

# **UNIQUE ORGANICS LIMITED**

**CIN: L24119RJ1993PLC007148**

**Reg. Office:** E-521, Sitapura Industrial Area, Near Sanganer, Tonk Road, Jaipur-22 (Raj)

Phone: +91-141-2521804, Fax: +91-141-2523653

E-mail: [compliance@uniqueorganics.com](mailto:compliance@uniqueorganics.com); Website: [www.uniqueorganics.com](http://www.uniqueorganics.com)

## **POSTAL BALLOT NOTICE**

### **Notice pursuant to Section 110 of the Companies Act, 2013**

**Dear Member,**

Notice is hereby given 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, including any statutory modification or re-enactment thereof for the time being in force, that the resolutions appended are proposed to be passed as special resolutions by way of postal ballot/e-voting. The explanatory statement pertaining to the aforesaid resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto along with a postal ballot form (the "Form") for your consideration. The Board of Directors of the Company (the "Board") has 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.

You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein by filling necessary details and affixing your signature at the designated place in the Form and return the same in original duly completed in the enclosed self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 6:00 p.m. on 27.08.2014. Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the notice and instructions overleaf the Form. References to Postal Ballot(s) in this notice include votes received electronically. Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman/Director. The result of the postal ballot would be announced by Managing Director or the Company Secretary of the Company on 29.08.2014 at the registered office of the Company. The aforesaid result would be displayed at the registered office of the Company, intimated to the Stock Exchanges where the shares of the Company are listed, published in the newspapers and displayed along with the Scrutinizer's report on the Company's website viz. [www.uniqueorganics.com](http://www.uniqueorganics.com).

#### **RESOLUTIONS:**

##### **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 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.”

Place: Jaipur  
Date: 12.07.2014

By Order of the Board  
For **UNIQUE ORGANICS LIMITED**  
Sd/-  
**AAYUSHI SINGH**  
(Company Secretary)

**Encl:**

- (1) Explanatory Statement.
- (2) Postal Ballot Form
- (3) Self addressed and postage prepaid envelope.

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, setting out material facts is annexed to the Notice.
2. The Notice is being sent to all the Members by post/courier (and also electronically by email to those members who have registered their email id with the Company), whose names appear in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) /Central Depository Services (India) Limited (“CDSL”) as on 04.07.2014.
3. Resolutions passed by the members through Postal Ballot are deemed to have been passed as if the same has been passed in the General Meeting of the members.
4. All documents referred to in the accompanying Notice and the Explanatory Statement is open for inspection at the Registered Office of the Company during the office hours on all working days except Sundays and public holidays between 11:00 a.m. and 1:00 p.m., upto the date of declaration of results of the Postal Ballot.
5. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 and the Listing Agreement entered into with the Stock Exchanges, the Company is pleased to offer e-voting facility as an option to all the Members of the Company. The Company has entered into an agreement with NSDL for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Form. E-voting is optional.
6. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Form may ask for Postal Ballot Form from our Registrar & Share Transfer Agent: ABS Consultant Pvt. Ltd., 99, Stephen House, 6th Floor, 4, B.B.D.Bag, (East) Kolkata-700001, E-mail: absconsultant@vsnl.net, Phone: 033-22301043.
7. Please carefully read and follow the instructions for voting through Postal Ballot form or e-voting, printed overleaf to Postal Ballot Form.

**ANNEXURE TO THE NOTICE**

**Explanatory Statement as required by Section 102 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014**

**ITEM NO. 1**

The export as well as domestic sales of the Company has reached the level of Rs. 245 cr. during the year ended 31<sup>st</sup> March, 2014. As per projections for upcoming years the turnover will considerably increase. Hence for smooth running of operation of the Company and to achieve the desired target in upcoming years and further growth in its business, Company require increased borrowing power which may exceed the aggregate of its paid up capital and free reserves. Therefore, it is proposed to increase the borrowing power of the Company upto Rs 70.00 crore (Rupees Seventy Crore only) which is more than the paid up capital and free reserves of the company.

As per provisions of Section 180 (1) (c) of the Companies Act, 2013 for borrowings more than the paid up capital and free reserves of the company, the approval of shareholders by way of special resolution is required. The Board has approved the said resolution in their meeting held on 23<sup>rd</sup> May, 2014, subject to approval by members by way of special resolution through Postal Ballot.

Your Directors recommend the resolution as set out under item no. 1 of the Notice for your approval by voting through Postal Ballot or through e-Voting.

None of the directors/ key managerial personnel (including their relatives) is concerned or interested in the said resolution.

