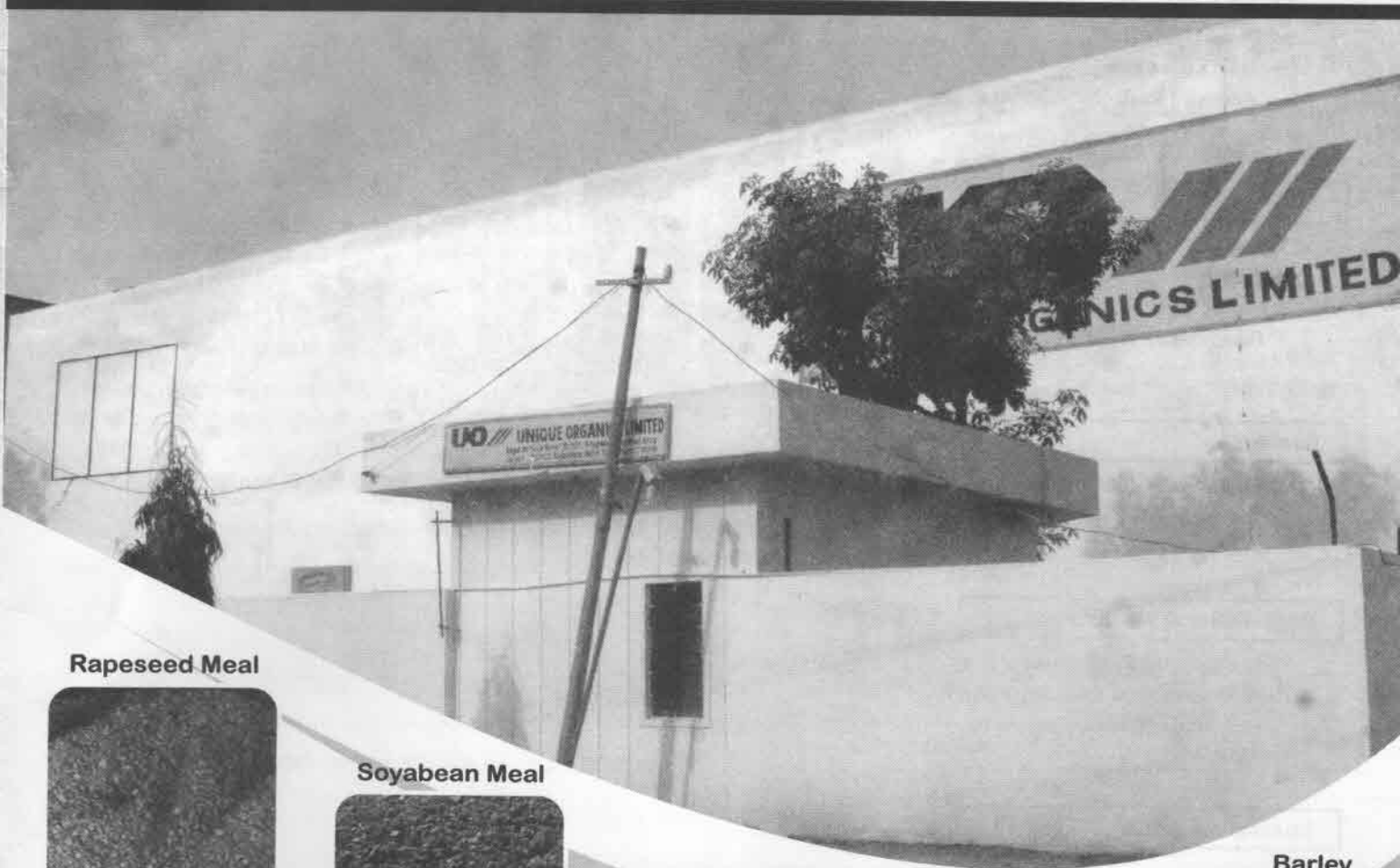




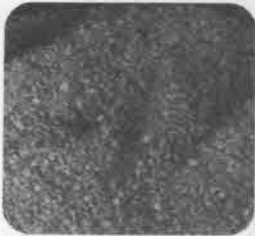
Unique Organics Ltd.

Estd.-1993

Registered by Annual



Rapeseed Meal



Soyabean Meal



Groundnut Meal



Yellow Corn



Barley



21<sup>st</sup> Annual Report 2013



**Board of Directors**

Mr. J. P. Kanodia, *Managing Director*  
Mrs. Madhu Kanodia  
Mr. Dilip Kumar Joshi  
Mr. Amardeep Singh Ahluwalia

**Auditors**

M/s. A. K. Meharia & Associates  
Chartered Accountants  
2, Garstin Place,  
5<sup>th</sup> Floor, Kolkata-700001

**Bankers**

Bank of Baroda  
Nehru Place, Tonk Road, Jaipur

**Regd. Office & Works**

E-521, Sitapura Industrial Area,  
Near Sanganer, Tonk Road, Jaipur-(Raj.)  
E-mail : [unique@uniqueorganics.com](mailto:unique@uniqueorganics.com)

**Internal Auditors**

**Gourisaria Goyal & Co. Chartered**  
Accountants  
1st Floor, 43-A, Everest Colony, Near Nagar Nigam Office,  
Lal Kothi, Jaipur - 302015.

**Registrar & Share Transfer Agent**

**ABS Consultants (P) Ltd.**  
99, Stephen House, 6<sup>th</sup> Floor,  
4, B.B.D. Bag, (East)  
Kolkata-700001  
E-mail : [absconsultant@vsnl.net](mailto:absconsultant@vsnl.net)

**UO**  
**Unique Organics Ltd.**  
Estd.-1993

## NOTICE

Notice is hereby given that Twenty First Annual General Meeting of the members of Unique Organics Limited will be held on Saturday, the 27<sup>th</sup> July, 2013 at 11.30 A.M. at the Regd office of the company, at E-521, Sitapura Industrial Area, Near Sanganer, Tonk Road, Jaipur (Rajasthan) to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2013 and the Profit and Loss Account for the year ended on that date, alongwith Reports of Directors and Auditors thereon.
2. To declare a dividend on equity shares.
3. To appoint a director in place of Mrs. Madhu Kanodia, who retires by rotation and being eligible offers herself for reappointment.
4. To re-appoint M/s. A.K. Meharia & Associates, Chartered Accountants, Kolkata, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

Registered office:  
E-521, Sitapura Industrial Area  
Near Sanganer, Tonk Road,  
Jaipur (Rajasthan).  
Dated : 29<sup>th</sup> May, 2013

By Order of the Board.  
sd/-  
(Nikita Kumar)  
Company Secretary

## NOTES :

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself. The proxy need not be a member of the company. The proxy should be lodged with the company's Registered office not less than 48 hours before the commencement of the meeting.
2. The Register of members and share transfer books of the company will remain closed from 12.07.2013 to 27.07.2013(both days inclusive).
3. The members are requested to notify change of their addresses, if any, at the registered office of the company at an early date.
4. Members are requested to register their email addresses by sending promptly written request to company's Registrar & Share Transfer Agent: M/s ABS Consultants (P) Ltd, 99 Stephen House, 6<sup>th</sup> Floor, 4.B.B.D., Bag(E), Kolkata-700001 for service of documents/notices by electronic mode.
5. Shareholders are requested to bring their copies of Annual Report to the meeting.
6. The dividend on equity shares if declared at the ensuing Annual General Meeting, will be credited/dispatched within 26.08.2013 as under:-
  - (a) To all the members holding shares in electronic form as per beneficial ownership data as may be available to the company by NSDL & CDSL as at the end of the business day hours on 11.07.2013 or
  - (b) To all the members holding shares in physical form whose name appears on the Register of members of the company after giving effect to all the valid share transfers in physical form lodged with the company /Registrar upto the close of business hours on 11.07.2013.
7. Members are requested to send their queries, if any, atleast 10 days in advance of the meeting so that the information can be made available at the meeting. As required under Clause 49 (vi) of the Listing Agreement, brief resume including experience, other directorship and committee membership of the persons proposed for appointment/re-appointment as Director, is given in Report on Corporate Governance.

## DIRECTOR'S REPORT

To,  
All Members

The Board of Directors are pleased to present the Twenty First Annual Report together with the Audited Statement of Account for the year ended on 31<sup>st</sup> March, 2013.

### FINANCIAL RESULTS

	(Rs. in Lacs)	
	As at 31st March, 2013	As at 31st March, 2012
Sales	16,016.03	11846.86
Other Income	129.85	129.55
Total Operational Cost	2215.40	2545.51
Finance Cost	138.45	120.90
Depreciation	14.61	8.88
Tax Provision	111.18	50.45
Net Profit (Loss)	188.31	125.64
Paid-up share capital	596.84	696.84
Reserve & Surplus	198.34	79.21
Transfer to Reserves (CRR)	40.00	60.00
Profit & Loss A/c	80.26	1.13

### OPERATIONS

During the year under review, the company registered a remarkable growth in turnover despite stiff competition in international market. As is evident, the turnover increased to Rs 16,016.03 lacs during the year under review from Rs. 11,846.86 lacs during the previous year, thus registering an increase by 35.19%.

Your directors are glad to inform you that the company has successfully embarked its programme to expand the market abroad and hope to achieve even further better working results in the current year except the unforeseen circumstances beyond the control of the company.

The Company has plan to establish necessary network to ease out the timely shipment and has plans to further expand the market and strengthen our operations.

### DIVIDEND:

With your whole hearted support and considering your Company's profitability & cash flow your Directors are pleased to recommend a Dividend of 10% i.e. Re. 1/- per equity share on a face value of Rs. 10/- each on 59,53,000 equity shares fully paid-up as on March 31, 2013.

### FORFEITURE OF PARTLY PAID EQUITY SHARES:

Pursuant to provisions of articles of association of the company & applicable provisions of Companies Act, 1956, the Board of Directors in their meeting held on 05.03.2013 had decided to forfeit 18,500 partly-paid equity shares for non-payment of long outstanding allotment money. The Bombay Stock Exchange was duly informed as per Listing agreement.

### Redemption of Preference Shares

The 1,00,000 9% Non-Cumulative Redeemable Preference shares of Rs.100/- each fully paid up, forming in aggregate Rs. 1,00,00,000/- in the share capital of the company and due for redemption were redeemed during the year under review pursuant to provisions of Section 80 of the Companies Act, 1956.

