
Rates & Taxes	43,285.00	-
Advertisement & Business Promotion Expenses	9,45,885.97	1,17,355.16
Commission Expenses	14,86,184.00	18,62,312.00
Claims & Deductions	4,18,824.98	7,21,366.02
CSR Expenditure	8,33,852.00	2,24,414.12
Traveling Expenses	5,02,690.00	2,89,721.00
Rent Paid	1,86,344.00	1,07,658.00
Testing & Sampling Expenses	4,91,630.60	7,48,611.88
Power & Fuel	22,46,750.00	12,31,148.05
Insurance/ECGC Premiums	5,91,899.10	8,10,701.08
Legal & Profesional Fees	4,86,411.31	5,33,479.75
<u>Repair & Maintenance</u>		
On Machinery	5,81,384.85	3,20,699.18
On Buldings	15,606.30	1,11,453.00
On Others	1,16,809.31	47,435.90
Bad Debts for doubtful recivables	-	2,11,80,379.00
Miscellaneous Expenes	33,00,479.44	29,20,180.31
	3,11,77,761.70	5,42,54,901.48
Payment to Auditor		
<u>As Auditor (Including Service Tax)</u>		
Statutory Audit Fee	1,25,000.00	1,25,000.00
Tax Audit Fee	25,000.00	25,000.00
	1,50,000.00	1,50,000.00
NOTE - 30		
EARNINGS PER SHARE(EPS)		
Net profit/(loss) after tax as per statement of Profit and Loss	4,44,556.12	65,52,619.24
Weighted average number of equity shares used as denominator for calculating EPS	59,53,000.00	59,53,000.00
Basic & Diluted Earning Per Share	0.07	1.10

Notes to Financial Statements for the year ended 31st March, 2020
NOTE - 31

Disclosure pertaining to Micro, Small & Medium Enterprises Development Act, 2006, as per information available with the company.

Description	As at 31st March, 2020	As at 1st April, 2019
Principal amount outstanding as at year end	13,308.00	1,33,995.00
Interest due on above and unpaid as at year end	-	-
Interest paid to the supplier	-	-
Payments made to the supplier beyond the appointed day during the year	-	-
Interest due and payable for the year of delay	-	-
Interest accrued and remaining unpaid as at end of year	-	-
Amount of further interest remaining due and payable in succeeding year	-	-

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

<u>Particulars</u>	(Amount in `)	
	For the Year 2019-2020	For the Year 2018-2019
Revenue (Gross Sales)		
India	18,04,74,390.14	8,90,16,450.85
Overseas	11,83,33,349.46	18,68,21,201.35
Total	29,88,07,739.60	27,58,37,652.20

b) Non Current Assets

All non current assets other than financial instruments of the company are located in India

c) Customers Contributing more than 10% of the Revenue.

<u>Particulars</u>	(Amount in `)	
	For the Year 2019-2020	For the Year 2018-2019
Sri Krishna Balram Seva Trust	3,99,63,600.00	5,56,75,435.00
Sakhi Mahila Milk Producer Company Limited	3,20,85,275.00	-
Anovafeed Joint Stock Company	-	4,63,47,431.95
TH Milk Food Jsc, Vietnam	4,54,75,667.77	2,94,57,996.76
Soni Overseas	3,64,62,175.00	-
Vietnam Dairy Cow One Member Co. Ltd.	3,57,85,726.86	5,14,06,339.25

NOTE - 33

Miscellaneous Expenses includes a sum of Rs.43285/- (Previous Year Rs. 32694/-) relating to the earlier years period.

Notes to Financial Statements for the year ended 31st March, 2020
NOTE - 34
RELATED PARTY DISCLOSURE

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

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

Jyoti Prakash Kanodia
 Madhu Kanodia
 Harish Panwar
 Ramavtar Jangid


Relationship

Key Managerial Person

ii) Transaction during the year with related parties:
Nature of Transactions **(Amount in Rs.)**

Nature of Transactions	Key Managerial Person	Relative of the key management personnel	Total
Remuneration	49,06,667.00 (60,00,000.00)	- -	49,06,667.00 (60,00,000.00)
Board Meeting Fees	- -	17,500.00 (12,000.00)	17,500.00 (12,000.00)

Figures in brackets represent previous year's figures.

ii) Balances with related parties:
(Amount in Rs.)

