

NOTICE OF THE 31st ANNUAL GENERAL MEETING

Notice is hereby given that Thirty First (31st) Annual General Meeting of the Members of Unique Organics Limited [CIN: L24119RJ1993PLC007148] will be held on Friday 29th September, 2023 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, 2023 and the reports of the Board of Directors ('the Board') and Auditors thereon.
2. To appoint a director in place of Mr. Ashok Kumar Dangaich (DIN: 09055421) who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

3. To revise and increase the managerial remuneration payable to Mr. Jyoti Prakash Kanodia (DIN: 00207554), Managing 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 pursuant to the provisions of Sections 197, 198 and 203, read with Schedule V, SEBI Regulations 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) upon the recommendation of the Nomination & Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded for revision of managerial remuneration of Mr. Jyoti Prakash Kanodia (DIN: 00207554), Managing Director of the Company, which is in excess of threshold limits as prescribed under Securities and Exchange of Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (SEBI LODR Regulations), Section 197, 198 and Schedule V of the Companies Act, 2013 and the Rules made

thereunder w.e.f. 1st October, 2023 for the remaining tenure on the terms as mentioned in the Explanatory Statement.

4. **Alteration of the Object Clause of the Memorandum of Association of the Company.**

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, 6 & 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 Registrar of Companies, Jaipur Rajasthan or any other statutory authority(ies) , if any required in this behalf, the consent of the members be and are hereby accorded for effecting the following alterations in the existing clause(a) of the memorandum of association (the MOA) of the Company by addition of certain clauses in the following manner:-

Under the heading III, sub-heading **"(A) the objects to be pursued by the Company on its incorporation are:"** following shall be incorporated in continuation after point no. 5 as under:-

6. To carry on in India or elsewhere the business of prospecting, exploring, operating and working on mines, quarries and to win, set, crush, smelt, manufacture, process, excavate, dig, break, acquire, develop, exercise, turn to account, survey, produce, prepare, remove, undertake, barter, convert, finish, load, unload, handle, transport, buy, sell, import, export, supply, and to act as agent, broker, adatia, stockiest, distributor, consultant, contractor, manager, operator or otherwise to deal in all sorts of presents and future ores, minerals, deposits, goods, substances & materials, including sands, stones, and soils, chalk, clay, china clay, betonies, broils, calcite and coal, lignite, rock phosphate, feldspar, quartz, brimstone, brine, bauxite, limestone, precious and other stones, iron, aluminum, titanium, vanadium, mica, apalite, chrome, copper, gypsum, rutile, sulphate, calcium

carbonate, tin, zinc, zircon, tungsten, silicon, brass, and other allied materials, by products, mixtures, blends, residues & substances, and all kinds of natural, synthetic and reclaimed rubber, their derivatives and substitutes, rubber latex, synthetic resins and plastics, raw rubber, allied rubber products and finish products and to do all incidental acts and things necessary for the attainment of the objects under these presents.

To search, survey, discover and find out and the acquire by concession, grant, purchase, barter, lease, license, degrees & tenders the allotment or otherwise of land or water area from government, semi-government, local authorities, private bodies, corporations and other persons, such rights, powers, and privileges whatsoever for obtaining mines, open cast mines, bucket mines, quarries, deposits, etc. for the accomplishment of the above objects.

7. To acquire, promote, establish, maintain, conduct and run testing laboratory, research laboratory, experimental workshops, scientific laboratory, fire testing laboratory and other organizations for examination, analysis, investigations, test, experiment & research on behalf of government, semi government, local authorities, private bodies and general public for all kinds of materials, including, chemicals, medical, metallurgical, electronic, building material, Textile material, electrical, agricultural, edibles, and other items of industrial, domestic or commercial use including testing facilities for food items, chemicals, edible oils, agricultural raw material and products, industrial raw material

and products, water, effluent water, air, gases, sludge, textile auxiliaries and finished products, cement, alloys, packing material, soap and detergent, FRP, insulation material, fire retardant material, calibration facilities physical instruments etc. to industries to have control on the quality of the products.

8. To carry on business as manufacturers, producers, processors, growers, fermentators, distillers, refiners, makers, inventors, convertors, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, bottlers, packers, movers, preservers, stockiest, agents, merchants, distributors, consignors, jobbers, brokers or otherwise deal in all kinds of fertilizers, manures, pesticides, insecticides, fungicides, herbicides and all types of chemicals used in apiculture, horticulture, fumigation, poultry farming, pisciculture, sericulture and animal husbandry.”