### Foreign Exchange Earnings & Outgo

	2012-13	2011-12
F.E. Earnings: Export sales	Rs. 1,271,827,696.49	Rs. 1,047,492,223.47
F.E. Outgo: Traveling & other exp.	Rs. 117.67 lacs	Rs. 86.81 lacs

### Directors

Mrs. Madhu Kanodia, Director of the Company, retires at the ensuing Annual General Meeting and being eligible offers herself for re-appointment, in terms of provisions of Articles of Association of the Company.

### Directors Responsibility Statement

Pursuant to provisions of section 217(2AA) of The Companies Act, 1956, your directors hereby state :

- (i) that in the preparation of the annual accounts, the applicable accounting standards had been followed alongwith proper explanation relating to material departures;
- (ii) that the directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for that period;
- (iii) that the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (iv) that the directors had prepared the annual accounts on a going concern basis.

### FIXED DEPOSITS:

The company has not invited/accepted any deposits within the meaning of Sections 58A and 58AA of the Companies Act, 1956.

### AUDIT COMMITTEE

In compliance of the provisions of section 292A of Companies Act, 1956, and Clause 49 of the Listing Agreement, an audit committee comprising Shri Amardeep Singh Ahluwalia and Shri. Dilip Kumar Joshi, non – executive & independent directors and Shri J.P. Kanodia, Managing Director existed. The powers and functions of the said Audit Committee are as per Section 292A of Companies Act, 1956 and Clause 49 of the Listing Agreement.



**LISTING OF SHARES:**

The company's equity shares continue to be listed with Bombay Stock Exchange (BSE) which has nationwide trading terminals.

**AUDITORS:**

M/s A.K. Meharia & Associates, Chartered Accountants, Kolkata, Statutory Auditors of the company, hold office until the conclusion of the ensuing annual general meeting and, they being eligible, offer themselves for re-appointment.

**PARTICULARS OF EMPLOYEES:**

There is no employee covered under section 217(2A) of the Companies Act, 1956 and thus the particulars under the Companies (Particulars of Employees) Rules, 1975, are Nil.

**Particulars of Conservation of Energy, Technology Absorption and Foreign Exchange Earning and Outgo:**

Being focused on trading for the year under review, energy cost constituted a small proportion of the total cost and there is not much scope for energy conservation.

However, pursuant to section 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, the requisite particulars are furnished at Annexure given hereto forming part of this Report. Foreign exchange earning and outgo are furnished as aforesaid.

**DEPOSITORY SYSTEM:**

In order to keep pace with the changing technology and to provide the benefits of electronic trading to our members, your company's shares are tradable compulsorily in electronic form and it established connectivity with depositories, viz. National Securities Depositories Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The company also has common agency for transfer of shares both in demat and in physical form.

**CORPORATE GOVERNANCE:**

Your company has proactively been following the best practices adopted by good corporates in India. The report on Corporate Governance forms a part of this report. The Auditor's certificate on the compliance of Corporate Governance embodied in Clause 49 of the Listing Agreement is attached as Annexure and forms a part of this report. All board members have affirmed compliance with Code of Conduct on annual basis.

**MANAGEMENT DISCUSSION AND ANALYSIS:**

Your directors are glad to inform the members your company has occupied a good market share for animal feed. The management discussion and analysis is given as under:

(a) Industry structure and development: The spices and oilseeds industry continued to pass through a difficult phase during the year under review due to the unfavorable raw material prices, heavy fluctuation in Euro zone countries & stiff competition

(a) Industry structure and development: The spices and oilseeds industry continued to pass through a difficult phase during the year under review due to the unfavorable raw material prices, heavy fluctuation in Euro zone countries & stiff competition from the manufacturers all over the world. Despite this, your company has been able to come up with commendable working results with even higher expectation in the years to come.

(b) Opportunity and threats: Your directors are making efforts to explore new markets mainly for animal feed and are hopeful to achieve even better working results in future. However the company has no control over sudden change in prices of raw materials and changes in Government fiscal policies.

(c) Segment wise performance: The company deals in Other Agricultural Products mainly trading of feed ingredients with insignificant processing of spices.

**SPICES:** - Semi-automatic plant has already been installed. Production will grow as per the requirements and demand.

**FEED:** - Maximum business of your company is from Animal Feed export. Looking to the regular demand of Animal Feed throughout the world & India being a competitive supplier, we expect regular growth in the business. Presently, your company is catering to South-east Asian countries with a vision to explore European Market in near future.

(d) Outlook: We have excellent forward visibility and expectedly hope to achieve steady growth in 2013-14. The company is entering into new markets and contacting new buyers overseas to expand business as may be possible by making available the quality products at competitive prices. For the domestic market, we are in contact with big institutional buyers, food/snack processors for tie ups & are also planning to display Company's products in International exhibitions during 2013-14.

(e) Risk and concerns: The business of the company depends on the world economic scenario, as the company is in export business which involved greater risks like: Political & Economic instability in importing countries, Currency fluctuations etc. thereby incurring loss due to change in attitude of buyers abroad.

(f) Internal control system: The Company is maintaining proper and safe internal control systems, providing adequate safeguard and effective monitoring of transactions & organizational accomplishments. The internal audit system of the company helps bringing a systematic, disciplined approach to evaluate and improve the effectiveness of risk management, control, and governance processes.

(g) Discussion on financial performance with respect to operating performance: Your company has witnessed a phenomenal rise in turnover, and further improvement in business is expected in the years to come. The operating performance is highlighted in the para "Financial results" above.

(h) Developments in human resources and industrial relations: Employees are vital to the company. Your company takes great pride in the commitment, competence and vigour shown by its workforce in all realms of business. The company continues to take new initiatives to further align its HR policies to meet the growing needs of its business. People's development continues to be a focus area at Unique Organics. Cordial and peaceful Industrial relation prevailed throughout the year.

(i) Cautionary statement: The business of the company depends on the international business scenario, prevailing recessionary trend, government policy, demand of products and government support by way of some assistance for export of its products.

**ACKNOWLEDGMENT:**

Your directors express their sincere thanks to Central and State Government departments, Banks, foreign buyers and customers for their cooperation and encouragement they always extended to the company and look forward to their continued support. For the continuous support and meticulous efforts of Dealers, Business Associates and employees in ensuring an all round improved operational performance, your directors wish to place on record their sincere thanks and appreciation.

For & on behalf of the Board of Directors.  
Sd/-

(J.P. Kanodia)  
Chairman & Managing Director.

Place : Jaipur  
Date : 29.05.2013.

**ANNEXURE TO THE DIRECTORS' REPORT.**

Information under Section 217(1) (e) of the Companies Act, 1956, read with Companies (Disclosure of Particulars in the report of Board of Directors) Rules, 1988 and forming part of the Directors' Report :

**I. CONSERVATION OF ENERGY**

	2012-13	2011-12
<b>Power &amp; Fuel Consumption</b>		
1. Electricity		
(a) Purchase		
Units	340976	103827
Total Amount (Rs.)	66092	492251
Rate/Unit (Rs.)	5.16	4.74
(b) Own Generation		
Through Diesel Generator		
Unit	-	-
Unit per litre of diesel oil	-	-
Cost/Unit(Average) Rs.	-	-

2. Coal (B-Grade)	-	-
Quantity (MT.)	-	-
Total Cost (Rs.)	-	-
Average Rate (Rs/MT)	-	-
3. Furnace Oil	-	-
Quantity (Kilo/Ltr)	-	-
Total Amount (Rs.)	-	-
Average Rate (Rs./Ltr.)	-	-
4. Diesel	-	-
Quantity (Kilo/Ltr)	-	-
Total Amount (Rs.)	-	-
Average Rate (Rs./Ltr.)	-	-

**A. Consumption per unit of Production**

Electricity (Unit)	-	-
Coal (B-Grade) (Kg/TP)	-	-
Furnace Oil (Kilo/Ltr)	-	-
Diesel (Kilo/Ltr)	-	-

**II. TECHNOLOGY ABSORPTION :**

<b>A. Research &amp; Development (R&amp;D)</b>		
1. Specific Areas in which R&D carried out by the company	N.A.	N.A.
2. Benefit derived as a result of R&D	N.A.	N.A.
3. Future Plan of Action	N.A.	N.A.
4. Expenditure on R&D	Nil	Nil

**B. Technology absorption, Adaptation and innovation: the Indigenous technology was already adopted.**

For & on behalf of the Board of Directors.

Sd/-

(J.P. Kanodia.)  
Chairman & Managing Director.

Place : Jaipur  
Date : 29.05.2013.

**CORPORATE GOVERNANCE REPORT**

**1. COMPANY’S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE:**

It has always been the company’s endeavour to excel through better Corporate Governance and fair and transparent practices. Your company does not merely believe in the compliances under regulations to be a compliant company as per the laws of the land, rather it emphasizes that the adoption of best corporate governance practices is a key driver to achieve higher levels of stakeholders’ satisfaction. In order to achieve this goal, the working operations of the company are based on broad principles of transparency, accountability and integrity in functioning.

The Board of Directors evolved and adopted a Code of Conduct based on the principles of good corporate governance and best management practices being followed. The Company complies with the revised Clause 49 of the Listing Agreement.

**II. BOARD OF DIRECTORS:**

The Board of Directors of the company is duly constituted as per the requirements of the Listing Agreement which requires 50% of the board’s strength of Independent Directors. Accordingly the board comprises 4 directors, including one Managing Director(viz. executive director), one non-executive non independent director and two non-executive independent directors. The Non-executive independent directors of your company have experience in business, education and finance. The directors do not have any pecuniary relationship with the company. As per the resolution passed in previous AGM of the company held on 31.07.2012, a sitting fee of Rs 500/- is paid to each non-executive director for every meeting of the board & committee attended by him.

**A. COMPOSITION OF BOARD OF DIRECTORS AS ON 29.05.2013 :**

S.No.	Name of Directors	Designation	Executive/ Non Executive / Independent	No. of other directorship in Pub. Ltd. Companies	No. of other Board/Committee of which Member
1.	Shri J. P. Kanodia	Managing Director	Executive	-	-
2.	Smt. Madhu Kanodia	Director	Non Executive / Non Independent	-	-
3.	Shri Amardeep Singh Ahluwalia	Director	Non Executive / Independent	-	-
4.	Shri Dilip Kumar	Director	Non Executive / Independent	-	-

**A. BOARD PROCEDURE :**

In compliance with the Listing Agreement, the members of the Board are provided with requisite information within the stipulated time period, which are dealt with properly. The Board of Directors consider all matters required to be considered statutorily. In addition, following matters are discussed at the meetings of the Board:

1. Business Strategies and plans.
2. Annual operating and capital expenditures.
3. Human Resource policies.
4. Compliance with regulatory requirements and review of major outstanding legal issues.
5. Approval of quarterly/half yearly/annual results, after consideration by audit committee.
6. Transactions pertaining to purchases/disposal of assets.
7. Modifications in the financial policies, whenever required.
8. Foreign exchange exposure and risks.