Particulars	As At 31ST MARCH, 2020	As At 31ST MARCH, 2019
Directors Remuneration Payable	10,71,326.00	3,51,423.00

NOTE - 35
EMPLOYEE BENEFITS

A. The defined benefit plans expose the company to a number of actuarial risks such as : **Investment Longevity Risk :** The present value of the defined benefit liability is calculated by reference to the best estimate of the mortality of participants both during and after their employment. An increase in the life expectancy of the participants will increase the liability.

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

Notes to Financial Statements for the year ended 31st March, 2020
B. Details of Plans are as follows:

	<u>For the Year</u> <u>2019-2020</u>	<u>(Amount in `)</u> <u>For the Year</u> <u>2018-2019</u>
(a) Expenses Recognised as Employee Benefits Expenses in the Statement of Profit or Loss during the year		
(i) Current Service Cost	1,12,147.00	90,521.00
(ii) Net Interest	33,827.00	31,388.00
(iii) Expenses recognised during the year	1,45,974.00	1,21,909.00
(b) Expenses Recognised in Other Comprehensive Income		
(i) Expected return on Plan	-	-
(ii) Actuarial (gain) / Losses on obligation	82,231.00	1,30,902.00
(iii) Net (Income)/Expenses Recognised during the year	82,231.00	1,30,902.00
(c) Amount Recognized in Balance Sheet		
(i) Present value of obligation as at end of the year	2,28,205.00	2,52,811.00
(ii) Fair value of Plan Assets as at end of the year	-	-
(iii) Amount Recognized in Balance Sheet	2,28,205.00	2,52,811.00
(d) Change in Present Value of obligation		
(i) Obligation as at the beginning of the year	5,67,318.00	4,99,700.00
(ii) Current Service Cost	1,12,147.00	90,521.00
(iii) Interest Cost	33,827.00	31,388.00
(iv) Actuarial (Gain) / Losses	82,231.00	1,30,902.00
Arising from Changes in Experience Adjustments	(63,676.00)	1,31,663.00
Arising from Changes in Financial Assumptions	-	(761.00)
(v) Benefits Paid	(1,21,846.00)	(1,85,193.00)
(vii) Obligation as at the end of the year	6,10,001.00	5,67,318.00
(e) Changes in Fair Value of Plan Assets		
(i) Fair Value of Plan Assets as at the beginning of the year	-	-
(ii) Expected return on Plan	-	-
(iii) Contributions by the employer	-	-
(iv) Benefits Paid	-	-
(v) Actuarial (Gain) / Losses	-	-
(vi) Fair Value of Plan Assets as at the end of the year	-	-
(f) Actuarial Assumption		
(i) Discount Rate	6.68%	7.71%
(ii) Expected return on Plan	0.00%	0.00%
(iii) Inflation Rate	6.00%	6.00%
(iv) Remaining Working Life	23 Years	22 Years
(v) Mortality Table	IALM 2006-08 ULTIMATE	IALM 2006-08 ULTIMATE

C. Sensitivity Analysis :

A quantitative analysis for significant assumptions are as follows :

	<u>For the Year</u> <u>2019-2020</u>	<u>(Amount in `)</u> <u>For the Year</u> <u>2018-2019</u>
(a) Effect of 1% change in assumed discount rate		
1% increase	5,68,088.00	5,31,033.00
1% decrease	6,56,154.00	6,07,214.00
(b) Effect of 1% change in assumed salary escalation rate		
1% increase	6,56,032.00	6,07,497.00
1% decrease	5,67,819.00	5,30,488.00
(c) Effect of 1% change in assumed inflation rate		
1% increase	6,10,074.00	5,67,631.00
1% decrease	6,09,928.00	5,67,005.00

Notes to Financial Statements for the year ended 31st March, 2020
NOTE - 36
INCOME TAX EXPENSES
(i) Income Tax Expense

The major components of income tax expenses for the year ended March 31, 2019 and for the year ended March 31, 2018 are:

