

NOTICE OF THE 30TH ANNUAL GENERAL MEETING

Notice is hereby given that Thirtieth (30th) Annual General Meeting of the Members of Unique Organics Limited [CIN: L24119RJ1993PLC007148] will be held on Friday 29th July, 2022 at 12:30 P.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, 2022 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. **Appointment of Statutory Auditors of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the audit committee and the Board of Directors of the Company, M/s. Gourisaria Goyal & Co., Chartered Accountants (Firm Registration No. 016681C) be and are hereby appointed as the Statutory Auditors of the Company for a term of five consecutive years, who shall hold office from the conclusion of this 30th Annual General Meeting ("AGM") till the conclusion of the 35th AGM to be held in the year 2027, at such remuneration as may be determined by the Board of Directors of the Company."

SPECIAL BUSINESS:

4. **Re-appointment of Mr. Jyoti Prakash Kanodia (DIN: 00207554) as Managing Director of the Company and approval of remuneration payable to him.**

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 Sections 196, 197, 198 and 203, read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) on the recommendation of the Nomination & Remuneration Committee and the Board of Directors, the consent of the members be and is hereby accorded to re-appoint Mr. Jyoti Prakash Kanodia (DIN: 00207554) as the Managing Director of the Company to hold office for a further period of three consecutive years w.e.f from 5th November 2022 to 4th November 2025 on a remuneration as may be decided by the Board."

5. **Appointment of Mr. Ashish Gupta (DIN: 09586177) as an Independent Non-Executive Director of the Company.**

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

“RESOLVED THAT in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), and the Rules made there under, and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force), and other applicable provisions of the Act, read with rules made there under and the Article of Association and pursuant to the recommendation of the Nomination and Remuneration Committee and approved by the Board of Directors Mr. Ashish Gupta (DIN: 09586177), who was appointed by the Board as an Additional Director (Independent) of the Company with effect from 6th May, 2022, and who has submitted the declaration that he meets the criteria for Independence as provided in section 149(6) of the Act, rules made there under and who is eligible, for appointment, and in respect of whom the Company has received a notice in writing under Section 160 of the Act, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a period of 5 (five) consecutive years with effect from 6th May, 2022 to 5th May, 2027.”

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

Sd/-
Ramavtar Jangid
Company Secretary
M. No: A38688
Jaipur, July 02, 2022

Registered Office:
E-521, Sitapura Industrial Area,
Jaipur-302022 (Raj.) India
Phone No. +91 141 2770315/509
Email: compliance@uniqueorganics.com
CIN: L24119RJ1993PLC007148

NOTES

1. Pursuant to the General Circulars 2/2022 and 19/2021, other circulars issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by SEBI (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold AGM through VC/OAVM, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/OAVM. and the deemed venue for the 30th AGM shall be the Registered Office of the Company
2. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the AGM is being held in accordance with the Circulars through VC/OAVM, the facility for the appointment of proxies by the members will not be available hence proxy form and attendance slip and route map of AGM are not attached to this Notice.
3. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution/authorization letter to the scrutinizer on email uolevoting@gmail.com with a copy marked to evoting@nsdl.co.in.
4. Participation of members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
5. Notice of the AGM along with the Integrated Annual Report 2021-22 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories/ RTA, unless any Member has requested for a physical copy of the same. Members may note that the Notice and Annual Report 2021-22 will also be uploaded on the website of the Company at <https://uniqueorganics.com> under investor info section, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
6. An Explanatory Statement pursuant to Section 102(1) of the Act, out material facts concerning the business under Item Nos. 2, 4 and 5 of the Notice is annexed hereto. Further, the relevant details with respect to Item No. 2, 4 and 5 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment/re-appointment at this AGM are also annexed.
7. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.,:
 - a) **For shares held in electronic form:** to their Depository Participants (DPs)
 - b) **For shares held in physical form:** to the Company/Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021. The Company has sent

letters for furnishing the required details. Members may also refer to Company's website www.uniqueorganics.com.

8. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website at uniqueorganics.com and on the website of the Company's Registrar and Transfer Agents, ABS Consultant Pvt. Ltd., Kolkata at absconsultant99@gmail.com. It may be noted that any service request can be processed only after the folio is KYC Compliant.
9. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.
10. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
11. Members seeking any information with regard to the financial statements or any matter to be placed at the AGM, are requested to write to the Company at its email id compliance@uniqueorganics.com at an early date as to enable the management to keep the information ready at the AGM.
12. Members of the Company are hereby 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').
 - a. Details of the unpaid/unclaimed dividend are available on the website of the Company i.e. <http://uniqueorganics.com/investor/unpaid-unclaimed-dividend/>
 - b. Members are hereby requested to check, verify and claim their unpaid/ unclaimed dividend as above at earliest by contacting or making request to Company or RTA details as below:

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

- c) The Members, whose unclaimed dividends/ shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in.

13. Instructions for e-voting and joining the AGM through VC/OAVM are as follows:

- a. 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 various Circulars issued by the MCA and SEBI, 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.
- b. The remote e-voting period commences on Tuesday, July 26, 2022 (9:00 A.M. IST) and ends on Thursday, July 28, 2022 (5:00 P.M. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, July 22, 2022 i.e. cut-off date, may cast their vote electronically.
- c. The e-voting module shall be disabled by NSDL for voting thereafter. Members have the option to cast their vote on any of the resolutions using the remote e-voting facility, either during the period commencing from July 26, 2022 and ends on July 28, 2022 or e-voting during the AGM. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM.
- d. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution again.
- e. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- f. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the User ID and Password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/ she can use his/her existing User ID and Password for casting the vote. In case of individual shareholders holding securities in dematerialized mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-voting and joining virtual meeting for individual shareholders holding securities in dematerialized mode."
- g. The details of the process and manner for remote e-voting are explained herein below:

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

Step 1: Access to NSDL e-voting system

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


Details on Step 1 are mentioned below:

A. Login method for remote e-voting and joining the virtual meeting and joining the virtual meeting for individual shareholders holding securities in dematerialized mode:

Pursuant to SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-voting facility provided by Listed Companies”, e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/ DPs to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (“ESP”) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.

Login method for individual shareholders holding securities in dematerialized mode is given below:

Type of shareholders	Login method
Individual Shareholders holding securities in dematerialized mode with NSDL	<p>I. NSDL IDeAS Facility</p> <p>If you are already registered for NSDL IDeAS facility,</p> <ol style="list-style-type: none"> 1. Please visit the e-services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a personal computer or on a mobile. 2. Once the home page of e-services is launched, click on the ‘Beneficial Owner’ icon under ‘Login’ which is available under ‘IDeAS’ section. 3. A new screen will open. You will have to enter your user ID and password. After successful authentication, you will be able to see e-voting services. 4. Click on ‘Access to e-voting’ under e-voting services and you will be able to see e-voting page. 5. Click on options available against company name or e-voting service provider – NSDL and you will be redirected to the NSDL e-voting website for casting your vote during the remote e-voting period or voting during the meeting. <p>If the user is not registered for IDeAS e-Services,</p> <ol style="list-style-type: none"> 1. The option to register is available at https://eservices.nsdl.com. 2. Select ‘Register Online for IDeAS’ or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Upon successful registration, please follow steps given in points 1-5 above. <p>II. E-voting website of NSDL</p>

	<ol style="list-style-type: none"> 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 'Login' icon available under 'Shareholder/Member' section. 3. A new screen will open. You will have to enter your user ID (i.e. your 16-digit demat account number hold with NSDL), password/OTP and a verification code as shown on the screen. 4. After successful authentication, you will be redirected to NSDL depository site wherein you can see e-voting page. Click on options available against company name or e-voting service provider – NSDL and you will be redirected to the e-voting website of NSDL for casting your vote during the remote e-voting period or voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="646 869 1089 1129" style="text-align: center;"> <p>NSDL Mobile App is available on</p>  </div>
Individual shareholders holding securities in dematerialized mode with CDSL	<ol style="list-style-type: none"> 1. Existing Users who have opted for Easi/Easiest facility, they can login through their user ID and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi/ Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest user will be able to see the e-voting menu. The menu will have links of e-voting service provider. Click to cast your vote. 3. If the user is not registered for Easi/ Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 4. Alternatively, the user can directly access e-voting page by providing demat account number and PAN number from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile & email as recorded in the demat account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting service providers.
Individual	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account

shareholders (holding securities in dematerialized mode) login through their DPs	<p>through your depository participant registered with NSDL/CDSL for e-voting facility.</p> <p>2. Once logged in, you will be able to see e-Voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature.</p> <p>3. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.</p>
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Important Note: Members who are unable to retrieve User ID/Password are advised to use Forgot User details/Password option available at respective websites.