All the directors who are members of various committees are within the permissible limits of Listing Agreement. They intimate about their membership in various committees in other companies.

During the year 2012-13, eight meetings of Board of Directors were held on 29.05.2012, 08.06.2012, 10.07.2012, 17.09.2012, 10.11.2012, 21.01.2013, 13.02.2013 & 05.03.2013. The maximum time gap between any two meetings was not more than four calendar months.



**C. ATTENDANCE OF DIRECTORS AT MEETINGS OF THE BOARD AND ANNUAL GENERAL MEETING:**

Name of the Directors	No. of Board Meeting Attended during 01.04.2012-31.03.2013	Whether Present at AGM
Shri J.P. Kanodia	8	Yes
Smt. Madhu Kanodia	8	Yes
Shri Amardeep Singh Ahluwalia	8	Yes
Shri Dilip Kumar Joshi	7	Yes

**III. REMUNERATION OF DIRECTORS :**

The Managing Director is paid a monthly remuneration of Rs. 1,25,000/- per month. As approved in the AGM held on 31.07.2012, a sitting fees of Rs. 500/- is paid to each non-executive director for attending each meeting of the Board or Committee.

**IV. COMMITTEES OF THE BOARD :**
**A. AUDIT COMMITTEE:**

- (i) The said committee comprised Shri. Amardeep Singh Ahluwalia, Shri Dilip Kumar Joshi, independent directors and Shri. J.P. Kanodia, Managing Director.
- (ii) Four meetings of the committee were held during the year on 29.05.2012, 10.07.2012, 10.11.2012 & 13.02.2013.
- (iii) The powers and functions of audit committee are as provided in section 292A of the Companies Act, 1956 and Clause 49 of the Listing Agreement.
- (iv) Company Secretary acts as a Secretary to the Audit Committee.

**B. SHAREHOLDERS' GRIEVANCE COMMITTEE :**

As the company focuses on shareholder's satisfaction and enhancing shareholders' value, the shareholders' grievance committee comprised Shri. Amardeep Singh Ahluwalia and Shri Dilip Kumar Joshi, non-executive independent directors. During the year under review no meeting of the committee was convened since no complaints/grievances from shareholders were received during the period. The Company Secretary acts as a Secretary to the Committee.

**C. REMUNERATION & APPOINTMENT COMMITTEE:**

The Remuneration & Appointment Committee of the company comprised two non-executive independent directors namely Shri. Amardeep Singh Ahluwalia and Shri Dilip Kumar Joshi to consider appointment and remuneration payable to directors. During the year under review no meeting of the committee was convened. The Company Secretary acts as a Secretary to the Committee.

**D. SHARE TRANSFER COMMITTEE:**

In order to consider matters pertaining to transfer, transmission, splitting and duplicate share certificates etc company has a share transfer committee comprising Shri. J.P. Kanodia, Managing Director, Shri.Amardeep Singh Ahluwalia and Shri Dilip Kumar Joshi non-executive independent directors. 09 meetings of the committee were convened during the year on 11.06.2012, 10.07.2012, 21.07.2012, 24.09.12, 16.10.2012, 06.11.2012, 26.11.2012, 07.02.2013 & 27.02.2013. The Company Secretary acts as Secretary to the Committee.

**E. CODE OF CONDUCT & ETHICS:**

The Board of Directors has a Code of Conduct & ethics for all Board Members who have affirmed compliance with the same on annual basis. A declaration signed by Managing Director is given at the end of this Report.



**F. CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING:**

Under provisions of SEBI (Prohibition of Insider Trading) Regulations, 1992 Company has formulated a code of conduct for prevention of insider trading. The code is applicable to all the directors and designated personnels. The trading window is closed at the time of declaration of results, dividend and other material events. The Company takes yearly disclosures under said regulations from Directors/officers/designated employees.

**V. SHARE TRANSFERS:**

As the company's shares are compulsorily traded in demat segment on BSE, bulk of transfers take place in electronic form. For expediting physical transfer of shares, the company has appointed common agency, M/s, ABS Consultants (P) Ltd, 99 Stephen House, 6<sup>th</sup> Floor, 4 B.B.D. Bag, (East), Kolkata-700001, for demat as well as physical transfer. The Board has delegated share transfer function to the Share Transfer Committee. Physical transfers are effected well within the statutory period as prescribed under Listing Agreement.

**A. Shareholding Pattern as on 31.3.2013: (Equity shares of Rs. 10/- each)**

S.No.	Category	No. of Holders	No. of Shares	No. of Shares in Demat	% of Shares Holding	% of Demat Shares
1.	Promoters	6	1656394	1656394	27.82	27.82
2.	Mutual Funds & UTI	Nil	Nil	Nil	Nil	Nil
3.	Bank, Financial Institutions, Ins. Companies (Central/State Govt. Inst., Non-Govt. Inst.)	2	187500	25000	3.14	.42
4.	Foreign Inst. Investors	Nil	Nil	Nil	Nil	Nil
5.	Private Corporate Bodies	61	256087	176687	4.30	2.97
6.	Indian Public	4075	3853019	2105119	64.73	35.36
7.	NRIs/OCBs	Nil	Nil	Nil	Nil	Nil
8.	GDR	Nil	Nil	Nil	Nil	Nil
	<b>Grand Total</b>	4144	5953000	3963200	100	66.57

Note: No. of shares pledged are Nil. The company has only one class of equity shares.

**B. Number of Shares held by non-executive directors as on 31.03.2013:**

S.No.	DIRECTOR	NO. OF SHARES
1	Smt. Madhu Kanodia	285100
2	Shri. Amardeep Singh Ahluwalia	NIL
3	Shri. Dilip Kumar Joshi	NIL

**B. Distribution of Shareholding as on 31.3.2013:**

No. of Shares	Share Holder (NOS)	Total % (ShareHolders)	No. of Shares	Total % (Shares)
1 to 500	3194	77.08	956567	16.07
500 to 1000	503	12.14	416413	7.00
1001 to 2000	200	4.83	297251	4.99
2001 to 3000	95	2.29	237239	3.99
3001 to 4000	25	0.60	88925	1.49
4001 to 5000	31	0.75	145000	2.44
5001 to 10000	42	1.01	320905	5.39
10001 to 50000	45	1.09	1038631	17.45
50001 to 100000	2	0.05	124200	2.09
100001 & above.	7	0.17	2327869	39.10
Total	4144	100.00	5953000	100.00

Brief Resume of Directors seeking appointment/re-appointment at the ensuing Annual General Meeting is given below:

- (A) Mrs. Madhu Kanodia (born on 03.11.1961)  
 Education: B.Sc (Hons.)  
 Experience: 20 years in spice business.  
 Other Directorships: Nil  
 Committee memberships: 2

### CEO/CFO Certification

Certification on financial statements to clause 49V of the listing agreement has been obtained from the Managing Director of the company who also heads the finance and accounts. Copy of same is given at the end of this report.

### NAME & DESIGNATION OF COMPLIANCE OFFICER:

Miss. Nikita Kumar, Company Secretary of the company is the Compliance Officer of the company for complying with the provisions of Listing Agreement, Company Law and SEBI Rules & regulations. Her Email id : compliance@uniqueorganics.com.

### VI.GENERAL SHAREHOLDERS INFORMATION:

- 21<sup>st</sup> Annual General Meeting (to be held) Date : 27.07.2013 Time : 11.30 a.m.  
 Venue: E-521, Sitapura Industrial Area, Near Sanganer, Tonk Road, Jaipur (Raj.).
- Date of Book Closure: 12.07.2013 to 27.07.2013 (both days inclusive)
- Financial Calendar of company for 2013-14:  
 The financial year covers the period from April to March. Quarterly Results for
  - First quarter ending June 30, 2013 : before Aug 14, 2013.
  - Half year ending Sept. 30, 2013: before Nov 15, 2013.
  - Third quarter ending Dec.31, 2013: before Feb 14, 2014.
  - Fourth quarter ending March 31,2014: before 15 May, 2014.

Note: The above dates are indicative only.

- Registered Office: E-521, Sitapura Industrial Area, Near Sanganer, Tonk Road, Jaipur (Raj.)
- Dematerialisation of shares and liquidity: The company's shares are available for dematerialisation on both Depositories, viz. NSDL and CDSL. Shares of the company are to be delivered compulsorily in demat form by all investors. Shares representing 66.57% of the paid up capital have so far been dematerialised by investors as on 31.3.2013.
- Stock Code:  
 Number in NSDL and CDSL for equity shares: ISIN INE333E01019  
 Bombay Stock Exchange, Mumbai: 530997
- Share Price Datas: During the year 2012-13, the monthly high and low share prices of the company traded on Bombay Stock Exchange are as below ; - (in Rupees)

Month	High Price	Low Price	Month	High Price	Low Price	Month	High Price	Low Price	Month	High Price	Low Price
Apr-12	3.88	3.21	Jul-12	11.48	5.52	Oct-12	8.92	7.00	Jan-13	10.65	8.66
May-12	6.64	4.07	Aug-12	10.82	8.49	Nov-12	8.89	7.05	Feb-13	10.40	6.66
Jun-12	6.80	6.26	Sep-12	8.92	6.85	Dec-12	11.20	7.62	Mar-13	08.80	6.32

- Address for correspondence:  
 Shareholders can have correspondence at the following address both for Demat and Physical transfer and other grievance if any.
  - Registrar & Share Transfer Agent: ABS Consultants (P) Ltd. 99, Stephen House, 6<sup>th</sup> Floor, 4, B.B.D. Bag, (East) Kolkata-700001.
  - Registered Office of Company: E-521, Sitapura Industrial Area, Near Sanganer, Tonk Road, Jaipur (Raj.).

- Information on Shareholders meetings:  
 The last three annual general meetings of company were held as under:

Date	Time	Venue
30.09.2010	11.00 am.	E-521, Sitapura Industrial Area, Near Sanganer, Tonk Road, Jaipur
30.09.2011	11.00 am.	E-521, Sitapura Industrial Area, Near Sanganer, Tonk Road, Jaipur
31.07.2012	11.00 am.	E-521, Sitapura Industrial Area, Near Sanganer, Tonk Road, Jaipur

Note : Only One special Resolution was passed in the 18<sup>th</sup> AGM held on 30.09.2010: Approving payment of remuneration to M.D.  
 One special Resolution was passed in the 19<sup>th</sup> AGM held on 30.09.2011: Approving re-appointment of & increase in remuneration to M.D.  
 One special Resolution was passed in the 20<sup>th</sup> AGM held on 31.07.2012: Approving the payment of sitting fees of Rs.500/- to every Non-executive director of the company for each meeting of the Board of Directors or committee thereof attended by them.  
 No special resolution requiring postal ballot was passed in aforesaid AGMs.

