

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 FUTURE 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 FUTURE 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.</p> <p>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