

**MINUTES OF 20<sup>th</sup> ANNUAL GENERAL MEETING OF MEMBERS OF UNIQUE ORGANICS LIMITED HELD ON TUESDAY, THE 31<sup>st</sup> JULY, 2012 AT 11.00 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. Mr. Sarla Devi Kanodia, Member
5. Mr. Sajjan Kumar Gupta, Member.
6. Mr. Santosh Agarwal.
7. Mr. Lokesh Agarwal.
8. Ms. Sangeeta Agarwal

**IN ATTENDANCE :**


Miss. Nikita Kumar, Company Secretary.  
Mr. Amardeep Singh Ahluwalia, Director.  
Mrs. 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 & Explanatory Statement dated 08.06.2012 and the Auditors Report dated 29.05.2012 were read. The Annual Accounts and the Director's Report for the year ended 31.03.2012, 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.

For Unique Organics Limited

  
Nikita Kumar  
(Company Secretary)

**ORDINARY BUSINESS:**

**Item No. 01:**

**ADOPTION OF ANNUAL ACCOUNTS FOR THE YEAR 2011-12 :**

On the Motion of Chairman and seconded by Mrs. Madhu Kanodia, Member, the following Ordinary Resolution was passed unanimously:-

**“RESOLVED THAT** the balance sheet as at 31.03.2012 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 :**

**APPOINTMENT OF DIRECTOR :**

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

**“RESOLVED THAT** Shri. Amardeep Singh Ahluwalia, be and is hereby re-appointed as Director of the Company and he shall be liable to retire by rotation.”

**Item No. 03:**

**APPOINTMENT OF AUDITORS :**

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

**“RESOLVED THAT** pursuant to provisions of Section 224(6) of the Companies Act,1956, M/s A.K. Meharia & Associates, Chartered Accountants, Kolkata be and are hereby appointed as the Auditors of the company in place of M/s Gupta Abhishek & Co, Chartered Accountants who tendered resignation on 02.06.2012, from the conclusion of this Annual General Meeting upto the conclusion of next Annual General

For Hiraque Organics Limited

  
Nikita Kumar  
(Company Secretary)

Meeting of the company at a remuneration & out of pocket expenses as may be decided by Board in consultation with them”.

**SPECIAL BUSINESS:-**

**Item No. 4.**

On the Motion of Chairman and seconded by Mrs. Madhu Kanodia, Member, the following Special Resolution was passed unanimously:-

“RESOLVED THAT Mr. Dilip Kumar Joshi, who was appointed as Additional Director w.e.f 29.05.2012 and hold office upto the date of ensuing Annual General Meeting and in whose favour a notice under section 257 proposing his candidature as director of the company has been received from a member and he being eligible for appointment, be and is hereby appointed as Director of the company”.

**Item No. 5.**

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

“RESOLVED THAT pursuant to provisions of Section 309(2) and other applicable provisions, if any, of the Companies Act, 1956 read with Rule 10B of the Companies (Central Government's) General Rules & Forms, 1956, a sitting fee of Rs. 500/- [Rs. Five hundred] be paid to each of the Non-executive Directors of the Company for attending every meeting of the Board of Directors or committee, with immediate effect and Article 124 of Articles of Association be amended by substituting Rs. 500/- in place of Rs.250/- therein”

**VOTE OF THANKS:-**

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

Date: 31.07.2012.

sd/-  
Chairman

Fertileque Organics Limited

  
Nikita Kumar  
(Company Secretary)