

MINUTES OF 19th ANNUAL GENERAL MEETING OF MEMBERS OF UNIQUE ORGANICS LIMITED HELD ON FRIDAY, THE 30th SEPTEMBER, 2011 AT 11.00 A.M. AT REGISTERED OFFICE AT E-521, SITAPURA INDUSTRIAL AREA, NEAR SANGANER, TONK ROAD, JAIPUR (RAJASTHAN).

PRESENT:

1. Shri J.P.Kanodia, Managing Director & Member (In Chair)
2. Smt. Madhu Kanodia, Director & Member
3. Shri. Sanjay Sharma, Member
4. Smt. Sarla Devi Kanodia, Member
5. Shri. Govind Khandelwal, Member.

IN ATTENDANCE :

Miss. Nikita Kumar, Company Secretary.

Mr. Amardeep Singh Ahluwalia, Director.

Mrs. Vinita Mishra, Director.

Mrs. Beena Dangayach (Proxy for Mr. Ashok Dangayach, Member).

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 12.08.2011 and the Auditors Report dated 21.07.2011 were read. The Annual Accounts and the Director's Report for the year ended 31.03.2011, 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 2010-11 :

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 31.03.2011 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 Smt. Sarla Devi Kanodia, Member, the following ordinary resolution was passed unanimously:-

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

Item No. 03:

RE-APPOINTMENT OF AUDITORS :

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

“RESOLVED THAT M/s Gupta Abhishek & Co. 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.”

SPECIAL BUSINESS:-

Item No. 4.

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

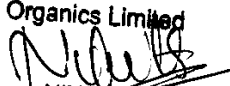
“RESOLVED THAT pursuant to provisions of section 269, 309,198, & Schedule XIII of the Companies Act, 1956, consent of the members be and is hereby given to re-appoint Shri. J.P.Kanodia as the Managing Director of the company for a period of five years i.e. from 01.07.2011 to 30.06.2016 with the following terms:-

- (i) Monthly remuneration @ Rs. 1,25,000/- per month shall be paid.
Other incentives remaining the same as below:-
- (ii) A car with a driver for official use.
- (iii) Mobile phone for official use (He shall reimburse 1/5 of the mobile bills paid by the company considering the same for personal use).
- (iv) Other benefits and perquisites as per the rules of the company”.

VOTE OF THANKS:-

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

Date : 30.09.2011.

sd/-
Chairman
For Unique Organics Limited

Nikita Kumar
(Company Secretary)