



27th
ANNUAL
REPORT
2018-19

UNIQUE ORGANICS LIMITED

CIN: L24119RJ1993PLC007148

Board of Directors:

Mr. J.P. Kanodia, Managing Director
Mrs. Madhu Kanodia, Non-executive non-Independent Director
Mr. Sanjay Sharma, Independent Director
Mrs. Vinita Mishra, Non-executive non-Independent Director
Mr. Himanshu Chodhary, Independent Director

Company Secretary & Compliance Officer

Mr. Ramavtar Jangid
Phone : 0141-2770315, E-mail : compliance@uniqueorganics.com

Bankers:

Bank of Baroda, Nehru Place, Tonk Road, Jaipur (Raj.)
Axis Bank, Green House, C-Scheme, Jaipur (Raj.)
State Bank of India, Nhavasheva Port, Navi Mumbai (M.H.)
HDFC Bank, Ashok Marg, C-Scheme, Jaipur (Raj.)

Statutory Auditors:

M/s A. K. Meharia & Associates
Chartered Accountants
2, Garstin Place, 5th Floor, Kolkata-700001 (W.B.)

Internal Auditors:

Gourisaria Goyal & Co.
Chartered Accountants
202, IInd Floor, Radhey Govind Chambers,
Opp. Amber Tower, S.C. Road, Jaipur-302001 (Raj.)

Secretarial Auditors:

M/s. Ruchi Jain & Associates
Company Secretaries
B-37, Ahinsha Marg, Jai Jawan Colony-I,
Tonk Road, Jaipur-302018 (Raj.)

Registrar & Share Transfer Agent:

ABS Consultant Pvt. Ltd.
99, Stephen House, 6th Floor, 4,
B.B.D.Bag. (East) Kolkata-700001 (W.B.)
Phone: 033-22301043, Fax: 033-22430153
E-mail: absconsultant@vsnl.net

Reg. Office & Works:

E-521, Sitapura Industrial Area, Jaipur-302022 (Raj.)
Phone: +91-141-2770315, Fax: +91-141-2770509
E-mail: unique@uniqueorganics.com

NOTICE OF THE 27th ANNUAL GENERAL MEETING - 2019

Notice is hereby given that Twenty Seventh Annual General Meeting of the members of Unique Organics Limited [CIN: L24119RJ1993PLC007148] will be held on Friday 27th September, 2019 at 11:30 a.m. at the registered office of the company, at E-521, Sitapura Industrial Area, Tonk Road, Jaipur-302022, Rajasthan (*Location Map enclosed at the end*) to transact the following business:

ORDINARY BUSINESS :

1. To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors ('the Board') and auditors thereon.
2. To appoint a director in place of Mrs. Vinita Mishra (DIN: 00207464) who retires by rotation and being eligible offers herself for re-appointment.

SPECIAL BUSINESS :
Item No. 3

To consider and if thought fit, to pass with or without modification(s), the following resolutions as Special Resolution:

APPOINTMENT OF MRS. NISHA SHARMA AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A TERM OF FIVE YEARS.

"RESOLVED THAT pursuant to the provisions of section 149 and any other applicable provisions of the companies Act 2013 and the companies (Appointment and Qualification of Directors) Rules, 2014 read with schedule IV to the companies Act 2013, consent of the members of the Company be and is hereby accorded for appointment of Mrs. Nisha sharma (DIN: 08545464) Independent Director of the company for a term of five years"

Item No. 4

To consider and if thought fit, to pass with or without modification(s), the following resolutions as Special Resolution:

RE-APPOINTMENT OF MR. SANJAY SHARMA, INDEPENDENT DIRECTOR OF THE COMPANY FOR AN ANOTHER TERM OF FIVE YEARS.