#### 10. Disclosures:

The company has complied with provisions of law and no penalties have been imposed by the Stock Exchange, SEBI or other authority on any matter related to the capital market during last three years. The related party transactions are as given at Sr. No.B-4 of schedule 14 of the Accounting Policies and Notes to Accounts.

#### 11. Audit for Reconciliation of Capital:

A Senior Practising Company Secretary carried out quarterly Secretarial Audit to reconcile the total admitted Capital with NSDL & CDSL and the total issued and listed capital. The audit confirmed that the total issued/paid up capital was in agreement with the aggregate of the total number of shares in physical form and the total number of demat shares held with NSDL and CDS.

#### 12. Means of communication:

The quarterly and half yearly results are published in Newspapers. Information released to the press at the time of declaration of result is also being sent to Bombay Stock Exchange where the shares of the company are listed for the benefit of investors. Company's full Annual Report, shareholding pattern, Corporate Governance Report, Financial Results, News, events were also posted on company's website.

#### VII. AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE:

The company has obtained a certificate from its auditors regarding compliance of conditions of corporate governance as stipulated in the listing agreement with Bombay stock exchange. The said corporate governance certificate is annexed to this report.

The above report has been placed before the Board at its meeting held on 29<sup>th</sup> May, 2013 and the same has been duly approved.

For & on behalf of the Board of Directors.

Sd/-

(J.P. Kanodia.)

Chairman & Managing Director.

Date: 29<sup>th</sup> May, 2013

#### DECLARATION BY CEO ON CODE OF CONDUCT.

I, J.P. Kanodia, Managing Director of the company, hereby declare that the company has obtained from all the Board Members of the company affirmation that they have complied with the code of conduct as applicable to them. The company has no senior management personnel.

For Unique Organics Limited

sd/-

(J.P. Kanodia)

Chairman & Managing Director

Place: Jaipur

Date: 29<sup>th</sup> May, 2013

**AUDITOR'S CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE.**

To,  
The Members of Unique Organics Limited,  
Jaipur.

We have examined the compliance of conditions of Corporate Governance as stipulated in clause 49 of the Listing Agreement by Unique Organics Limited for the year ended 31<sup>st</sup> March, 2013.

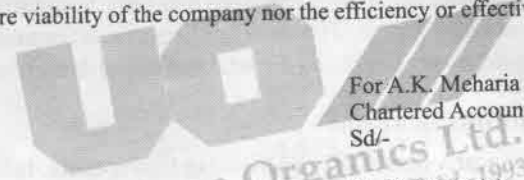
The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to a review of the procedures and implementation thereof adopted by the company for ensuring the compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the management, we certify that the company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement.

We state that no investor grievance is pending for a period exceeding one month against the company as per the records maintained by the Shareholders Grievance Committee.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

Dated: 29th May, 2013

  
 For A.K. Meharia & Associates  
 Chartered Accountants  
 Sd/-  
 (A. K. Meharia)  
 Partner  
 Membership No.53918  
 Firm Reg. No.324666E

**CERTIFICATE FROM MANAGING DIRECTOR (ALSO HEADING FINANCE FUNCTION)**

I, J.P. Kanodia, Managing Director of the company, Unique Organics Limited (also heading its finance and accounts functions) hereby certify as under:

- (a) I have reviewed financial statements and the cash flow statement for the year ended 31st March, 2013, and that to the best of my knowledge and belief:
  - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of my knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- (c) I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and I have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps I have taken or propose to take to rectify these deficiencies.
- (d) There have been no:
  - (i) significant changes in internal control over financial reporting during the year;
  - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (iii) instances of fraud of which I have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Place: Jaipur  
Date: 29<sup>th</sup> May, 2013

For Unique Organics Limited

sd/-  
 (J.P. Kanodia)  
 Managing Director.



## AUDITOR'S REPORT TO THE SHAREHOLDERS

### Report on the Financial Statements

We have audited the accompanying financial statements of **UNIQUE ORGANICS LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2013, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2013;
- (b) in the case of the statement of Profit and Loss, of the profit for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
  - (a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - (b) in our opinion proper books of accounts as required by law have been kept by the Company so far as appears from our examination of those books and proper returns adequate for the purposes of our audit have been received from branches not visited by us;
  - (c) the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account and with the returns received from branches not visited by us;
  - (d) in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;
  - (e) on the basis of written representations received from the directors as on 31<sup>st</sup> March 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

(f) Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

For A.K. Meharia & Associates  
Chartered Accountants  
Sd/-

(A. K. Meharia)  
Partner  
Membership No.53918  
Firm Reg. No.324666E

Dated: 29th May, 2013

**ANNEXURE TO THE AUDITOR'S REPORT  
(Referred to in paragraph 1 of our report of even date)**

- i)
  - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - b) Fixed assets have been physically verified by the Management. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
  - c) No fixed assets disposed off during the year, and therefore, in our opinion, the going concern status of the company is not affected.
- ii)
  - a) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
  - b) The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
  - c) The Company has maintained proper records of its inventories. No material discrepancies were noticed on physical verification.
- iii)
  - a) The company has not granted loans, secured or unsecured to Companies, firms or other parties, covered in the register maintained under section 301 of the Companies Act, 1956. Therefore, provisions of clause (iii) (a) to (d) of the said order are not applicable.
  - b) The Company has not taken any loan, secured or unsecured from the company, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Therefore, provisions of clause (iii) (e) to (g) of the said order are not applicable.
- iv)
 

In our opinion and according to the information and explanations given to us, there is adequate internal control system commensurate with the size of the Company and nature of its business, for the purchase of inventories, fixed asset and for the sale of goods and services. During the course of our audit, we have not observed any major weakness in internal control system.
- v)
 

According to the information and explanation provided by the management, there have been no contracts or arrangements during the year that need to be entered into the register maintained under Section 301 of the Companies Act, 1956. Therefore, the provisions of clauses (v) (a) and (b) of the order are not applicable.
- vi)
 

The Company has not accepted any deposit from the public as stipulated under the Provisions of section 58A and 58AA of the Companies Act, 1956.
- vii)
 

In our opinion and according to the information and explanations given to us, the Company has an internal audit system commensurate with the size and nature of its business.
- viii)
 

We have broadly reviewed the books of account maintained by the Company, pursuant to the Companies (Cost Accounting Records) Rules, 2011 prescribed by the Central Government under Section 209(1) (d) of the Companies Act, 1956 and are of the opinion that prima facie, the prescribed accounts and cost records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate and complete.

- ix) a) In our opinion and according to the information and explanations given to us, Company is generally been regular in depositing with appropriate authorities undisputed statutory dues, as required under this clause and applicable to the Company during the year.
- b) According to the information and explanations given to us, there is no undisputed amount payable in respect of statutory dues, outstanding for more than six months from the date they become payable as on 31st March, 2013.
- c) According to the information and explanations given to us, there are no statutory dues that have not been deposited with the appropriate authorities on account of any dispute.
- x) The Company does not have any accumulated losses at the end of the financial year and has not incurred any cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- xi) Based on our audit procedure and on the basis of information and explanations given by the management, the Company has not defaulted in repayment of dues to financial institutions or banks.
- xii) According to the information and explanations given to us, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- xiii) The Company is not a chit fund or nidhi/mutual benefit fund/society, therefore clause 4(xiii) of the order is not applicable to the Company.
- xiv) In our opinion, the Company is not dealing in or trading in shares, securities, debentures, other investments and contracts.
- xv) According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from banks or financial institutions.
- xvi) To the best of our knowledge and belief and according to the information and explanations given to us, term loans were applied for the purpose for which these were obtained.
- xvii) According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, no funds raised on short term basis have been used for long term investment.
- xviii) The Company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under section 301 of the Companies Act, 1956 during the year.
- xix) The Company has not issued any debentures during the year.
- xx) During the year the Company has not raised any money by way of public issue. Hence clause (xx) of Para 4 of the order is not applicable.
- xxi) In our opinion and according to information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

Dated: 29th May, 2013

For A.K. Meharia & Associates  
Chartered Accountants  
Sd/-  
(A. K. Meharia)  
Partner  
Membership No.53918  
Firm Reg. No. 324666E

**BALANCE SHEET AS AT 31ST MARCH, 2013**

(Amount in Rs.)

	NOTES	AS AT 31ST MARCH, 2013	AS AT 31ST MARCH, 2012
<b><u>EQUITY AND LIABILITIES</u></b>			
<b><u>Shareholders Fund</u></b>			
Share Capital	1	59,683,500.00	69,683,500.00
Reserve & Surplus	2	19,833,648.57	7,921,165.57
<b><u>Non-Current Liabilities</u></b>			
Deferred Tax Liabilities (Net)	3	3,406,610.00	120,421.00
<b><u>Current Liabilities</u></b>			
Short Term Borrowings	4	208,971,016.67	160,701,121.00
Trade Payables	5	10,383,570.00	1,558,787.00
Other Current Liabilities	6	12,387,608.95	12,849,554.21
Short Term Provisions	7	18,219,901.00	5,045,202.00
<b>Total</b>		<b>332,885,855.19</b>	<b>257,879,750.78</b>
<b><u>ASSETS</u></b>			
<b><u>Non-Current Assets</u></b>			
Fixed Assets	7A	20,016,795.56	20,953,297.57
Long Term Loans & Advances	8	428,359.00	428,359.00
<b><u>Current Assets</u></b>			
Inventories	9	8,616,463.73	22,907,933.60
Trade Receivables	10	273,709,474.69	192,179,828.65
Cash & Bank Balances	11	3,208,641.64	1,606,043.89
Short Term Loans & Advances	12	3,022,921.20	898,771.20
Other Current Assets	13	23,883,199.37	18,905,516.87
<b>Total</b>		<b>332,885,855.19</b>	<b>257,879,750.78</b>
Significant Accounting Policies	34		

The accompanying Notes of Accounts are an integral part of financial statements.