Particulars	<u>For the Year</u> <u>2019-2020</u>	<u>(Amount in `)</u> <u>For the Year</u> <u>2018-2019</u>
Current Tax	2,23,764.00	11,59,222.00
Deferred Tax Charge/(Credit)	3,73,770.00	(16,86,781.00)
Total Income Tax Expense recognised in Statement of	<u>5,97,534.00</u>	<u>(5,27,559.00)</u>

(ii) Reconciliation of effective tax rate:

Profit before Tax	10,42,090.12	60,25,060.24
Enacted Tax Rate in India (under section 115JB)	15.6	19.24
Expected Tax Expense	1,62,566.00	11,59,222.00
Tax Effect on items which are not deductible/deductible		
Additional Deduction under Income Tax Act, 1961	-	-
Deferred Tax	17,02,818.00	(3,57,733.00)
MAT Cedit Entitlement	(12,67,850.00)	(13,29,048.00)
Effect due to Change in Rate	-	
Income Tax Expenses	<u>5,97,534.00</u>	<u>(5,27,559.00)</u>

NOTE - 37
FINANCIAL INSTRUMENTS AND RELATED DISCLOSURES
(a) Capital Management

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

(b) Categories of Financial Instruments

Particulars	As at 31st March, 2020	As at 31st March, 2019
Financial Assets		
Measured at Amortised Cost		
Cash and Cash Balances	2,12,090.80	1,45,166.80
Other Bank Balances	32,33,789.00	32,34,389.00
Trade Receivables	14,60,78,674.96	15,33,26,221.59
Other Financial Assets - Non Current	2,17,602.00	1,87,922.00
Loans	15,00,000.00	15,00,000.00
Financial Liabilities		
Measured at Amortised Cost		
Borrowings	4,40,58,471.04	5,14,67,284.32
Trade Payables	1,47,55,099.00	91,55,867.00
Other Financial Liabilities	83,30,203.12	84,32,896.76

Notes to Financial Statements for the year ended 31st March, 2020
NOTE - 37 (Contd..)

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

(c) Fair Value Measurement and Fair Value Hierarchy

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

(d) Financial Risk Management

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

(a) Market Risk

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

Foreign currency risk

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

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

Particulars	In Foreign Currency - USD/EURO		In Indian Rupees	
	31st March, 2020	31st March, 2019	31st March, 2020	31st March, 2019
Trade receivables	106710	2,99,315.00	78,80,389.00	2,07,04,009.00
Advance against supply	5619.2	-	4,22,396.00	-

For the year ended March 31, 2020 and March 31, 2019, every percentage point depreciation / appreciation in the exchange rate between Indian rupees and U.S. dollar will affect the Company's profit

(b) Credit Risk

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

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

Trade Receivables

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

Notes to Financial Statements for the year ended 31st March, 2020
(c) Liquidity Risk

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

NOTE - 38
NOTES ON CSR EXPENDITURES

Particulars	(Amount in `)	
	For the Year Ended 2019-2020	For the Year Ended 2018-2019
(a) Gross amount required to be spent by the Company during the year	-	-
(b) Amount spent during the year ended		
(i) Construction/acquisition of any asset	-	-
(ii) On purposes other than (i) above	8,33,852.00	2,24,414.12
(c) Amount unspent as at the year ended	-	7,63,868.00

NOTE - 39

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

NOTE - 40
Notes on COVID-19

In view of the lockdown across the country due to the outbreak of COVID pandemic, manufacturing operations are scaled down or shut down in compliance with the directives / orders issued by the local Panchayat / Municipal Corporation / State / Central Government authorities.

As per management's current assessment, no significant impact on carrying amounts of inventories, trade receivables, investments and other financial assets is expected, and management will continue to monitor changes in future economic conditions. The eventual outcome of the impact of the global health pandemic may be different from those estimated as on the date of approval of these Financial Statements.

As per our report of even date

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

Firm Registration Number-324666E

Chartered Accountants

Sd/-

(A.K Meharia)
Partner

Membership Number 053918

Place: Kolkata

Date: 29th June, 2020

Sd/-

J.P. Kanodia

(Managing Director)

Sd/-

Madhu Kanodia

(Director)

Sd/-

Harish Panwar

(Chief Financial Officer)

Sd/-

Ramavtar Jangid

(Company Secretary)