"RESOLVED THAT pursuant to the provisions of section 149 and any other applicable provisions of the companies Act 2013 and the companies (Appointment and Qualification of Directors) Rules, 2014 read with schedule IV to the companies Act 2013, consent of the members of the Company be and is hereby accorded for re-appointment of Mr. Sanjay sharma (DIN: 06860402) Independent Director of the company for a another term of five years"

Item No. 5

Adoption of new set of Articles of Association of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014, including any statutory modification or re-enactment thereof, for the time being in force, the consent of the members be and is hereby accorded for adoption of new set of Articles of Association in substitution for and to the entire exclusion of the existing Articles of Association of the Company."

"RESOLVED FURTHER THAT the any of Director of the Company and company secretary of the company be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, to settle any questions, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other authority arising from or incidental to the said amendment without requiring the Board to secure any further consent or approval

of the members of the Company"

Item No. 6

Alteration of the Object Clause & Liability Clause of the Memorandum of Association of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolutions as Special Resolution:

"RESOLVED THAT pursuant to the provisions of section 4 & 13 and other applicable provisions, if any of the Companies Act, 2013 read with Companies (Incorporation) Rules 2014, including any statutory modifications or re-enactment thereof, for the time being in force and subject to the necessary approval of the central government or any other statutory authority(ies) , if any required in this behalf, the consent of the members be and is hereby accorded for effecting the following alterations in the existing clause(a) of the memorandum of association (the MOA) of the company by substitution /deletion of certain clauses in the following manner:-

- I. Sub-heading III(A) "THE MAIN OBJECT TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE" be substituted by the new sub-heading "THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE " with existing objects appearing under sub clauses 1 and 2 and addition of new sub-clauses 3, 4, and 5 under sub-heading III(A) of memorandum of Association as under:-
3. To manufacture and deal in all kinds of livestock, poultry and fish feeds, feed concentrates, feed additives, mineral mixture, vitamins, De-oiled cakes, feed supplement, organic feeds , minerals, spices and other organics products, veterinary medicines , biological and products of the like for the use in livestock development.
4. To manufacture, process, prepare, preserve, refine, bottle, buy, sell and deal whether as wholesaler or retailers or as exporters or importers or as Principals or agents or as keepers or dealers in all kinds of milk products, including Milk Curd, Cheese, Butter, Ghee, Ice creams, Baby foods, Instant foods and any by-products or co-products thereof and to carry on the business and setting up of Dairy Farms, Milk Processing Plants, Food Processing Plants, Cold Storage Plants, Research laboratories, Packing units, Bottling Plants and to manufacture and deal in all kinds and varieties of foods for human or animal consumption.
5. To carry on the business of Manufacturers, Millers, Grinders, Rollers, Processors, Tankers, Packers and Preserves, and dealers of all foods from agriculture products, Dairy products, Horticulture and Poultry products, Fruits, Vegetables, Flowers, Meats, Processed meat scanned and tinned and processed foods, fast foods, processed fish and sea foods, frozen foods, Potential foods, health and instant foods of all kinds, including baby and dietic foods, cereals, beverages, restoratives and aerated mineral waters and food stuffs and consumable provisions and to extract by-products, derivatives food preparations of every kind and description.
- II. Sub-heading III(B) "OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENTS OF THE MAIN OBJECTS ARE" be substituted by the new sub-heading " MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) " with existing objects appearing under sub-clauses 1 to 46 thereof.
- III. Under sub-clause 4, 14, 21, 22, 39 and 40 of the new sub-heading "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A)" the words "the companies Act 1956" be substituted with the words "the companies Act 2013" ("Act")
- IV. The existing Clause III (C) comprising sub-clauses 1 to 35 be

and is hereby deleted permanently.

V. Clause IV of the memorandum of Association be and is hereby altered and substituted with the following new clause IV:

IV. The liability of members is Limited and this liability is limited to the amount unpaid, if any, on shares held by them.