As per our report of even date

**For A.K. Meharia & Associates**  
Firm Registration Number-324666E  
Chartered Accountants

Sd/-  
**(A.K Meharia)**  
Partner  
Membership Number 053918  
Place: Jaipur  
Date: 29 May, 2013

For and on behalf of the Board

Sd/-  
**J. P. Kanodia**  
(Managing Director)

Sd/-  
**Madhu Kanodia**  
(Director)

Sd/-  
**Nikita Kumar**  
(Company Secretary)



**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2013**

	NOTES	For the Year 2012 - 2013	(Amount in Rs.) For the Year 2011 - 2012
<b>INCOME</b>			
Revenue from Operations	14	1,622,559,507.84	1,210,287,785.47
Other Income	15	12,985,077.31	12,955,522.61
<b>Total Revenue</b>		<b>1,635,544,585.15</b>	<b>1,223,243,308.08</b>
<b>EXPENSES</b>			
Cost of Raw Materials & components	16	2,773,680.61	11,876,763.92
Purchase of Trading Goods	17	1,319,173,805.85	950,945,303.00
(Increase)/Decrease in Inventories	18	14,285,684.54	(20,862,868.64)
Employee Benefits Expenses	19	3,828,374.00	3,632,184.00
Finance Cost	20	13,844,747.68	12,090,371.50
Depreciation	7A	1,460,742.01	887,558.63
Others expenses	21	246,942,316.46	247,361,103.00
<b>Total Expenses</b>		<b>1,602,309,351.15</b>	<b>1,205,930,415.41</b>
<b>Profit/(Loss) Before Tax</b>		<b>33,235,234.00</b>	<b>17,312,892.67</b>
<u>Tax Expense:</u>			
Current Tax		(11,117,837.00)	(5,045,202.00)
Deferred Tax		(3,286,189.00)	295,943.00
<b>Profit/(Loss) for the Period</b>		<b>18,831,208.00</b>	<b>12,563,633.67</b>
<b>Earning Per equity Share-Basic &amp; Diluted</b>	22	<b>3.16</b>	<b>2.11</b>
Face Value Per Share (In Rs.)		<b>10.00</b>	<b>10.00</b>
Significant Accounting Policies	34		

The accompanying Notes of Accounts are an integral part of financial statements.

As per our report of even date

**For A.K. Meharia & Associates**  
Firm Registration Number-324666E  
Chartered Accountants

Sd/-

**(A.K Meharia)**

Partner

Membership Number 053918

Place: Jaipur

Date: 29 May, 2013

**For and on behalf of the Board**

Sd/-

**J. P. Kanodia**  
**(Managing Director)**

Sd/-

**Madhu Kanodia**  
**(Director)**

Sd/-

**Nikita Kumar**  
**(Company Secretary)**

Notes to Financial Statements for the year ended 31st March, 2013

(Amount in Rs.)

NOTE - 1

SHARE CAPITAL

Authorised Shares:

100,000 (P.Y:100,000) Preference Shares of Rs.100/-each  
60,00,000 (P.Y:60,00,000) Equity Shares of Rs.10/-each

Issued Shares

00 (P.Y:100,000) Preference Shares of Rs.100/-each  
59,71,500 (P.Y:59,71,500) Equity Shares of Rs.10/-each

Subscribed & Paid - up Shares

00 (P.Y:100,000) Preference Shares of Rs.100/-each  
59,71,500 (P.Y:59,71,500) Equity Shares of Rs.10/-each

Less: Face Value of 18,500 (P.Y: Nil) Equity Shares Forfeited

Add: Forfeited Shares(Amount Originally Paid Up)

Calls Unpaid

On 18,500 (P.Y:18,500) Equity Shares of Rs.10/-each

	AS AT 31ST MARCH,2013	AS AT 31ST MARCH,2012
	10,000,000.00	10,000,000.00
	60,000,000.00	60,000,000.00
	-	10,000,000.00
	59,715,000.00	59,715,000.00
	-	10,000,000.00
	59,715,000.00	59,715,000.00
	59,715,000.00	69,715,000.00
	185,000.00	-
	59,530,000.00	69,715,000.00
	153,500.00	-
	59,683,500.00	69,715,000.00
	-	(31,500.00)
	59,683,500.00	69,683,500.00

Note: Issued Shares as on 31.03.2013 includes 18,500 equity shares forfeited during the year.

a) Terms/rights attached to equity shares.

The company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders except in the case of interim dividend. In the event of liquidation, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amount in proportion of their shareholding.

b) Terms/rights attached to Preference Shares.

The company had 1,00,000 9% Non-Cumulative Redeemable Preference Shares having at par value of Rs. 100 per share redeemable after seven years from the date of allotment. Each holder of preference shares is entitled to one vote per share in the meeting of preference shareholders of the company. In the event of distribution of dividend and liquidation, the preference shareholders have preferential right over equity shareholders. All preference shares were redeemed on 10th July, 2012.

c) Details of equity shareholders holding more than 5% shares in the company

	AS AT 31ST MARCH,2013		AS AT 31ST MARCH,2012	
	No. of Shares	% Holding	No. of Shares	% Holding
<b>Equity Shares of Rs.10 each fully paid up</b>				
Jyoti Prakash Kanodia	642,494	10.79%	642,494	10.76%
Sarla Devi Kanodia	578,800	9.72%	578,800	9.69%

e) The reconciliation of the number of shares outstanding is set out below:

Particulars	No. of Shares	No. of Shares
<b>Equity Shares</b>		
Equity Shares at the beginning of the year	5,971,500	5,971,500
Less: Shares forfeited during the year	18,500	-
Equity shares at the end of the year	5,953,000	5,971,500

	AS AT 31ST MARCH,2013 No. of Shares	AS AT 31ST MARCH,2012 No. of Shares
<b>Preference Shares</b>		
Preference Shares at the beginning of the year	100,000	100,000
Less: Shares redeemed during the year	(100,000)	-
Preference shares at the end of the year	-	100,000

**NOTE - 2**

**RESERVES & SURPLUS**

Capital Reserve

Balance as per last financial statement

1,807,660.75

1,807,660.75

1,807,660.75

1,807,660.75

Capital Redemption Reserve

Balance as per last financial statement

6,000,000.00

-

Add: Transfer during the year

4,000,000.00

6,000,000.00

10,000,000.00

6,000,000.00

Surplus in statement of Profit & Loss

Balance as per last financial statement

113,504.82

(6,450,128.85)

Add: Profit/(Loss) for the year

18,831,208.00

12,563,633.67

Amount available for appropriation

18,944,712.82

6,113,504.82

Less: Appropriations

Transfer to Capital Redemption Reserve

(4,000,000.00)

(6,000,000.00)

Proposed equity Dividend (Rs.1.00 per share)(P.Y. Nil)

(5,953,000.00)

-

Tax on Proposed equity dividend

(965,725.00)

-

Total Appropriation

(10,918,725.00)

(6,000,000.00)

Net Surplus in the statement of profit & loss

8,025,987.82

113,504.82

Total reserve & surplus

19,833,648.57

7,921,165.57

**NOTE - 3**

**DEFERRED TAX LIABILITIES (NET)**

**Deferred Tax Liabilities**

On Fixed Assets

3,466,094.00

120,421.00

**Deferred Tax Asset**

On expenditures charged to the statement of profit & loss account but allowable for tax purpose on payment basis

(59,484.00)

-

3,406,610.00

120,421.00

**NOTE - 4**

**SHORT TERM BORROWINGS**

*(Secured)*

Packing Credit Limit

40,000,000.00

12,650,541.00

Foreign Bill Purchase Limit

119,115,773.00

132,907,839.00

Cash Credit Limit

49,855,243.67

15,142,741.00

208,971,016.67

160,701,121.00

**Notes to Financial Statements for the year ended 31st March, 2013**

- a) Packing Credit Limit, Foreign Bill Purchase limit and Cash Credit limit with Bank of Baroda, Nehru place, Jaipur is collaterally secured by Equitable mortgage of Company's land & Building at Sitapura Industrial Area, house situated at K-26, Income Tax Colony, Durgapura, Jaipur belonging to Mr. J. P. Kanodia, Managing Director, extension of equitable mortgage of office No.407, 4th floor, Arihant Plaza, Malviya Nagar, Jaipur, belonging to the relative of a director, Hypothecation of Plant & Machineries and all present and future fixed assets, hypothecation of Raw Materials, Work in Progress, Finished Goods, Book Debts and other properties, bearing interest @11.50% p.a. (Previous Year 11.50% p.a.) in case of PC & FBP and 16% p.a.(Previous Year 16.25% p.a.) in case of CC limit

**NOTE - 5**

**TRADE PAYABLES**

Trade Payables (including acceptance)

(Amount in Rs.)	
AS AT 31ST MARCH,2013	AS AT 31ST MARCH,2012
10,383,570.00	1,558,787.00
<b>10,383,570.00</b>	<b>1,558,787.00</b>

**NOTE - 6**

**OTHER CURRENT LIABILITIES**

Advance from customers  
Sundry Creditors for Exp. & Others  
Statutory Dues

380,644.50	-
11,834,930.40	12,815,570.00
172,034.05	33,984.21
<b>12,387,608.95</b>	<b>12,849,554.21</b>

**NOTE - 7**

**SHORT TERM PROVISIONS**

Provision for Taxation  
Provision for Bonus & Gratuity  
Proposed equity dividend  
Provision of tax on proposed equity dividend

11,117,837.00	5,045,202.00
183,339.00	-
5,953,000.00	-
965,725.00	-
<b>18,219,901.00</b>	<b>5,045,202.00</b>

**NOTES-7A**

**STATEMENT OF FIXED ASSETS FOR THE YEAR 2012-2013**

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As on 01.04.2012	Add during the year	Sales during the year	As on 31.03.2013	As on 01.04.2012	For the year	Sales during the year	As on 31.03.2013	As on 31.03.2013	As on 31.03.2012
Land	1,777,671.00	-	-	1,777,671.00	-	-	-	-	1,777,671.00	1,777,671.00
Buildings	11,458,817.42	-	-	11,458,817.42	4,974,741.19	382,724.50	-	5,357,465.69	6,101,351.73	6,484,076.23
Computer	220,394.00	7,380.00	-	227,774.00	12,684.82	35,745.53	-	48,430.35	179,343.65	207,709.18
Motor Car	182,924.00	460,000.00	-	642,924.00	20,845.82	40,604.63	-	61,450.45	581,473.55	162,078.18
Plant & Machinery	15,604,866.95	-	-	15,604,866.95	5,147,798.00	741,231.18	-	5,889,029.18	9,715,837.77	10,457,068.95
Lab Equipment	1,785,381.75	8,860.00	-	1,794,241.75	1,339,388.46	85,179.21	-	1,424,567.67	369,674.08	445,993.29
Electrical Installation	1,339,656.91	-	-	1,339,656.91	771,782.98	63,633.70	-	835,416.68	504,240.23	567,873.93
Furniture & Fixtures	517,830.52	-	-	517,830.52	409,009.50	32,778.67	-	441,788.17	76,042.35	108,821.02
Electrical Equipment	706,001.00	48,000.00	-	754,001.00	206,853.73	52,034.11	-	258,887.84	495,113.18	499,147.27
Office Equipment	564,431.26	-	-	564,431.26	321,572.74	26,810.48	-	348,383.22	216,048.04	242,858.52
<b>Total Rs.</b>	<b>34,157,974.81</b>	<b>524,240.00</b>	<b>-</b>	<b>34,682,214.81</b>	<b>13,204,677.24</b>	<b>1,460,742.01</b>	<b>-</b>	<b>14,665,419.25</b>	<b>20,016,795.56</b>	<b>20,953,297.57</b>
Previous Year	33,317,002.80	1,110,972.00	270,000.00	34,157,974.80	12,317,118.60	887,558.63	-	13,204,677.23	20,953,297.57	20,999,884.20