Helpdesk for individual shareholders holding securities in dematerialized mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in Demat mode with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542/43

B. Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
4. 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.
5. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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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***

6. Password details for shareholders other than Individual shareholders are given below:

- 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

7. 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 etc.
- d) Members can also use the OTP based login for casting the votes on the e-Voting system of NSDL.

8. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

9. Now, you will have to click on "Login" button.

10. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 are given below:

[HOW TO CAST YOUR VOTE ELECTRONICALLY AND JOIN GENERAL MEETING ON NSDL E-VOTING SYSTEM:](#)

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

[INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM 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. The link for VC/OAVM to attend AGM will be available where the EVSN of the company will be displayed after successful login as per the instructions mentioned above for remote e-voting.
3. Shareholders are encouraged to join the AGM through laptops / ipads for better experience.
4. Facility of joining the AGM through VC/OAVM shall open 30 minutes before the time scheduled for the AGM.
5. Further, shareholders will be required to allow camera and use internet with a good speed to avoid any disturbance during the AGM.
6. 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.
7. Shareholders who would like to express their views/ask questions during the AGM may register themselves as a speaker by sending their request in advance prior to AGM mentioning their name, demat account number/folio number, email id, mobile number at compliance@uniqueorganics.com. The shareholders, who do not wish to speak during the AGM but have queries may send their queries in advance mentioning their name, demat account number/folio number, email id, mobile number at compliance@uniqueorganics.com. These queries will be replied to by the company suitably by email.

Process for those shareholders, whose email/ mobile number are not registered with the company/ depositories:

- (I) If shares are held in physical mode: Please provide Folio Number, name of member, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhaar Card)
- (II) In case shares are held in demat mode: please provide DP ID and Client ID (16-digit DP ID + Client ID or 16-digit beneficiary ID), name of member, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN card), Aadhaar (self attested scanned copy of Aadhaar Card).
- (III) If you are an individual shareholder holding securities in demat mode: Please update your email id and mobile number with your respective depository participant (DP), which is mandatory while e-voting and joining virtual meetings through depository.

If you have any queries or issues regarding attending AGM & e-Voting from the NSDL e-Voting System, you can write an email to evoting@nsdl.co.in or contact at 1800-222-990.

Other Instructions

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting (votes cast during the AGM and votes cast through remote e-voting) and will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same. The results will be announced within the time stipulated under the applicable laws.
2. The result declared along with the Scrutinizer's Report shall be placed on the Company's website <https://uniqueorganics.com> and on the website of NSDL immediately. The Company shall simultaneously forward the results to Stock Exchanges, where the shares of the Company are listed.

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

Sd/-
Ramavtar Jangid
Company Secretary
M. No: A38688
Jaipur, July 02, 2022

Registered Office:
E-521, Sitapura Industrial Area,
Jaipur-302022 (Raj.) India
Phone No. +91 141 2770315/509
Email: compliance@uniqueorganics.com
CIN: L24119RJ1993PLC007148

Annexure-A

Details of Directors seeking re-appointment at the Annual General Meeting

Name	Mrs. Madhu Kanodia
DIN	00207604
Age & DOB	55 years (03/11/1966)
Brief profile	She is commerce graduate.
Date of original Appointment	July 01, 2006
Nature of expertise in specific functional area	Having experience in sales and management of more than 15 years.
Directorship held in Other public company as on March 31, 2022	NIL
Chairmanship/ Membership of committees of other Public Companies as on March 31, 2022	NIL

For other details such as number of meetings of the board attended during the year, shareholding as on March 31, 2022, in respect of the above Director, please refer to the corporate governance report which is a part of this report.