**ITEM NO. 2**

Company may be required to create charge over its assets, moveable and immovable properties by way of hypothecation, equitable mortgage, assignment, lien and pledge etc in favor of its lenders for the purpose of securing the loan facilities/Cash Credit facilities etc. extended or to be extended by the lenders to the Company. As per provisions of Section 180 (1) (a) of the Companies Act, 2013, approval of the shareholders by way of special resolution is required for the above purposes. The Board has approved the said resolution in their meeting held on 23<sup>rd</sup> May, 2014, subject to approval by members by way of special resolution through Postal Ballot.

Your Directors recommend the resolution as set out under item no. 2 of the Notice for your approval by voting through Postal Ballot or through e-Voting.

None of the directors/ key managerial personnel (including their relatives) is concerned or interested in the said resolution.

**Regd. Office:**

E-521, Sitapura Industrial Area,  
Near Sanganer, Tonk Road,  
Jaipur-302022 (Rajasthan)

Dated: 12<sup>th</sup> July, 2014

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

Sd/-  
**Aayushi Singh**  
(Company Secretary)

# UNIQUE ORGANICS LIMITED

Regd. Off. : E-521, Sitapura Industrial Area, Near Sanganer, Tonk Road, Jaipur - 302 022 (Rajasthan)  
Phone : (91-141) 2521804, Fax : (91-141) 2523653  
E-mail : unique@uniqueorganics.com, compliance@uniqueorganics.com  
Website : www.uniqueorganics.com, CIN : L24119RJ1993PLC007148

## POSTAL BALLOT FORM

Please read the instructions printed overleaf carefully before exercising your vote.

Postal Ballot No. :

1. Name and Registered Address of the Sole / First Named Member (in block letters)

07/14  
D

2. Name(s) of the Joint Member(s), if any (in block letters)

3. Registered Folio No. / DP ID No. / Client ID No.

4. Number of shares held

I / We hereby exercise my / our vote in respect of the Resolutions to be passed through postal ballot for the businesses as stated in the Notice of the Company dated 12th July, 2014, by conveying my / our assent or dissent to the said Resolutions by placing the tick mark (✓) at the appropriate box below.

Sl. No.	Description	Item No.	Type of Resolution	No. of Shares	(FOR)	(AGAINST)
					I/We assent to the Resolution	I/We dissent to the Resolution
1.	Authorization to Board of Directors for Borrowing under Section 180 (1) (c) of the Companies Act, 2013.	1	Special			
2.	Authorization to Board of Directors for creation of Security/Charge/ Mortgage on the properties of the Company under Section 180 (1) (a) of the Companies Act, 2013.	2	Special			

Place :

Date :

\_\_\_\_\_  
Signature of the Shareholder

### Notes:

1. Last Date for receipt of Postal Ballot Form by the Scrutinizer: Close of working hours on 27.08.2014.
2. Please carefully read the instructions printed overleaf before exercising the vote.

### ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	User ID	Password / PIN

## INSTRUCTIONS

### A. GENERAL INFORMATION:

1. There will be only one Postal Ballot Form/ e-voting for every Client ID No. / Folio No., irrespective of the number of joint Member(s). The photocopy of the Postal Ballot Form will not be considered valid.
2. Voting rights in the Postal Ballot / e-voting cannot be exercised by a proxy.
3. Kindly note that the Shareholders can opt only one mode of voting i.e. either by e-voting or physical mode. If you are opting for e-voting, then do not vote by physical Postal Ballot also and vice versa. However, in case Shareholders cast their vote by physical Postal Ballot and e-voting, then voting done through e-voting will prevail and voting done through physical Ballot will be treated as invalid.