**NOTE - 8**

**LONG TERM LOANS AND ADVANCES**

(Unsecured considered good)

Security Deposits

(Amount in Rs.)	
AS AT 31ST MARCH,2013	AS AT 31ST MARCH,2012
428,359.00	428,359.00
<b>428,359.00</b>	<b>428,359.00</b>



**Notes to Financial Statements for the year ended 31st March, 2013**

**NOTE - 9**

**INVENTORIES**

(At cost or net realisable value which ever is lower)

Raw Materials & Components	160,310.39	101,081.63
Finished Goods	93,289.37	21,832,377.00
Trading Goods	7,700,168.00	246,764.91
Packing Materials	662,695.97	727,710.06
	<b>8,616,463.73</b>	<b>22,907,933.60</b>

**NOTE - 10**

**TRADE RECEIVABLES**

(Unsecured and Considered Good unless otherwise stated)

Exceeding Six Months from the date they are due for payment	923,301.50	1,164,604.00
Others	272,786,173.19	191,015,224.65
	<b>273,709,474.69</b>	<b>192,179,828.65</b>

The above includes to related parties  
Due from related parties

**NOTE - 11**

**CASH & BANK BALANCES**

**Cash & Cash Equivalents**

Balances with bank:

On Current Accounts

Cash in hand (As certified by the management)

3,200,398.00	1,561,146.25
8,243.64	44,897.64

<b>3,208,641.64</b>	<b>1,606,043.89</b>
---------------------	---------------------

(Amount in Rs.)

**NOTE - 12**

**SHORT TERM LOANS AND ADVANCES**

(Unsecured considered good)

Loans to Others

Advance Recoverable in Cash or Kind

To related parties

To Others

Prepaid Expenses

Advances to Employee

ECGC Fees Advance

AS AT 31ST MARCH, 2013	AS AT 31ST MARCH, 2012
---------------------------	---------------------------

1,500,000.00	-
-	-
1,039,138.00	299,562.00
12,952.00	84,815.00
69,523.00	270,700.00
401,308.20	243,694.20

<b>3,022,921.20</b>	<b>898,771.20</b>
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**NOTE - 13**

**OTHER CURRENT ASSETS**

(Unsecured considered good)

Balances with Govt. Authorities

Advance Tax

Income Tax Refundable

13,880,939.37	14,866,493.87
10,002,260.00	3,047,863.00
-	991,160.00

<b>23,883,199.37</b>	<b>18,905,516.87</b>
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**Notes to Financial Statements for the year ended 31st March, 2013**
**NOTE - 14**
**REVENUE FROM OPERATION**

	For the Year 2012 - 2013	For the Year 2011 - 2012
<u>Sale of Products</u>		
Domestic Sales	329,775,469.35	137,193,642.00
Export Sales	1,271,827,696.49	1,047,492,223.47
	<u>1,601,603,165.84</u>	<u>1,184,685,865.47</u>
<u>Other Operating Revenue</u>		
Export Incentives	20,956,342.00	25,601,920.00
	<u>1,622,559,507.84</u>	<u>1,210,287,785.47</u>

**a) Detail of Sale of Products**

Barley	55,618,440.15	-
Chilli seeds	594,550.00	-
Chilli Whole	4,464,343.00	5,553,497.30
Cumin Seeds	9,630,560.00	7,047,000.00
Cumin Seeds Black	1,641,780.00	-
Dehydrated Green Pepper	11,095,875.00	6,273,045.00
Groundnut Meal	-	1,521,110.03
Kali Mirch	-	2,020,406.46
Mixed Masala	-	2,346,051.00
Psyllium Husk Powder	-	1,962,675.00
Rapeseed Extraction	250,935,389.99	432,883,938.65
Red Chilli Powder	3,009,328.75	1,584,360.00
Rice Bran Extraction	375,398,938.86	248,088,498.43
Sesame Seeds	5,506,565.00	6,265,814.20
Soya Bean Meal	114,927,590.06	173,681,300.47
Turmeric Powder	1,233,845.06	5,932,482.37
Turmeric Whole	11,497,740.00	1,457,595.00
Yellow Corn	751,769,577.42	281,911,456.79
Others	4,278,642.55	6,156,634.77

**NOTE - 15**
**OTHER INCOME**

	AS AT 31ST MARCH, 2013	AS AT 31ST MARCH, 2012
Other Interest	96,608.00	470,431.00
Insurance Claim Received	-	1,001,565.00
Foreign Exchange Gain	12,329,562.88	11,483,526.61
Other Receipts	558,906.43	-
	<u>12,985,077.31</u>	<u>12,955,522.61</u>

**NOTE - 16**
**COST OF RAW MATERIALS & COMPONENTS CONSUMED**

	For the Year 2012 - 2013	For the Year 2011 - 2012
<u>Spices</u>		
Opening Stock	101,081.63	6,139,809.83
Add: Purchases	767,972.28	3,801,757.58
	<u>869,053.91</u>	<u>9,941,567.41</u>
Less: Closing Stock	160,310.39	101,081.63
<b>Total (a)</b>	<u>708,743.52</u>	<u>9,840,485.78</u>

Notes to Financial Statements for the year ended 31st March, 2013

	For the Year 2012 - 2013	(Amount in ') For the Year 2011 - 2012
Packing Materials		
Opening Stock	727,710.06	491,701.20
Add: Purchases	1,999,923.00	2,272,287.00
	<u>2,727,633.06</u>	<u>2,763,988.20</u>
Less: Closing Stock	662,695.97	727,710.06
Total (b)	<u>2,064,937.09</u>	<u>2,036,278.14</u>
Total (a+b)	<u>2,773,680.61</u>	<u>11,876,763.92</u>
<b>a) <u>Detail of raw materials &amp; components consumed</u></b>		
Chilli Whole	362,565.54	3,807,476.54
Corriandor Seeds	153,931.96	143,273.77
Curry Leaves	-	305,586.04
Mustard Oil	12,365.60	24,212.46
Turmeric Whole	170,454.09	5,068,043.61
Other Materials	9,426.33	491,893.36
<b>b) <u>Details of Inventory</u></b>		
Chilli Whole	72,756.57	33,711.51
Corriandor Seeds	45,722.66	14,613.34
Curry Leaves	14,455.09	14,717.26
Mustard Oil	8,746.12	21,111.31
Refined Oil	5,074.24	5,074.24
Other Materials	13,555.46	11,853.97

**NOTE - 17**

**PURCHASE OF TRADING GOODS**

	For the Year 2012 - 2013	(Amount in Rs.) For the Year 2011 - 2012
Purchases	1,319,173,805.85	950,945,303.00
	<u>1,319,173,805.85</u>	<u>950,945,303.00</u>
<b>a) <u>Detail of Purchase</u></b>		
Barley	45,758,539.00	-
Chilli seeds	1,487,500.00	-
Chilli Whole	3,445,000.00	4,382,300.00
Cumin Seeds	8,723,000.00	6,657,500.00
Cumin Seeds Black	1,395,950.00	-
Dehydrated Green Pepper	15,335,000.00	5,640,000.00
Groundnut Meal	-	1,256,763.00
Psyllium Husk Powder	-	1,629,500.00
Rapeseed Extraction	209,549,736.00	335,911,598.00
Red Chilli Powder	2,355,000.00	1,301,000.00
Rice Bran Extraction	249,655,249.00	146,450,685.00
Sesame Seeds	5,076,500.00	5,977,900.00
Soya Bean Meal	81,640,004.00	181,296,287.00
Turmeric Powder	1,040,650.00	949,500.00
Turmeric Whole	9,489,000.00	-
Yellow Corn	682,060,215.00	254,923,067.00
Others	2,305,400.12	4,569,203.00

**Notes to Financial Statements for the year ended 31st March, 2013**
**NOTE - 18**
**(INCREASE)/DECREASE IN INVENTORIES**
Inventories at the end of the year

 Trading Goods  
 Finished Goods

 For the Year  
 2012 - 2013

 (Amount in ')  
 For the Year  
 2011 - 2012

 7,700,168.00  
 93,289.37  
 7,793,457.37

 21,832,377.00  
 246,764.91  
 22,079,141.91

Inventories at the beginning of the year

 Trading Goods  
 Finished Goods

 21,832,377.00  
 246,764.91  
 22,079,141.91

 1,216,273.27  
 -  
 1,216,273.27

14,285,684.54

(20,862,868.64)

**a) Detail of Inventories**
Trading Goods

 Chilli Seeds  
 Dehydrated Green Pepper  
 Rapeseed Extraction  
 Soya Bean Meal  
 Yellow Corn  
 Others

 1,057,500.00  
 5,190,000.00  
 1,159,294.00  
 -  
 280,214.00  
 13,160.00

 -  
 -  
 -  
 21,819,217.00  
 -  
 13,160.00

Finished Goods

 Chilli Powder  
 Coriander Powder  
 Cumin Whole  
 Turmeric Powder  
 Other Products

 17,466.45  
 10,971.02  
 11,115.48  
 39,864.22  
 13,872.20

 153,029.07  
 16,821.79  
 2,241.96  
 68,628.03  
 6,044.06

 For the Year  
 2012 - 2013

 For the Year  
 2011 - 2012

**NOTE - 19**
**EMPLOYEE BENEFITS EXPENSES**

 Salaries, Wages & Bonus  
 Contribution to PF & Other Funds  
 Staff Welfare Expenses  
 Gratuity