“RESOLVED FURTHER THAT the Board of Directors of the company and company secretary of the company be and is hereby authorized on behalf of the company to do all such acts, deeds, matters, and things, as it may in its absolute discretion, deem necessary, to settle any questions, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other authority arising from or incidental to the said amendment without requiring the Board to secure any further consent or approval of the members of the Company.”

By Order of the Board

For Unique Organics Limited

Regd. Office:

E-521, Sitapura Industrial Area,
Sitapura, Tonk Road, Jaipur-302022 (Raj.)
Date: 26.08.2019

Ramavtar Jangid
Company Secretary

EXPLANATORY STATEMENT THE STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

In respect of Item No - 3.

Pursuant to the provisions of section 149 of companies Act 2013 and rules made thereunder and schedule IV of the companies Act 2013, and SEBI (Listing Obligation and Disclosures Requirements) Regulation 2013 Company needs to appoint independent Director. Now Company wants to appoint Mrs. Nisha Sharma as an independent director in the Board of the company so that Company gets the benefits of her experience and protect the interest of investors and all other stockholders.

In respect of Item No - 4.

Pursuant to the provisions of section 149(10) of the companies act 2013 and rules made thereunder Mr. Sanjay Sharma, Independent director of the company is completed his first term of five years and now company wants to re-appoint him for a another term of five years to fulfill the statutory requirements in respect of independent director in the board of the company.

As per the provisions of the companies' act 2013, re-appointment of independent director for second term required consent of members via special resolution in their meeting. The company decide to pass such resolution in its 27th Annual General Meeting.

In respect of Item No - 5

In order to bring the Articles of Association in conformity with the Companies Act, 2013 and other relevant insertions/ amendments / deletions, it is prudent to adopt a new Articles of Association since number of alterations required in existing Articles of Association are voluminous. Hence, it is considered desirable to adopt new set of Articles of Association in substitution of and to the exclusion of existing AOA.

Salient changes in the new draft AOA of the Company inter-alia include the following:

- Incorporation of references of new provisions/sections of the Act.
- Incorporation of provisions relating to allotment of shares otherwise than for cash, Buy Back of shares, Dematerialization of Securities, Independent Directors, Postal Ballot, Voting through electronic means etc.
- Amendment in the articles related to transfer/ transmission/

forfeiture of securities as per the provisions the Act.

- The Company may appoint fifteen (15) directors on its Board and any increase beyond this limit will require approval of shareholders in line with the Act.
- The Act has defined the term Key Managerial Personnel, the same is proposed to be incorporated.
- Incorporation of provision for the participation of the Directors in meetings in person or through video conferencing or other audiovisual means as permitted in the Act.
- Provisions related to joint holders inserted/ defined at single place.
- Deletion of Articles which are now irrelevant i.e. preliminary expenses for incorporation of Company, first auditors be appointed, appointment of auditors annually etc. and deletion of entire Part II of the existing Articles, the consent of the respective investor has been obtained.

The existing and new draft Articles of Association to be adopted has been placed on the website of the Company www.uniqueorganics.com and is available for inspection by the members at the Registered Office of the Company during 11.00 a.m. to 1.00 p.m. on all working days, up to the date of Annual General Meeting. In order to adopt this new set of Article of Association, the approval of members is required by way of Special Resolution. Hence, the Board recommends the Special Resolution as set out at Item No. 5. of the Notice for your approval. None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any.