### B. PROCESS FOR MEMBERS OPTING FOR VOTING BY POSTAL BALLOT

1. A member desiring to exercise vote by postal ballot shall complete this Postal Ballot Form in all respects and send it to the scrutinizer in the attached self-addressed postage prepaid envelope. However, envelopes containing Postal Ballot Forms, if deposited in person or sent by courier at the expense of the members will also be accepted. The Company also offers voting facility by electronic mode. Please see instructions at point "C" below for details.
2. The self-addressed envelope bears the address of the Scrutinizer. Members are requested not to send any other papers along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelopes as all such envelopes will reach directly to the Scrutinizer and if any extraneous paper is found in such envelope, the same would be destroyed by the Scrutinizer.
3. This Ballot Form should be completed and signed by the member. In case of joint holding, the Form should be completed and signed by the first named member and in his absence by the next named member. The signature of the member on this Postal Ballot Form should be as per the specimen signature registered with the Company or furnished by National Securities Depository Limited / Central Depository Services (India) Limited to the Company, in respect of shares held in the physical form or dematerialized form, respectively.
4. In case of shares are held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by certified copy of the Board Resolution / Authority together with attested specimen signatures of the duly authorized signatory(ies). Postal Ballot Form signed by the holder of power of attorney for and on behalf of a member of the Company must be accompanied by the attested true copy of Power of Attorney. If the same is already registered with the Company or the Registrar, please quote the Registration No. beneath the signature.
5. A tick (✓) mark should be placed in the relevant box signifying assent / dissent for each of the Resolution, as the case may be, before mailing the Postal Ballot Form. Members are entitled to vote For/Against Resolution covering total no of Shares held by them. Members are entitled to cast their votes differently.
6. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on **Wednesday, 27th August, 2014**. Postal Ballot Form received after this date will be strictly treated as if the reply from the member has not been received.
7. A shareholder may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the time and date specified at item no. 6 above.
8. Votes will be considered invalid on following grounds:
  - a) If the Ballot paper is unsigned;
  - b) If the Shareholder's signature does not tally;
  - c) If the Shareholder has marked (v) both in favour and also against in the Ballot paper.
  - d) If the Ballot paper received is torn or defaced or mutilated to an extent that it is difficult for Scrutinizer to identify either the Shareholder or number of votes of as to whether the votes are cast in favour or against the resolution or the signature could not be checked or on one or more of the above grounds;
  - e) If the Ballot paper is received in such a state that it is incomplete, or incorrect, or otherwise it is not possible to assess the Members intention to vote.
9. The Scrutinizer's decision on the validity of the Postal Ballot will be final.
10. The results of the Postal Ballot will be announced on **29th August, 2014**, at the registered office of the Company at E-521, Sitapura Ind. Area, Jaipur-302022 (Raj.) and will also be informed to BSE Limited and will also be posted on the Company's website [www.uniqueorganics.com](http://www.uniqueorganics.com). The result of postal ballot shall also be announced through newspaper advertisement.
11. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the members as on **04.07.2014**.
12. The Company is pleased to offer e-voting facility as an alternate, for its members to enable them to cast their votes electronically instead of dispatching Postal Ballot by post. For exercising e-voting facility, the user ID and initial Password are provided at the bottom of the Postal Ballot Form and the detailed procedure is enumerated below.

### C. PROCESS FOR MEMBERS OPTING FOR E-VOTING

#### 1. In case of members receiving e-mail from NSDL:

- a) Open the attached PDF file giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password. The said PDF file contains your "User ID" and "Password" for E-voting. Please note that the password is an initial password.
- b) Open your web browser during the voting period and log on to the E-voting website <http://www.evoting.nsdl.com>
- c) Click on "Shareholders-Login".
- d) Enter your User ID and password as initial password noted in step (a) above and Click Login.
- e) Password Change menu appears. Change the initial password with new password of your choice. The new password has to be minimum eight digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- f) Home page of "E-voting" opens. Click on "E-voting": Active Voting Cycles.
- g) Select "EVEN" of Unique Organics Limited (i.e. the Electronic Voting Event Number), from the drop down menu.
- h) Now you are ready for "E-voting" as "Cast Vote" page opens.
- i) Cast your vote by selecting appropriate options and click on "SUBMIT" and also "CONFIRM" when prompted. Once you CONFIRM your vote on the resolution.
- j) Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at [sandeepgourisaria@yahoo.com](mailto:sandeepgourisaria@yahoo.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

#### 2. In case of members receiving Postal Ballot Form by Post:

- a) User ID and Initial password is provided at the bottom of Postal Ballot Form.
- b) Please follow all steps from Sl no. (b) to Sl no. (j) above, to cast vote.
- c) If the Shareholder is already registered with NSDL for e-voting, then Shareholder can use his existing user id and password for casting vote.

#### 3. Other e-voting instructions:

- a. Kindly note that vote once cast cannot be modified.
- b. E-Voting period commences on and from Tuesday, **29th July, 2014** and ends on close of working hours on **Wednesday, 27th August, 2014**. Thereafter the e-Voting module will be disabled by NSDL.
- c. In case of any queries/grievances pertaining to electronic voting, Shareholders may refer the Frequently Asked Questions (FAQ's) and e-voting User Manual for Shareholders available at downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or Contact: Mr. Rajeev Ranjan, Assistant Manager, NSDL at the designated email IDs: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [RajivR@nsdl.co.in](mailto:RajivR@nsdl.co.in) or at Tel. Nos.: 022-2499 4600 / 022-24994738.