 3,635,381.00  
 75,142.00  
 11,612.00  
 106,239.00

 3,553,677.00  
 71,336.00  
 7,171.00  
 -

3,828,374.00

3,632,184.00

**NOTE - 20**
**FINANCE COST**
Interest Expenses

 Cash Credit  
 Packing Credit  
 Foreign Bill Purchase  
 Discounting & Bank Charges

 1,939,162.00  
 2,167,099.00  
 5,921,726.84  
 3,816,759.84

 264,972.00  
 2,354,583.00  
 5,913,257.97  
 3,557,558.53

13,844,747.68

12,090,371.50

**NOTE - 21**
**OTHER EXPENSES**
Operational Expenses

 Freight (On Domestic Trade)  
 Freight, Clearing & Forwarding Expenses  
 Cess Custom Duty

 11,546.00  
 195,888,004.40  
 25,639,983.00

 281,795.00  
 222,437,384.00  
 -



Notes to Financial Statements for the year ended 31st March, 2013

**NOTE - 21**  
**(Contd.)**

(Amount in ')

	For the Year 2012 - 2013	For the Year 2011 - 2012
<b>Establishment Expenses</b>		
Payment to Auditor (Refer details below)	112,360.00	65,004.00
Rates & Taxes	108,129.00	-
Business Promotion Expenses	43,804.00	501,563.00
Bad Debts	525,115.50	-
Commission Expenses	11,766,749.00	8,680,962.00
Claims & Deductions	5,522,932.41	7,089,370.18
Traveling Expenses	769,568.00	603,832.00
Rent Paid	422,400.00	513,907.00
Testing & Sampling Expenses	1,885,831.00	3,222,104.00
Power & Fuel	332,856.00	498,822.00
Insurance/ECGC Premiums	1,640,589.00	851,877.00
Legal & Professional Fees	320,609.00	145,947.00
<b>Repair &amp; Maintenance</b>		
To Machinery	35,480.00	58,574.00
To Buldings	-	6,701.00
To Others	19,212.00	51,674.00
Miscellaneous Expenes	1,897,148.15	2,351,586.82
	<b>246,942,316.46</b>	<b>247,361,103.00</b>
<b>Payment to Auditor</b>		
<b>As Auditor (Including Service Tax)</b>		
Statutory Audit Fee	78,652.00	39,326.00
Tax Audit Fee	22,472.00	16,854.00
Secretarial Audit Fees	11,236.00	8,824.00
	<b>112,360.00</b>	<b>65,004.00</b>

**NOTE - 22**

**EARNINGS PER SHARE(EPS)**

Net profit/(loss) after tax as per statement of Profit and Loss	18,831,208.00	12,563,633.67
Weighted average number of equity shares used as denominator for calculating EPS	5967299	5968350
Basic & Diluted Earning Per Share	3.16	2.11

**NOTE - 23**

Balances of some of the advances given and taken and Sundry Debtors & Creditors are subject to the confirmations from the respective parties.

**NOTE - 24**

As per information available with the Company, there are no suppliers covered under Micro, Small & Medium Enterprises Development Act,2006. As a result, no interest provision/payment have been made by the Company to such creditors, if any, and no disclosure thereof is made in this regard.

**NOTE - 25**

**RELATED PARTY DISCLOSURE**

As per Accounting Standard - 18, the disclosures of transactions with the related parties are given below:

**i) List of related parties with whom transactions have been taken place and/or balance are outstanding**

<u>Name of the Related Party</u>	<u>Relationship</u>
Jyoti Prakash Kanodia	Key Managerial Person
Madhu Kanodia	
Amardeep Singh Ahluwalia	
Dilip Kumar Joshi	
Smt. Sarla Devi Kanodia	Relative of Key Management Personnel

(Contd.-25)

**Notes to Financial Statements for the year ended 31st March, 2013**
**ii) Transaction during the year with related parties**
**(Amount in Rs.)**

Nature of Transactions	Key Managerial Person	Relative of the key Management Personal	Total
Directors Remuneration	1,500,000.00 (1,425,000.00)	-	1,500,000.00 (1,425,000.00)
Board Meeting Fees	15,500.00	-	15,500.00
Rent Paid	-	422,400.00 (422,400.00)	422,400.00 (422,400.00)

**NOTE - 26** Previous year figures have also been re-grouped and re-arranged wherever considered necessary.

**NOTE - 27**

The Company has assessed its fixed assets for impairment at the end of the year and concluded that there has been no significant impaired fixed assets that needs to be recognized in the books of the accounts.

**NOTE - 28**
**EXPENDITURE AND EARNING IN FOREIGN CURRENCY**
**(Amount in Rs.)**

	For the Year 2012 - 2013	For the Year 2011 - 2012
i) <b>Expenditures</b>		
Brokerage Paid	8,991,164.00	7,479,465.00
Claims & Deductions on sales Paid	5,125,340.00	2,519,088.00
ii) <b>Earnings</b>		
FOB Value of Export Sales	1,198,081,062.23	992,590,635.13

**NOTE - 29**
**SEGMENT REPORTING**
**i) Business (Primary) Segment**

The Company operates in a single primary business segment namely in other Agricultural Products : mainly trading of feed ingredients with insignificant processing of spices and hence there is no reportable primary segment as per AS-17 on segment reporting.

**ii) Geographical (Secondary) Segment**

a) The analysis of geographical segments is based on the areas in which the customers of the company are located.

Particulars	For the Year 2012 - 2013	For the Year 2011 - 2012
<b>Segment Revenue</b>		
<b>Indian</b>		
Domestic	329,775,469.35	137,193,642.00
<b>Overseas</b>		
Oman	108,361,953.59	46,951,821.49
Vietnam	975,188,369.59	530,188,807.95
Czech Republic	5,709,375.00	5,650,531.00
Turkey	10,229,646.80	8,964,156.60
USA	-	1,962,675.00
China	9,491,010.00	298,804,800.79
Srilanka	95,486,778.14	90,595,769.89
Iran	-	17,594,521.84
Croatia	3,038,418.00	7,018,396.50
Poland	17,364,332.00	13,667,928.00
Taiwan	41,357,421.56	3,820,768.01
Indonesia	-	18,679,581.40
Ukraine	3,016,945.06	2,247,240.00
Tunisia	1,066,230.00	-
Japan	1,517,216.25	1,345,225.00
	<b>1,271,827,695.99</b>	<b>1,047,492,223.47</b>

b) There are no carrying amount of segment assets by geographical location of assets.

**Notes to Financial Statements for the year ended 31st March, 2013**

**NOTE - 30**

The company had 1,00,000 9% Non-Cumulative Redeemable Preference Shares having a par value of Rs. 100 per share due for redemption on 30th September,2009. In a meeting of the preference shareholders held on 14.09.2009, a resolution had been passed for extension of period of redemption for three years i.e. till 30.09.2012, due to non availability of profits for redemption. During the period under review, the company has redeemed its preference shares at par value. Necessary Capital Redemption reserve has duly been created in terms of the provisions of section 80 of the Companies Act, 1956.

**NOTE - 31**

**DISCLOSURES PURSUANT TO ACCOUNTING STANDARD - 15 "EMPLOYEE BENEFIT"**

	For the Year 2012 - 2013	(Amount in Rs.) For the Year 2011 - 2012
<b>(a) Net Employee Benefit Expenses(Recognised in Employee Benefits Expense)</b>		
(i) Current Service Cost	22,421.00	-
(ii) Interest Cost	-	-
(iii) Expected return on Plan	-	-
(iv) Actuarial (gain) / Losses on obligation	83,818.00	-
(v) Total Expenses	106,239.00	-
<b>(b) Net Assets (Liability) recognized in Balance Sheet</b>		
(i) Present value of obligation at the end of the year	(106,239.00)	-
(ii) Fair value of Plan Assets	-	-
(iii) Net Plan Assets / (Liability)	(106,239.00)	-
<b>(c) Change in obligation during the year</b>		
(i) Present value of obligation at the beginning of the year	83,818.00	-
(ii) Current Service Cost	22,421.00	-
(iii) Interest Cost	-	-
(iv) Actuarial (Gain) / Losses on obligation	83,818.00	-
(v) Benefits Paid	-	-
(vi) Present value of obligation at the end of the year	106,239.00	-
<b>(d) Change in Fair Value of Plan Assets during the year</b>		
(i) Plan Assets at the beginning of the year	-	-
(ii) Expected return on Plan Assets	-	-
(iii) Contributions by the employer	-	-
(iv) Benefits Paid	-	-
(v) Plan Assets at the end of the year	-	-
<b>(e) Actuarial Assumption</b>		
(i) Discount Rate	8.00%	-
(ii) Expected return on Plan Assets	0.00%	-
(iii) Inflation Rate	5.00%	-
(iv) Remaining Working Life	26 Years	-
(v) Mortality Table	LICI 1994-1996	-

**NOTE - 32**

Amount debited in the statement of profit & loss on account of gratuity includes Rs.83818/- relating to earlier years.

**NOTE - 33**

Miscellaneous Expenses includes a sum of Rs.4,02,057/- paid for Income Tax and its interests

**NOTE - 34**
**SIGNIFICANT ACCOUNTING POLICIES**
**a) Basis of Preparation of Financial Statements**

The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards notified under the Companies (Accounting Standards) Rules, 2006, (as amended) and the relevant provisions of the Companies Act, 1956. These financial statements have been prepared on an accrual basis and under the historical cost conventions.

**b) Use of Estimates**

The preparation of financial statements in conformity with generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenue and expenses during the reporting period. Differences between actual results and estimates are recognised in the period in which the results are known / materialised.

**c) Revenue Recognition**

- i) Sales are recognised inclusive of discount and exclusive of VAT, if any.
- ii) Export entitlement in the form of Duty Drawback, DEPB and other schemes are recognised in the statement of Profit & Loss when the right to receive credit as per the terms of scheme is established in respect of exports made and when there is no significant uncertainty regarding the ultimate collection.
- iii) Insurance are accounted for on receipt basis or as acknowledged by the appropriate authorities.

**d) Fixed Assets**

Fixed Assets are stated at cost of acquisition/installation less accumulated depreciation and impairment losses, if any. The cost of assets comprises of purchase price and directly attributable cost of bringing the assets to working condition for its intended use.

**e) Depreciation**

Depreciation on Fixed Assets is provided on Straight Line method at the rates and in the manner Specified in Schedule XIV of the Companies Act, 1956.

**f) Investments**

The Company does not have any Investment at the end of the year and its corresponding previous year.

**g) Earning Per Share**

Basic and Diluted Earnings per shares are calculated by dividing the net profit attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year.