In respect of the Item No -6

In the light of the relevant provisions of the Companies Act, 2013, the object clause of a company is required to state the objects for which the company is incorporated, and matter(s) considered necessary in furtherance thereof. Hence, the Board of Directors at their meeting held on 07, August 2019, subject to necessary approval of the members of the company, decided to amend the object clause of Memorandum of Association ("MOA") of the company to the extent relevant, so as to align the same with the requirement of the Companies Act, 2013. Accordingly, under the proposed amendment in object clause, it is, inter-alia, includes to rename the sub heading III(A) and III(B), deletion of sub heading III(C) and entire clauses thereunder. It is also proposed to replace the liability clause of the Memorandum of Association of the Company by substituting the same with existing Clause IV to re-word the same appropriately and make it in line with the requirements of the Companies Act, 2013. The liability clause of the MOA is being replaced to clarify that the liability of members is Limited and this liability is limited to the amount unpaid, if any, on the shares held by them. The existing and proposed draft Memorandum of Association has been placed on the website of the Company www.uniqueorganics.com and is available for inspection by the members at the Registered Office of the Company during 11.00 a.m. to 1.00 p.m. on all working days, upto date of Annual General Meeting. For the proposed aforesaid amendments in the Memorandum of Association, the approval of members is required by way of Special Resolution. Hence, the Board recommends the Special Resolution as set out at Item No. 6 of the Notice for your approval. None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any.

By Order of the Board
For Unique Organics Limited

Regd. Office:

E-521, Sitapura Industrial Area,
Sitapura, Tonk Road, Jaipur-302022 (Raj.)
Date: 26.08.2019

Ramavtar Jangid
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 scheduled time of meeting.
2. The Register of members and share transfer books of the company will remain closed from 21.09.2019 to 27.09.2019 (inclusive both days).
3. Statement as required under Section 102 of the Companies Act, 2013 in respect of special business is annexed hereto.
4. The members are requested to notify promptly change of their registered addresses, if any, and register their e-mail address and changes therein, if any at the registered office of the company or directly to the Share Transfer Agent M/s ABS Consultant Pvt. Ltd., Kolkata.
5. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares for ease of portfolio management. Members can contact the Company or RTA- ABS Consultant Private Limited for assistance in this regard
6. Members whose shareholding is in electronic mode are requested to direct change of address notifications and updates of bank account details to their respective depository participant(s). We urge the members to utilize the Electronic Clearing System (ECS) for receiving dividends
7. To support the 'Green Initiative' the Members who have not registered their e-mail addresses are requested to register the same with RTA/Depositories.
8. Shareholders are requested to bring their copies of Annual Report to the meeting.
9. Members are requested to fill in the attendance slip for attending the meeting and those who hold the shares in dematerialized form to bring their client ID and depository participant ID number for identification for attendance at the meeting.
10. Corporate members intending to send their authorized representative to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting along with proper ID's.
11. Members are requested to send their queries, if any, at least 10 days in advance of the meeting so that the information can be made available at the meeting.
12. Brief resume including experience, other directorship and committee membership of the persons proposed for re-appointment as Director, is given in Statement pursuant to Section 102(1) of the Companies Act, 2013 in this Report.
13. Route-map of the AGM venue, pursuant to the Secretarial Standard on General Meetings, is also annexed at the end of the report.
14. All documents referred to in the accompanying Notice with Explanatory Statement and Statutory Register, Financial Statements as per the provisions of the Companies Act, will be available for inspection by the members at the registered office of the Company during 10:00 AM to 12:00 Noon on all working days up to the date of Annual General Meeting.
15. Brief Resume of Directors seeking appointment and Re-appointment at the 27th Annual General Meeting.
[Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015]

Name of Director	Sanjay Sharma	Nisha Sharma
DIN	06860402	08545464
Date of Birth	21/04/1967	11/09/1976
Qualification	Graduation	Post- graduation (M.A, M - COM, L.L.B.)
Expertise in specific professional areas	More than 20 years' Experience in import - export business	Expertise in the field of Education, Research, Business policy developments, Legal areas.
List of Companies in which directorship held	NIL	NIL
Chairman/member of board or committee of any other company	NIL	NIL
No. of shares held in the company as on 31 st march 2019	NIL	NIL
Relationship between Directors inter se	No relation exists	No relation exists
Date of first appointment in the board.	07/05/2014	
Date of Re-appointment		

16. Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be considered at the 27th Annual General Meeting 2019 by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The process and manner for remote e-voting are as under:
The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:
Step 1 : Log in to NSDL's e-voting system at <https://www.evoting.nsdl.com/>
Step 2 : Cast your vote electronically on NSDL's e voting system.
Step 1
How to log in to the NSDL e-voting website
1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the homepage of the e-voting system is launched,

click on the icon, 'Login', available under 'Shareholders'.

