

Ref: UOL/19-20/SEC/046

Date: 28.09.2019

To,
The Secretary,
Bombay Stock Exchange,
25th Floor, P.J. Towers, Dalal Street,
Mumbai-400001

Subject: Intimation under Regulation 30 of the SEBI (LODR) Regulations, 2015 - Proceedings of the 27th Annual General Meeting of the Company.

Dear Sir/Madam,

Pursuant to provisions of Regulation 30, Part - A of Schedule - III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. Member of the Company in its 27th Annual General Meeting held on Friday, September 27, 2019 approved Amendments to Memorandum and Articles of Association.

Enclosed are brief of the same.

This is for your kind information & record.

Thanking You

For **Unique Organics Limited**

For Unique Organics Limited

Ramavtar Jangid
28/09/19
Ramavtar Jangid
(Company Secretary)

Ramavtar Jangid

Company Secretary

Item No. 5

Adoption of new set of Articles of Association of the Company

In order to bring the Articles of Association in conformity with the Companies Act, 2013 and other relevant insertions/amendments/ deletions, it is prudent to adopt a new Articles of Association since number of alterations required in existing Articles of Association are voluminous. Hence, it is considered desirable to adopt new set of Articles of Association in substitution of and to the exclusion of existing AOA.

Salient changes in the new draft AOA of the Company inter-alia include the following:

- Incorporation of references of new provisions/sections of the Act.
- Incorporation of provisions relating to allotment of shares otherwise than for cash, Buy Back of shares, Dematerialization of Securities, Independent Directors, Postal Ballot, Voting through electronic means etc.
- Amendment in the articles related to transfer/ transmission/ forfeiture of securities as per the provisions the Act.
- The Company may appoint fifteen (15) directors on its Board and any increase beyond this limit will require approval of shareholders in line with the Act.
- The Act has defined the term Key Managerial Personnel, the same is proposed to be incorporated.
- Incorporation of provision for the participation of the Directors in meetings in person or through video conferencing or other audiovisual means as permitted in the Act.
- Provisions related to joint holders inserted/ defined at single place.
- Deletion of Articles which are now irrelevant i.e. preliminary expenses for incorporation of Company, first auditors be appointed, appointment of auditors annually etc. and deletion of entire Part II of the existing Articles, the consent of the respective investor has been obtained.

The existing and new draft Articles of Association to be adopted has been placed on the website of the Company www.uniqueorganics.com and is available for inspection by the members at the Registered Office of the Company during 11.00 a.m. to 1.00 p.m. on all working days, up to the date of Annual General Meeting. In order to adopt this new set of Article of Association, the approval of members is required by way of Special Resolution. Hence, the Board recommends the Special Resolution as set out at Item No. 5. of the Notice for your approval. None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any. Following Resolution is passed in this regard:

For Unique Organics Limited

Ramavtar Jangid
28/09/19
(Company Secretary)

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

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014, including any statutory modification or re-enactment thereof, for the time being in force, the consent of the members be and is hereby accorded for adoption of new set of Articles of Association in substitution for and to the entire exclusion of the existing Articles of Association of the Company."

"RESOLVED FURTHER THAT the any of Director of the Company and company secretary of the company be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, to settle any questions, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other authority arising from or incidental to the said amendment without requiring the Board to secure any further consent or approval of the members of the Company"

Item No. 6

Alteration of the Object Clause & Liability Clause of the Memorandum of Association of the Company.

In the light of the relevant provisions of the Companies Act, 2013, the object clause of a company is required to state the objects for which the company is incorporated, and matter(s) considered necessary in furtherance thereof. Hence, the Board of Directors at their meeting held on 07, August 2019, subject to necessary approval of the members of the company, decided to amend the object clause of Memorandum of Association ("MOA") of the company to the extent relevant, so as to align the same with the requirement of the Companies Act, 2013. Accordingly, under the proposed amendment in object clause, it is, inter alia, includes to rename the sub heading III(A) and III(B), deletion of sub heading III(C) and entire clauses thereunder. It is also proposed to replace the liability clause of the Memorandum of Association of the Company by substituting the same with existing Clause IV to re-word the same appropriately and make it in line with the requirements of the Companies Act, 2013. The liability clause of the MOA is being replaced to clarify that the liability of members is Limited and this liability is limited to the amount unpaid, if any, on the shares held by them. The existing and proposed draft Memorandum of Association has been placed on the website of the Company www.uniqueorganics.com and is available for inspection by the members at