**h) Inventories**

Inventories are valued at lower of cost and net realizable value and as certified by the management. Cost of inventories comprises of cost of purchase and other incidental expenses, determined on FIFO basis. Net realizable value is the estimated selling price in the ordinary course of business.

**i) Borrowing Cost**

Borrowing Costs that are directly attributable to the acquisition or construction of Qualifying Assets are capitalized as part of cost of such assets. Other Borrowing Costs are charged as expense in the year in which these are incurred.

**j) Segment Reporting**

The company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the company as a whole.

**k) Impairment**

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value being higher of value in use and net selling price. An impairment loss is recognized as an expense in the Profit and Loss Account in the year in which an asset is impaired. The impairment loss recognized in prior accounting period is reversed if there has been an improvement in recoverable amount.



**Notes to Financial Statements for the year ended 31st March, 2013****l) Foreign Currency Transaction**

- i) All transactions in foreign currency are recorded at the rate of exchange prevailing on the date when the relevant transaction take place.
- ii) Monetary items denominated in foreign currency at the year end are restated at the year end rates. Any income or expenses on account of exchange differences either on settlement or on translation is recognized in the Statement of Profit and Loss except in cases where they relate to acquisition of fixed assets in which case they are adjusted to the carrying cost of such assets.
- iii) The premium or discount arising at the inception of forward exchange contract is amortized and recognized as an expenses / income over the life of the contract.

**m) Taxation**

Provision for current tax is made after taking in to consideration benefits admissible under the provisions of the Income Tax Act, 1961, Deferred tax resulting from "timing difference" between taxable and accounting income is accounted for using the tax rates and law that are enacted or substantively enacted as on the balance sheet date. Deferred tax assets is recognised and carried forward only to the extent that there is virtual certainty that the assets will be realised in future.

**n) Employee Benefits**

- i) The company contributes to the employee's provident fund maintained under the Employees Provident Fund Scheme of the Central Government and the same is charged to the Profit & Loss Account. The company has no obligation, other than the contribution payable to the provident fund. The company also contributes to the employees state insurance fund maintained under the "Employees State Insurance Scheme" of the Central Government and same is also charged to the profit & loss account.
- ii) Gratuity Liability has been provided on the basis of actuarial valuation. The company does not contributes to any fund for gratuity for its employees. The cost of providing benefits is determined on the basis of actuarial valuation at each year end using projected unit credit method. Actuarial gain and losses is recognized in the period in which they occur in the statement of profit and loss.

**o) Provision & Contingent Liability**

A provision is recognized when there is a present obligation as a result of past event, that probably requires an outflow of resources and a reliable estimate can be made to settle the amount of obligation. These are reviewed at each year end and adjusted to reflect the best current estimates. Contingent liabilities are not recognised but disclosed in the financial statements.

As per our report of even date

**For A.K. Meharia & Associates**  
Firm Registration Number-324666E  
Chartered Accountants

Sd/-

**(A.K Meharia)**

Partner

Membership Number 053918

Place: Jaipur

Date: 29 May, 2013

**For and on behalf of the Board**

Sd/-

**J. P. Kanodia**  
(Managing Director)

Sd/-

**Madhu Kanodia**  
(Director)

Sd/-

**Nikita Kumar**  
(Company Secretary)

**UNIQUE ORGANICS LIMITED**
**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2013**

PARTICULARS	YEAR ENDED ON 31st March, 2013		YEAR ENDED ON 31st March, 2012	
	Rs.	P.	Rs.	P.
<b>1 CASH FLOW FROM OPERATING ACTIVITIES</b>				
Net Profit Before Tax	33,235,234.00		17,312,892.67	
<i>Addition:</i>				
Depreciation	1,460,742.01		887,558.63	
Interest Received	(96,608.00)		(470,431.00)	
<b>Cash Flow from Operating Activities before Working Capital changes</b>	<b>34,599,368.01</b>		<b>17,730,020.30</b>	
<i>Adjustments:</i>				
Inventories	14,291,469.87		(15,060,149.30)	
Trade Receivable	(81,529,646.04)		(84,508,915.11)	
Long Term Loans & Advances	-		11,000.00	
Short Term Loans & Advances	(2,124,150.00)		1,028.00	
Other Current Assets	(4,977,682.50)		(3,974,585.56)	
Trade Payables	8,824,783.00		(669,515.79)	
Other Current Liabilities	(461,945.26)		-	
Short term provisions	(4,861,863.00)		-	
<b>Cash Generated From Operation</b>	<b>(36,239,665.92)</b>		<b>(86,471,117.46)</b>	
Taxes Paid	-		(731,962.00)	
<b>Cash Flow from Operating Activities</b>	<b>(36,239,665.92)</b>		<b>(87,203,079.46)</b>	
<b>2 CASH FLOW FROM INVESTING ACTIVITIES</b>				
Increase/Decrease in Fixed Assets & Capital WIP	(524,240.00)		(840,972.00)	
Interest Received	96,608.00		470,431.00	
<b>Net Cash Flow from Investing Activities</b>	<b>(427,632.00)</b>		<b>(370,541.00)</b>	
<b>3 CASH FLOW FROM FINANCING ACTIVITIES</b>				
Increase/Decrease in Short Term Borrowings	48,269,895.67		86,895,820.00	
Increase/Decrease in Share Capital	(10,000,000.00)		-	
<b>Net Cash Flow from Financing Activities</b>	<b>38,269,895.67</b>		<b>86,895,820.00</b>	
<b>NET CHANGE IN CASH &amp; CASH EQUIVALENT</b>	<b>1,602,597.75</b>		<b>(677,800.46)</b>	
Opening Balance of Cash & Cash Equivalent	1,606,043.89		2,283,844.35	
<b>CLOSING BALANCE OF CASH &amp; CASH EQUIVALENT</b>	<b>3,208,641.64</b>		<b>1,606,043.89</b>	

**Notes:**

1. The Cash Flow statement has been prepared under the indirect method set out in Accounting Standard (AS) 3 'Cash Flow Statement' as specified in Companies (Accounting Standard) Rules, 2006.

2. Figures of the previous period has been re-arranged / re-grouped wherever considered necessary.

As per our report of even date

**For A.K. Meharia & Associates**  
Firm Registration Number-324666E  
Chartered Accountants

Sd/-  
**(A.K Meharia)**  
Partner  
Membership Number 053918  
Place: Jaipur  
Date: 29 May, 2013

**For and on behalf of the Board**  
Sd/-

**J. P. Kanodia**  
(Managing Director)

Sd/-  
**Madhu Kanodia**  
(Director)

Sd/-  
**Nikita Kumar**  
(Company Secretary)

# Unique Organics Limited

Registered Office : E-521, Sitapura Industrial Area, Near Sanganer, Jaipur (Raj.)

## ATTENDANCE SLIP

Shareholders attending the meeting in person or by proxy are requested to complete the Attendance Slip and hand it over at the entrance of the meeting Hall.

21st Annual General Meeting to be held on Saturday, July 27, 2013 at 11.30 A.M.

Name of the Attending Member  
(in BLOCK LETTERS)

\*Folio No.

DP ID No.

Client ID No.

No. of Shares Held

Name of Proxy  
(in BLOCK LETTERS, TO BE FILLED)

IF THE PROXY ATTENDS INSTEAD OF THE MEMBER

I, hereby record my presence at the 21st Annual General Meeting of the Company at E-521, Sitapura Industrial Area, Near Sanganer, Jaipur on Saturday 27th July, 2013.

\*Applicable in case of shares held in Physical Form.

Signature of the Member / Proxy

Note : Shareholders / Proxy Holders desiring to attend the meeting should bring his copy of Annual Report for reference at the meeting .

## PROXY FORM

I/We \_\_\_\_\_ of \_\_\_\_\_

being a member / members of

Unique Organics Limited, hereby appoint \_\_\_\_\_

of \_\_\_\_\_

or failing him \_\_\_\_\_ of \_\_\_\_\_

\_\_\_\_\_ as my / our proxy to attend and vote for me/ us on my / our behalf at the Twenty First Annual General Meeting of the Company to be held on Saturday, the 27th July, 2013 at 11.30 a.m. and at any adjournment thereof at the Registered Office of the Compny.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2013

FOR OFFICE USE ONLY	
REGD. FOLIO	
CLIENT ID NO.	
DP ID NO.	
NO. OF SHARES	

Signature \_\_\_\_\_

Please affix  
Rs. 1.00  
Revenue  
Stamp

**NOTE : The Proxy duly completed and signed should be deposited at the Registered Office of the Company not later than 48 hours before the time of the meeting.**

# Twenty First Annual Report 2013

## Twenty First Annual Report 2013



Spices For health

2007  
Received  
ISO 22000: 2005  
Certification

2009  
Received Star Export House  
Status form Joint DGFT,  
Ministry of Commerce  
& Industry,  
Govt. of  
India

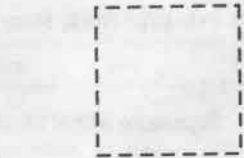
2012  
Received Rajasthan State Award  
for Export Excellence  
by  
Govt. of  
Rajasthan

BOOK-POST  
Printed Matter Only

To, \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_



If undelivered, please return to :

**UNIQUE ORGANICS LTD.**

E-521, Sitapura Industrial Area,

Near Sanganeer, Tonk Road, Jaipur-302022 (Raj.)



FORM A


Format of covering letter of the annual audit report to be filed with the Stock Exchange

1.	Name of the company	UNIQUE ORGANICS LIMITED
2.	Annual financial statements for the year ended	31 <sup>st</sup> March, 2013.
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	N.A.
5.	To be signed by- <ul style="list-style-type: none"><li>• CEO/Managing Director</li><li>• CFO</li><li>• Auditor of the company</li><li>• Audit Committee Chairman</li></ul>	N.A.

FORM B

Format of covering letter of the annual audit report to be filed with the Stock Exchange

1.	Name of the company	UNIQUE ORGANICS LIMITED
2.	Annual financial statements for the year ended	31 <sup>st</sup> March, 2013.
3.	Type of Audit qualification	NIL
4.	Frequency of qualification	
	Draw attention to relevant notes in the annual financial statements and management response to the qualification in the directors report:	
	Additional comments from the board/audit committee chair:	
5.	To be signed by- <ul style="list-style-type: none"><li>• CEO/Managing Director</li><li>• CFO</li><li>• Auditor of the company</li><li>• Audit Committee Chairman</li></ul>	

For Unique Organics Limited  
  
N. K. Kumar  
(Company Secretary)