3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services, i.e. IDEAS, you can log in at <https://eservices.nSDL.com/> with your existing IDEAS log-in details. Once you log in to NSDL e-services using your log-in credentials, click on 'e-Voting' and proceed to Step 2, i.e., cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares, i.e., Demat (NSDL or CDSL) or Physical	User ID
a) For members who hold shares in demat accounts with NSDL.	8-character DP ID followed by 8 -digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your User ID is IN300***12*****.
b) For members who hold shares in demat account with CDSL.	16-digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For members holding shares in physical form.	EVEN, followed by Folio Number registered with the company For example, if your EVEN is 101456, and Folio Number is 001***, then your User ID is 101456001***

5. Your password details are given below :

- a) If you are already registered for e-voting, then you can use your existing password to log in and cast your vote.
- b) If you are using the NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password', and change your password, as prompted by the system.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you by NSDL from your mailbox. Open the email and open the attachment (it will be a .pdf file). Open the file. The password to open the file is your 8-digit client ID for your NSDL account, or the last 8 digits of your CDSL client ID, or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you have not received the 'initial password', or are unable to retrieve it, or have forgotten your password :

- a) Click on the 'Forgot User Details / Password?' (for those holding shares in demat accounts with NSDL or CDSL) option available on www.evoting.nSDL.com.
- b) A 'Physical User Reset Password?' (for those holding shares in physical mode) option is also available on www.evoting.nSDL.com.
- c) If you are unable to get your password following the aforesaid options, you can send a request to evoting@nSDL.co.in mentioning your demat account number / folio number, your PAN, your name, and your

registered address.

7. After entering your password, agree to the terms and conditions by checking the box.
8. Next, click on the 'Login' button.
9. After you click on the 'Login' button, the homepage of e-voting will open.

Step 2

How to cast your vote electronically on the NSDL e-voting system

1. After successfully logging in following Step 1, you will be able to see the e-voting homepage. Click on 'e-Voting'. Then, click on 'Active Voting Cycles'.
2. Upon clicking on 'Active Voting Cycles', you will be able to see the 'EVEN' of all the companies in which you hold shares and whose voting cycles are in 'active' status.
3. Select the 'EVEN' of the company for which you wish to cast your vote.
4. Now you are on the voting page and ready for e-voting.
5. Cast your vote by selecting appropriate options, i.e., assent or dissent, verify / modify the number of shares for which you wish to cast your vote, and click on 'Submit'. Also click on 'Confirm' when prompted.
6. Upon confirmation, the message, 'Vote cast successfully', will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page. Please remember that you are not allowed to modify your vote once you confirm your vote on a resolution.

General guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to caravigupta813@gmail.com with a copy marked to evoting@nSDL.co.in.
2. It is strongly recommended that you do not to share your password with any other person and take utmost care to keep your password confidential. Log in to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details / Password?' or the 'Physical User Reset Password?' option available on www.evoting.nSDL.com, to reset the password.
3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for shareholders and the e-voting user manual for shareholders available in the download section of www.evoting.nSDL.com, or call on the toll-free no.: 1800-222-990, or contact Pallavi Mhatre, Assistant Manager, National Securities Depository Ltd., Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, at the designated email address: [pallavid@nSDL.co.in/](mailto:pallavid@nSDL.co.in) evoting@nSDL.co.in or at telephone no. +91 22 2499 4545 who will also address grievances connected with voting by electronic means.
4. The remote e-voting period commences on 24.09.2019 (9:00 am) and ends on 26.09.2019 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, at the close of the business hours on 20.09.2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

5. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice convening the AGM and up to the close of the business hours on 20.09.2019, may obtain his login ID and password by sending a request at evoting@nsdl.co.in.
6. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the relevant date i.e. 20.09.2019.
- V. Mr. Ravi Gupta, Chartered Accountant and Partner of M/s. Gourisaria Goyal & Co., Chartered Accountants, Jaipur, has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- VI. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper/ Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- VII. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting

in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- VIII. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.uniqueorganics.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

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

Regd. Office:
E-521, Sitapura Industrial Area,
Sitapura, Tonk Road, Jaipur-302022 (Raj.)
Date: 26.08.2019

Ramavtar Jangid
Company Secretary

BOARD OF DIRECTORS' REPORT

To,
The Members of
Unique Organics Limited

Your directors are pleased to present the Twenty Seventh Annual Report of the company together with the Audited Financial Statement for the year ended on 31st March, 2019, as follows:

FINANCIAL SUMMARY : (Rs. In Lakhs, except EPS)

Particulars	As at 31.03.2019	As at 31.03.2018
Revenue from operations	2894.61	3858.22
Other income	27.23	29.10
Total revenue	2921.84	3887.32
Expenses:		
(a) Cost of materials consumed	600.28	421.36
(b) Purchases of stock-in-trade	1457.86	2571.31
(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	43.53	215.53
(d) Employee benefits expense	123.47	72.78
(e) Finance costs	77.38	78.28
(f) Depreciation and amortisation expense	16.52	15.06
(g) Other expenses	542.55	488.61
Total expenses	2861.59	3862.93
Profit/ (loss) before exceptional items and tax	60.25	24.39
Exceptional items	-	-
Profit/ (loss) before tax	60.25	24.39
Tax expense		
(1) Current tax	11.59	1.69
(2) Deferred tax expense	(16.87)	(7.93)
Profit/(Loss) for the period	65.53	30.63
Profit (loss) from discontinued operations	-	-
Tax expenses of discontinued operations	-	-
Profit/ (loss) from discontinued operations (after tax)	-	-
Profit / (Loss) for period	65.53	30.63
other comprehensive income	(.97)	.30
Total Comprehensive Income for the period (XIII+XIV) (Comprising Profit (Loss) and other Comprehensive Income for the period)	64.56	30.93
Paid-up equity share capital (F.V. of Rs. 10/-)	595.30	595.30
Earnings per equity share (for discontinued and continuing operations)		
(a) Basic	1.10	.51
(b) Diluted	1.10	.51

STATEMENT OF COMPANY'S AFFAIRS / COMPANY'S WORKING:

Your company is engaged in the manufacturing of value-added ruminant feed and in the business of agricultural commodities. During the year under review, the export activities of the company were focused on Animal Feed Ingredients and Spices. The markets for products like Maize, Soybean Meal, and grains continue to be highly fluctuating and the export of oil meals has declined considerably during the year. Your company has identified the scope for Organic Feed Ingredients, and has been focusing on their export. Further, your company is working to identify more of such demand and value-added products for the domestic market, and is optimistic of developing a good market base.

The manufacturing facilities of your company were fully utilized during the year, for feed production, along with production of innovative feed supplements, under the brand . Your company also started contract manufacturing of Cattle Feed, mineral mixtures and other feed supplements, for the prominent Dairy industry and milk producing companies in India.

By making the best possible use of the available resources during the year, your company has improved its profit to Rs. 65.53 Lakhs, in comparison to the previous financial year's profit which was Rs. 30.93 Lakhs.

Your company is moving ahead with a positive outlook, and is hopeful of continued improved performance in the coming years.

DIVIDEND:

No dividend is recommended for the financial year 2018-19.

