

MINUTES OF THE PROCEEDING RELATING TO DECLARATION OF RESULTS OF POSTAL BALLOT (INCLUDING E-VOTING) OF UNIQUE ORGANICS LIMITED ON FRIDAY, THE 29TH AUGUST, 2014 AT 2:00 P.M. AT REGISTERED OFFICE AT E-521, SITAPURA INDUSTRIAL AREA, NEAR SANGANER, TONK ROAD, JAIPUR (RAJASTHAN) INDIA.

PRESENT:

- | | | |
|---------------------------------|---|------------------------------|
| 1. MR. Jyoti Prakash Kanodia | - | Managing Director (In Chair) |
| 2. Mr. Amardeep Singh Ahluwalia | - | Independent Director |
| 3. Mr. Sandeep Kumar Gourisaria | - | Scrutinizer |
| 4. Miss Aayushi Singh | - | Company Secretary |

Mr. J.P. Kanodia, Managing Director, and chairman of the meeting informed that, pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act"), read together with the Companies (Management and Administration) Rules, 2014, a Postal Ballot Notice dated 12.07.2014 (with Postal Ballot Form and Postage prepaid envelope), containing 2 (two) draft Special Resolutions was sent to the shareholders of the Company for their assent or dissent on the following items:

1. **Authorization for Borrowings under Section 180(1)(c) of the Companies Act, 2013. and;**
2. **Creation of Charge/Security on movable and immovable properties of the Company, under Section 180(1)(a) of the Companies Act, 2013.**

The Board of Directors in their meeting held on 12.07.2014 had approved the said notice and also appointed **Mr. Sandeep Kumar Gourisaria**, a practicing Chartered Accountant, and Partner, of M/s. Gourisaria Goyal & Co., Jaipur, as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

As per rules of Companies Act, 2013 read with Rules thereunder, Company provided e-voting facility to its member to exercise their votes electronically. The e-voting portal of NSDL for voting purpose was remained open from 29.07.2014 (9:00 AM) to 27.08.2014 (6:00 PM), thereafter the same was disabled.

The Scrutinizer after carrying out the scrutiny of postal ballots received together with results of e-voting upto the 6:00 PM on 27.08.2014, submitted a consolidated Report on voting (Postal Ballot + E-Voting) on August 28, 2014 as under:

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ITEM NO. 1

Resolution 1: Authorization for Borrowings under Section 180(1)(c) of the Companies Act, 2013. (Special Resolution)

Sl. No	Particulars	Physical	E-voting	Total
1	Total Postal Ballot Forms received	28	11	39
2	Less: Invalid Postal Ballot Forms*	5	Nil	5
3	Valid Postal Ballot Forms	23	11	34
4	Total No. of valid votes casted	649799	1532966	2182765
5	Total No. of votes assented to the resolution	649799	1532966	2182765
6	Total No. of votes dissented to the resolution	0	0	0
7	Percentage of valid votes casted in favour of the resolution	100%		
8	Percentage of valid votes casted against the resolution	0%		
9	Result	Passed with requisite majority		

**Rejected for reasons such as, no mention of Assent / Dissent or shareholder casted voted by both mode by Postal Ballot as well as electronically or shareholder being a Company didn't send Board resolution authorizing the signatory of ballot form for signing the same.*

ITEM NO. 2

Resolution 2: Creation of Charge/Security on movable and immovable properties of the Company, under Section 180(1)(a) of the Companies Act, 2013. (Special Resolution)

Sl. No	Particulars	Physical	E-voting	Total
1	Total Postal Ballot Forms received	28	12	40
2	Less: Invalid Postal Ballot Forms*	5	Nil	5
3	Valid Postal Ballot Forms	23	12	35
4	Total No. of valid votes casted	649799	1533066	2182865
5	Total No. of votes assented to the resolution	649599	1533066	2182665
6	Total No. of votes dissented to the resolution	200	0	200
7	Percentage of valid votes casted in favour of the resolution	99.99%		
8	Percentage of valid votes casted against the resolution	.01%		
9	Result	Passed with requisite majority		

**Rejected for reasons such as, no mention of Assent / Dissent or shareholder casted voted by both mode by Postal Ballot as well as electronically or shareholder being a Company didn't send Board resolution authorizing the signatory of ballot form for signing the same.*

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Based on the Scrutinizer's Report, the Chairman announced the result of Postal Ballot and also announced that, **both the following Special Resolutions** as set out in the Postal Ballot Notice dated 12.07.2014, have been duly passed by the shareholders of the Company with requisite majority:

ITEM NO. 1:

Authorization for Borrowings under Section 180(1)(c) of the Companies Act, 2013.

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution:**

"RESOLVED THAT in supersession to the earlier resolutions passed by the members of the Company, and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the consent of the Company be and is hereby given to the Board of Directors of the Company to borrow for and on behalf of the Company from time to time as they may consider fit, any sum or sums of money in any manner, by way of loans, advances, credits in Indian Rupees or any other foreign currency from any bank or banks or any financial institutions, Central Government or State Government, body corporate, firm, other person or persons, and the money to be borrowed together with the money, if any, already borrowed by the Company (apart from temporary loans and credit obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves, i.e. reserves not set apart for any specific purpose, provided however that, the total amount so borrowed by the Board of Directors shall not at any one time exceed a sum of Rs. 70,00,00,000.00 (Rupees Seventy crore)."

"RESOLVED FURTHER THAT any of the Director/Secretary of the company, be and are hereby jointly/severally authorized to do all such acts, deeds, matters and things as may be necessary and expedient for giving effect to the aforesaid resolution."

ITEM NO. 2:

Creation of Charge/Security on movable and immovable properties of the Company, under Section 180(1)(a) of the Companies Act, 2013.

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution:**

"RESOLVED THAT in supersession to the earlier resolutions passed by the members of the Company, consent of the Company be and is hereby accorded in terms of section 180 (1)(a) and other applicable provisions, if any, of the Companies Act. 2013, to create mortgage and/or charge by the Board of Directors of the company on all the immovable and movable properties of the company's wheresoever situated, present and future and the whole of the undertaking of the company together with

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power to take over the management of the business and concern of the company in certain events, to or in favour of the lender (s)/their agent (s) for securing the loan/borrowings of the company availed/to be availed by way of loans/securities/commercial papers/ bonds and other debt instruments/cash credits/working capital limits etc. from time to time upto an aggregate limit of Rs. 70,00,00,000.00 (Rupees Seventy crore) together with interest at respective agreed rates, Compound additional interests, premium on prepayments or on redemption, costs, charges, expenses and all other moneys payable by the company to the lender (s)/their agent (s) in terms of their respective loan agreements/heads of agreements/Letter of sanction/Memorandum of terms and conditions, entered into by the company, in respect of the said loans.”

“RESOLVED FURTHER THAT any of the Directors/ Secretary of the company, be and are hereby jointly/severally authorized to sign, finalize the documents for creating the aforesaid mortgage and/or charge and to do all such acts and things as may be necessary for giving effect to the aforesaid resolution.”

The Chairman then directed the Company Secretary to intimate the results to the Stock Exchange (BSE)/NSDL and necessary reports on the meeting to the BSE/ROC and also to arrange publication of the results in newspapers and on Company’s website.

Proceedings thereafter concluded with vote of thanks to chair.

Place: Jaipur

Prepared on 30.08.2014

CHAIRMAN

30/8/14

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