By order of the Board of Directors of Directors

For Unique Organics Limited

Sd/-

Ramavtar Jangid

Company Secretary

M. No: A38688

Jaipur, September 01, 2023

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 10/2022 dated 28.12.2022, 20/2020 dated 05.05.2020, 2/2022 dated 05.05.2022 and other circulars issued by the Ministry of Corporate Affairs (MCA) and SEBI Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 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 and without dispatching hard copy of the statement containing salient features of all the documents

as prescribed in section 136 of the Companies Act, 2013 (financial statements, Board’s report, Auditor’s report etc.), to those shareholders who have not registered their email addresses. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/OAVM and the deemed venue for the 31st 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 cssandeep@armsandassociates.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 2022-23 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 2022-23 will also be uploaded on the website of the Company at <https://uniqueorganics.com> under investors section (www.uniqueorganics.com/investor/annual-report/), 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, setting out material facts concerning the business under Item Nos. 3 and 4 of the Notice is annexed hereto. Further, the relevant details with respect to Item No. 2 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 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, has already been 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 has been 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, September 26, 2023 (9:00 A.M. IST) and ends on Thursday, September 28, 2023 (5:00 P.M. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, September 22, 2023 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 September 26, 2023 and ending on September 28, 2023 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

	<p>the meeting.</p> <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 style="text-align: center; border: 1px solid black; padding: 5px; margin: 10px 0;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </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

	<p>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.</p>
Individual shareholders (holding securities in dematerialized mode) login through their DPs	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility. 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. 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.

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	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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.

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.

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. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?
 - 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'.
 - 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:
- Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - 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.
 - Members can also use the OTP 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 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, September 01, 2023

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 TO THE NOTICE**Details of directors seeking re-appointment (retire by rotation) at the Annual General Meeting:**

Mr. Ashok Kumar Dangaich (DIN: 009055421) was appointed as an Additional Director with effect from 11th February, 2021 by the Board and further regularized in 29th AGM held on 3rd September, 2021 by members as Non-Executive Director. Mr. Ashok Kumar Dangaich is not be entitled for any remuneration as per the company policy for non-executive directors except sitting fees for attending board meetings.

None of the Directors and Key Managerial Personnel except Mr. Ashok Kumar Dangaich, are concerned or interested financially or otherwise in the proposed re-appointment.

For other details such as number of meetings of the board attended during the year, shareholding as on March 31, 2023, in respect of the above Director, please refer to the corporate governance report which is a part of this report.

Additional Details as required under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015:

Brief resume of the director	Name: Mr. Ashok Kumar Dangaich DIN: 009055421 Date of App.: 11.02.2021 Age: 64 Years <u>Educational qualification:</u> <ul style="list-style-type: none">• CA, CS (INTER),• CAIIB• LLB (Gold medalist)
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	<ul style="list-style-type: none"> • B.COM. (Gold medalist) <u>Experience:</u> <ul style="list-style-type: none"> • 2 years in Raj financial corporation. • 34 years in PSU Banking Sector. <u>Present Occupation:</u> <ul style="list-style-type: none"> • Practicing Chartered Accountant as partner in M/s K K Gupta & Co. Chartered Accountants, Jaipur (Raj.)
Nature of expertise in specific functional areas	36 years of rich experience in banking and finance sector in various PSU's.
Disclosure of relationships between directors inter-se	NIL
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years;	NIL
Shareholding of non-executive director in the listed entity, including shareholding as a beneficial owner.	500 Shares

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

Sd/-

Ramavtar Jangid

Company Secretary

M. No: A38688

Jaipur, September 01, 2023

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. 3

Upon recommendation of the Nomination & Remuneration Committee and Board of Directors of the Company in their meeting held on 1st September, 2023 approved the revision of remuneration payable to Mr. Jyoti Prakash Kanodia,

Managing Director of the Company w.e.f 1st October, 2023.

