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**MINUTES OF 21<sup>st</sup> ANNUAL GENERAL MEETING OF MEMBERS OF UNIQUE ORGANICS LIMITED HELD ON SATURDAY, THE 27<sup>th</sup> JULY, 2013 AT 11.30 A.M. AT REGISTERED OFFICE AT E-521, SITAPURA INDUSTRIAL AREA, NEAR SANGANER, TONK ROAD, JAIPUR (RAJASTHAN).**

**PRESENT:**

1. Mr. J.P.Kanodia, Managing Director & Member (In Chair)
2. Mrs. Madhu Kanodia, Director & Member
3. Mr. Sanjay Sharma, Member
4. Mrs. Sarla Devi Kanodia, Member
5. Mr. Harshvardhan Kanodia, Member.

**IN ATTENDANCE :**

Miss. Nikita Kumar, Company Secretary.  
Mr. Amardeep Singh Ahluwalia, Director.  
Mr. Dilip Kumar Joshi, Director.

**I. CHAIRMAN :**

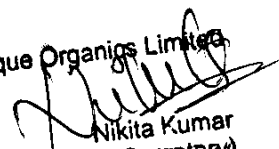
Shri J.P.Kanodia, Managing Director, who was elected as Chairman of the meeting occupied the chair. Being the requisite quorum for the meeting present, the Chairman called the meeting to order.

**II:** The Chairman welcomed the members to the Annual General Meeting. The Notice and the Auditors Report dated 29.05.2013 were read. The Annual Accounts and the Director's Report for the year ended 31.03.2013, having been circulated in advance to the members were taken as read with the consent of members present. Then, the chairman replied some of the queries raised by members on the working activities of the company, thereafter, the business as per the Notice was taken up for consideration.

**ORDINARY BUSINESS:**

**Item No. 01:**

**ADOPTION OF ANNUAL ACCOUNTS FOR THE YEAR 2012-13 :**

For Unique Organics Limited  
  
Nikita Kumar  
(Company Secretary)

On the Motion of Chairman and seconded by Mr. Sanjay Sharma, Member, the following Ordinary Resolution was passed unanimously:-

**“RESOLVED THAT** the Balance Sheet as at 31.03.2013 and Profit & Loss Account for the year ended on that date together with the Director’s Report (including Report on Corporate Governance) and the Auditors Report as laid before the meeting, be and are hereby received, considered and adopted.”

**Item No. 02 :**

**DECLARATION OF DIVIDEND :**

On the motion of Chairman and seconded by Mrs. Madhu Kanodia, Member, the following ordinary resolution was passed unanimously:-

**“RESOLVED THAT** a dividend of 10% i.e. Rs.1/- per equity share on the face value of Rs.10/- each on Company’s paid up equity Share Capital of Rs. 59.53 crores as at 31st. March, 2013, as recommended by the board be and is hereby declared, for payment to those holders of Equity Shares whose names appear in the Register of Shareholders of the Company as on 27th July, 2013.”

**Item No. 03 :**

**APPOINTMENT OF DIRECTOR:**

On the motion of Chairman and seconded by Mr. Sanjay Sharma, Member, the following ordinary resolution was passed unanimously:-

**“RESOLVED THAT** Mrs. Madhu Kanodia, be and is hereby re-appointed as Director of the Company and she shall be liable to retire by rotation.”

**Item No. 04:**

**RE-APPOINTMENT OF AUDITORS:**

For Unique Organics Limited

  
Nikita Kumar  
(Company Secretary)

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On the Motion of Mrs. Madhu Kanodia and seconded by Mr. Sanjay Sharma, Member, the following ordinary resolution was passed unanimously:-

**“RESOLVED THAT** M/s A.K. Meharia & Associates., Chartered Accountants, Jaipur, be and are hereby re-appointed as Statutory Auditors of the company to hold office from the conclusion of this annual general meeting till the conclusion of next annual general meeting, at a remuneration to be decided by the Board of Directors in consultation with the said auditors.”

**VOTE OF THANKS:-**

Thereafter, the meeting concluded with a vote of thanks to the chair.

Date: 27.07.2013.

sd/-  
Chairman

For Unique Organics Limited

  
Nikita Kumar  
(Company Secretary)