For Unique Organics Limited

Ramprasad
28/09/19

Ramavtar Jangid
(Company Secretary)

the Registered Office of the Company during 11.00 a.m. to 1.00 p.m. on all working days, upto date of Annual General Meeting. For the proposed aforesaid amendments in the Memorandum of Association, the approval of members is required by way of Special Resolution. Hence, the Board recommends the Special Resolution as set out at Item No. 6 of the Notice for your approval. None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any. Following Resolution is passed in this regard:

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

"RESOLVED THAT pursuant to the provisions of section 4 & 13 and other applicable provisions, if any of the Companies Act, 2013 read with Companies(Incorporation)Rules 2014, Including any statutory modifications or re-enactment thereof, for the time being in force and subject to the necessary approval of the central government or any other statutory authority(ies) , if any required in this behalf, the consent of the members be and is hereby accorded for effecting the following alterations in the existing clause(a) of the memorandum of association (the MOA) of the company by substitution /deletion of certain clauses in the following manner:-.

- I. Sub-heading III(A) "THE MAIN OBJECT TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE" be substituted by the new sub-heading "THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE " with existing objects appearing under sub clauses 1 and 2 and addition of new sub-clauses 3, 4, and 5 under sub-heading III(A) of memorandum of Association is as under:-
 1. To manufacture and deal in all kinds of livestock, poultry and fish feeds, feed concentrates, feed additives, mineral mixture, vitamins, De-oiled cakes, feed supplement, organic feeds , minerals, spices and other organics products, veterinary medicines , biological and products of the like for the use in livestock development.
 2. To manufacture, process, prepare, preserve, refine, bottle, buy, sell and deal whether as wholesaler or retailers or as exporters or importers or as Principals or agents or as keepers or dealers in all kinds of milk products, including Cheese, Butter, Ghee, Ice creams, Baby foods, Instant foods and any by-products or co-products thereof and to carry on the business and setting up of

For Unique Organics Limited


28.09/19
Ramavtar Jangid
(Company Secretary)

Dairy Farms, Milk Processing Plants, Food Processing Plants, Cold Storage Plants, Research laboratories, Packing units, Bottling Plants and to manufacture and deal in all kinds and varieties of foods for human or animal consumption.

3. To carry on the business of Manufacturers, Millers, Grinders, Rollers, Processors, Tankers, Packers and Preserves, and dealers of all foods from agriculture products, Dairy products, Horticulture and Poultry products, Fruits, Vegetables, Flowers, Meats, Processed meat scanned and tinned and processed foods, fast foods, processed fish and sea foods, frozen foods, Potential foods, health and instant foods of all kinds, including baby and dietic foods, cereals, beverages, restoratives and aerated mineral waters and food stuffs and consumable provisions and to extract by-products, derivatives food preparations of every kind and description.
- II. Sub-heading III(B) "OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENTS OF THE MAIN OBJECTS ARE" be substituted by the new sub-heading " MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) " with existing objects appearing under sub-clauses 1 to 46 thereof.
 - III. Under sub-clause 4, 14, 21, 22, 39 and 40 of the new sub- heading "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A)" the words "the companies Act 1956" be substituted with the words "the companies Act 2013" ("Act")
 - IV. The existing Clause III (C) comprising sub-clauses 1 to 35 be and is hereby deleted permanently.
 - V. Clause IV of the memorandum of Association be and is hereby altered and substituted with the following new clause IV:
 - IV. The liability of members is Limited and this liability is limited to the amount unpaid, if any, on shares held by them.

"RESOLVED FURTHER THAT the Board of Directors of the company and company secretary of the company be and is hereby authorized on behalf of the company to do all such acts, deeds, matters, and things, as it may in its absolute discretion, deem

For Unique Organics Limited

Romyangid
Romyangid Jangid
(Company Secretary)
28/09/19

necessary, to settle any questions, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other authority arising from or incidental to the said amendment without requiring the Board to secure any further consent or approval of the members of the Company."

For Unique Organics Limited

Ramavtar Jangid

Ramavtar Jangid
(Company Secretary)

28/09/19