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

Sd/-
Ramavtar Jangid
Company Secretary
M. No: A38688
Jaipur, July 02, 2022

Registered Office:
E-521, Sitapura Industrial Area,
Jaipur-302022 (Raj.) India
Phone No. +91 141 2770315/509
Email: compliance@uniqueorganics.com
CIN: L24119RJ1993PLC007148

EXPLANATORY STATEMENT

[Pursuant to section 102(1) of the Companies Act, 2013 ("Act")]

ITEM NO. 4

In the opinion of the Nomination & Remuneration Committee and Board, Mr. Jyoti Prakash Kanodia brings a wealth of experience in the overall managerial sphere to the board. He has 30 years of experience in the in spices and agri commodities. Mr. Jyoti Prakash Kanodia being promoter director of the Company, has been providing his full time and attention to the activities of the company and his dedicated efforts have resulted into substantial business growth to the company. The company showed a rapid growth in recent years and also achieved good profitability as a result of his highly dedicated efforts and continued concentration on business development activity. His hard work, punctuality, rich experience and contribution toward company's affairs will help us achieve substantial business growth. The board recommends his appointment to the shareholders.

In the opinion of the board, Mr. Jyoti Prakash Kanodia fulfils the criteria/ conditions specified under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") for appointment as Managing Director of the company.

The Board of directors at their meeting held on July 02, 2022 has recommended appointing Mr. Jyoti Prakash Kanodia as Managing Director of the company w.e.f. November 05, 2022 on such terms and conditions as detailed below:

1. Tenure of Appointment:

The appointment as Managing Director for a period of 3 years with effect from November 05, 2022.

2. Nature of Duties:

The Executive Director shall, devote his whole time and attention to the business and operations of the Company and carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company, including performing duties as assigned by the Board from time to time by serving on the boards of such companies or any other executive body or any committee of such a company.

3. Salary:

- a) Not exceeding to Rs. 84,00,000/- p.a. (Rupees Eighty Four Lakhs) per annum or as may be decided by the board of directors to be paid on monthly basis, pursuant to limit specified in Schedule V of the Companies Act, 2013.
- b) 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.
- c) He shall not be entitled to receive sitting fees for attending meetings of the Board of Directors or a Committee thereof.

4. Other Key Terms:

- a) He will be entitled to use official Car with driver.
- b) He will be entitled to avail the facility of furnished accommodation from Company at any time during his tenure (owned or rented by the company with a maximum ceiling of 20% of his gross remuneration).
- c) The Company shall indemnify Mr. Jyoti Prakash 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.
- d) Mr. Jyoti Prakash 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.
- e) In case Company has adequate profits in any subsequent future years, the remuneration to Mr. Jyoti Prakash Kanodia, shall be paid as the maximum remuneration calculated and payable as per Section 197 & 198 of the Companies Act, 2013. (i.e. Max 5% of the profits as calculated pursuant to Section 197 & 198 of the Companies Act, 2013).

A brief profile and other information as required under regulation 36(3) of the Listing Regulations and secretarial standard on general meetings, issued by the Institute of Company Secretaries of India are provided in the Annexure to the Notice.

The Board recommends the resolution as set out at agenda Item No.4 of the accompanying notice for the members' consideration and approval.

Details of Mr. Jyoti Prakash Kanodia, are provided below pursuant to: (i) the provisions of Section II, Part II of Schedule V of the Companies Act, 2013 (ii) Regulation 36(3) of the Listing Regulations and (iii) Secretarial Standard on General Meetings("SS-2"), issued by the Institute of Company Secretaries of India.

1. GENERAL INFORMATION	
Nature of industry	The Company is engaged in the business of import, export of food, feed, spices and agricultural products.
Date or expected date of commencement of commercial production.	The company was incorporated on January 13, 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)
	2019-20	3040.21	4.31
	2020-21	6113.77	4.43
	2021-22	9685.79	3.21
Foreign Investments or collaborators, 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.		
2. INFORMATION ABOUT THE APPOINTEE			
Designation	Managing Director		
DIN	00207554		
Age & DOB	55 Years (23/12/1966)		
Brief profile	He is a Commerce Graduate from St. Xaviers College, Kolkata and is having experience of about 30 years in the overall managerial sphere.		
Date of original Appointment	September 30, 2010		
Nature of expertise in specific functional area	Experience of 30 years in management, finance, spices and agri commodities trading and export sector.		
Disclosure of relationship between other directors & KMP's	Mrs. Madhu Kanodia, non-executive director is immediate relative of Mr. Jyoti Prakash Kanodia		
Directorship held in Other public company as on March 31, 2022	NIL		
Chairmanship/ Membership of committees of other Public Companies as on March 31, 2022	NIL		
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	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.		
Background details	Mr. J. P. Kanodia is the Promoter and Managing Director of the Company since 1993.		
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 30 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.
Past Remuneration	Not exceeding to Rs. 84,00,000/- Per Annum or as may be decided by the board of directors with other facilities.
Proposed Remuneration	Not exceeding to Rs. 84,00,000/- Per Annum or as may be decided by the board of directors with other facilities as described above.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Besides the below, Mr. J. P. Kanodia does not have any other pecuniary relationship with the Company: <ol style="list-style-type: none"> 1. Remuneration as above. 2. Shareholding in Company (714833 Shares representing 12.01% of total paid-up capital). 3. Mrs. Madhu Kanodia (Spouse) is non-executive director in the Company holding 4,33,899 no of shares representing 7.29% of total paid-up capital.
3. OTHER INFORMATION	
Reasons of inadequate profit	<p>Companies operations was affected by lockdowns and restrictions imposed by various government authorities due to COVID-19 at local as well as at international level. 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 the productivity and	The aforesaid steps taken / to be taken by the Company are expected to improve the Company's performance and profitability in near