Further, the members are requested to authorise the Board to alter and vary the terms and conditions including remuneration and incremental

thereof, from time to time for Mr. Jyoti Prakash Kanodia as mentioned below:

1. Remuneration:

- a) Salary not exceeding to INR 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.
- b) Commission (over and above monthly salary) as may be decided by the Board of Directors based on the net profit of the Company in each year, not exceeding 10% of the Net Profits of the Company calculated as per Section 198 of the Companies Act, 2013.
- c) Reimbursement of all travelling, boarding and lodging expenses incurred for/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.
- a) He shall not be entitled to receive sitting fees for attending meetings of the Board of Directors or a Committee thereof.

2. Other Key Terms:

- d) He will be entitled to use official Car with driver.
- e) 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 sealing of 20% of his gross remuneration).

- f) 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.
- g) 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.
- h) In case Company has adequate profits in any subsequent 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.

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. 3 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 and manufacturing 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 commercial production thereafter.
In case of new companies, expected date of commencement of activities as per project approved by financial	Not Applicable

institutions appearing in the prospectus.													
Financial performance based on given indicators.	The details of the standalone financial Performance of the Company are given below: (Figures are in Lakhs)												
	<table border="1"> <thead> <tr> <th>Financial Year</th> <th>Total Revenue</th> <th>Net Profit / (Loss)</th> </tr> </thead> <tbody> <tr> <td>2020-21</td> <td>6113.77</td> <td>4.43</td> </tr> <tr> <td>2021-22</td> <td>9685.79</td> <td>3.21</td> </tr> <tr> <td>2022-23</td> <td>18532.91</td> <td>383.69</td> </tr> </tbody> </table>	Financial Year	Total Revenue	Net Profit / (Loss)	2020-21	6113.77	4.43	2021-22	9685.79	3.21	2022-23	18532.91	383.69
	Financial Year	Total Revenue	Net Profit / (Loss)										
	2020-21	6113.77	4.43										
	2021-22	9685.79	3.21										
2022-23	18532.91	383.69											
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	56 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	13 th January, 1993												
Nature of expertise in specific functional area	Experience of 31 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 (Spouse) of Mr. Jyoti Prakash Kanodia.												
Directorship held in Other public company as on March 31, 2023	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 comparable/optimum to CEO/MD levels of similar sized and similar nature of other companies in general.												
Background details	Mr. Jyoti Prakash 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	Mr. Jyoti Prakash Kanodia is a Commerce Graduate from St. Xaviers College,												

suitability	Kolkata. He has over 31 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. Jyoti Prakash Kanodia as Managing Director in continuity.
Past Remuneration	Salary not exceeding to Rs. 84,00,000/- Per Annum or as may be decided by the board of directors with other facilities.
Proposed Remuneration	<p>a) Salary not exceeding to INR 84,00,000/- Per Annum (Rupees Eighty Four Lakhs) per annum or as may be decided by the board of directors to be paid on monthly basis.</p> <p>b) Commission as may be decided by the Board of Directors based on the net profit of the Company in each year, not exceeding 10% of the Net Profits of the Company calculated as per Section 198 of the Companies Act, 2013.</p> <p>c) Other terms and conditions remained the same as previous.</p>
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	<p>Besides the below, Mr. Jyoti Prakash 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 (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 equity shares representing 7.29% of total paid-up capital.
3. OTHER INFORMATION	
Reasons of inadequate profit	<p>Company's business is based on Agri products which are very much dependable on weather and rain conditions and are very much vulnerable to drought and deceases. The prices of Agri products, sea freights and other costs are keep fluctuating round 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 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 due to more dedication by time devotion by Managing Director.
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 being spouse of appointee, 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.3 of the accompanying notice of the 31th AGM.

The Company had not made any default in repayment of its debt or interest payable thereon during the preceding financial year 2022-23.

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, 2023, in respect of the above Director, please refer to the corporate governance report which is a part of this report.

ITEM NO. 4

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 01, September 2023, subject to necessary

approval of the members of the Company, decided to amend the object clause of Memorandum of Association ('MOA') of the company by incorporating more business categories to the Company profile so that Company may have wide opportunity to explore and enter in new segment of business as and when required.

Accordingly, under the proposed amendment in object clause, it is, interalia, includes new business categories. 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 the Registered Office of the Company during 11.00 a.m. to 1.00 p.m. on all working days, up to 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. 4 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.

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

Sd/-

Ramavtar Jangid

Company Secretary

M. No: A38688

Jaipur, September 01, 2023

Registered Office:

E-521, Sitapura Industrial Area,

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