profits in measurable terms	future.
4. DISCLOSURE	Required, the information is provided under Corporate Governance Section of Annual Report.

Except Mr. Jyoti Prakash Kanodia being appointee and Mrs. Madhu Kanodia, none of the directors and key managerial personnel of the company including their relatives are concerned or interested, financially or otherwise in the resolution mentioned at agenda Item No.4 of the accompanying notice of the 30th AGM.

The Company had not made any default in repayment of its debt or interest payable thereon during the preceding financial year 2021-22.

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

For other details such as number of meetings of the board attended during the year, shareholding as on March 31, 2022, in respect of the above Director, please refer to the corporate governance report which is a part of this report.

ITEM NO. 5

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Ashish Gupta (DIN: 09586177) as an Additional Director (Independent Director) of the Company, with effect from May 06, 2022 not liable to retire by rotation, for a term of 5 (Five) consecutive years subject to approval of the Members. The Company has, in terms of Section 160 of the Act, received in writing a notice from a Member, proposing his candidature for the office of Director.

The Company has received a declaration from Mr. Ashish Gupta to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

In the opinion of the Board, Mr. Ashish Gupta fulfils the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Ashish Gupta as an Independent Director is now being placed before the Members for their approval.

Mr. Ashish Gupta is a practicing chartered accountant having experience and expertise of more than 17 years in Finance, Taxation, and Audit etc. and that his association would be of immense benefit to the Company.

Details of Mr. Ashish Gupta, are provided below pursuant to the provisions of (i) Regulation 36(3) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The Board recommends the resolution as set out at agenda Item No. 5 of the accompanying notice for the members' consideration and approval.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Act is, in any way, financially or otherwise, concerned or interested in this resolution.

INFORMATION ABOUT THE APPOINTEE	
Name:	Mr. Ashish Gupta
Designation	Director
DIN	09586177
Age & DOB	40 Years (11/10/1982)
Brief profile	He holds qualifications i.e. M.Com, FCA, MBA (Finance), LL.B., DISA(ICAI), having 17 years of rich experience in Finance, Taxation and Audit etc.
Date of original Appointment	May 06, 2022
Nature of expertise in specific functional area	Experience of 17 years in Finance, Taxation and Audit etc.
Disclosure of relationship between other directors & KMP's	NIL
Directorship held in Other public company as on March 31, 2022	NIL
Chairmanship/ Membership of committees of other Public Companies as on March 31, 2022	NIL
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	
Skill and capabilities required for the role and manner in which person meets such requirements	<p>Mr. Ashish Gupta is having qualifications i.e. B.Com, M.Com, FCA, MBA (finance), LL.B., DISA(ICAI) and having 17 years of rich experience in Finance, Taxation and Audit etc.</p> <p>In the opinion of the Board, Mr. Ashish Gupta fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for being eligible for his appointment. Mr. Ashish Gupta is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.</p> <p>Considering the facts as above the Board believes that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Gupta as an Independent Director.</p>

For other details such as number of meetings of the board attended during the year, shareholding as on March 31, 2022, in respect of the above Director, please refer to the corporate governance report which is a part of this report.

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

Sd/-
Ramavtar Jangid
Company Secretary
M. No: A38688
Jaipur, July 02, 2022

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