RESERVES:

No amount transferred to the general reserve during the year 2018-19.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

During the year under review no loans or guarantees given or investment made, covered under Section 186 of the Companies Act, 2013. For details about past transactions, please refer relevant notes to the financial statement provided in this Annual Report.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES:

Particulars of contracts or arrangements with related parties referred to in Section 188 of the Companies Act, 2013, in the prescribed form AOC-2, and is appended as Annexure 1 to the Board's Report.

DEPOSITS:

The company has not invited/accepted any public deposit whether covered under Chapter V of the Companies Act, 2013 or not and, as such, no amount of principal or interest remained unpaid or unclaimed as at the Balance Sheet date.

QUALIFICATIONS, RESERVATION OR ADVERSE REMARK IN AUDIT REPORTS:

There is no adverse remark or qualification or any disclaimer remark against the Company by

- The statutory auditor in its audit report; and
- The company secretary in practice in its secretarial audit report.

REPORTING OF FRAUDS BY AUDITORS:

During the year under review, neither the statutory auditors nor the secretarial auditor has reported to the audit committee, under Section 143 (12) of the Companies Act, 2013, any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the Board's report.

CHANGE IN THE NATURE OF BUSINESS:

There is no change in the Nature of Business of the Company from

last year. The main activity of the company is the export of Agri commodities, spices, animal feed meals, manufacture and sale of range of cattle feed products in its own brand name of "ROHINI".

EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS:

There are no such changes/ commitments/events or material changes occurred affecting the financial position of the Company between the end of the financial year (i.e. 31.03.2019) and the date of this report.

SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS:

The Company has not received any significant/ material orders from the statutory or regulatory bodies/ courts/ tribunals impacting the going concern status and company's operations in future.

DETAILS OF SUBSIDIARY/ JOINT VENTURES/ ASSOCIATE COMPANIES:

The Company no subsidiary, joint venture or associate company during the year under review.

DETAILS OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS:

Your Company is both ethically and professionally managed. It has developed an internal structure with proper hierarchy, delegation of authority and ethical values so that assets are safeguarded and the transactions are properly authorized at various stages and then recorded. With reference to the financial statements, the Company has a continuous monitoring mechanism through Audit Committee, Internal Audit and multistage checking of vouchers and documents which enables the organization to maintain with the same standard of the financial control systems and helps them in managing any default on timely basis because of strong reporting mechanism followed by the company. The Internal Audit System of the company helps to bring out a systematic and disciplined approach to evaluate and improve the effectiveness of internal financial control.

LISTING OF SHARES:

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

CORPORATE GOVERNANCE:

Your company has proactively been following the best practices adopted by good corporates in India. The Corporate Governance required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, forms a part of this report. Independent Auditors Certificate on Corporate Governance is attached as Annexure 2 and forms a part of this report.

All board members and senior management have affirmed compliance with Code of Conduct under Clause 49/ SEBI (LODR) Regulations, 2015, Companies Act, 2013 and Code of Conduct on SEBI (PIT) Regulations, 2015 on annual basis.

BOARD MEETINGS:

The Board of Directors met 6 (Six) times during the financial year 2018-19 on 29.05.2018, 24.07.2018, 21.08.2018, 13.11.2018, 04.02.2019, 28.03.2019. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013 read with rules thereunder and Listing Agreement/ SEBI (LODR) Regulations, 2015.

COMMITTEES OF DIRECTORS:

The Board has six committees: Audit Committee, Nomination & Remuneration Committee, Corporate Social Responsibility Committee, Stakeholders Relationship Committee, Share Transfer Committee and Internal Complaint Committee. All committees are formed as per prevailing laws and have proper combinations of independent and non-independent directors in composition.

A detailed note on the Board and its committees is provided under the

Corporate Governance Report section in this Annual Report.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION:

Company has constituted Nomination and Remuneration Committee (Details of which is part of Corporate Governance Report in this Annual Report) and adopted Nomination and Remuneration Policy formulated in compliance with Section 178 of the Companies Act, 2013 read with rules thereunder and SEBI (LODR) Regulations, 2015. The full text of said policy is available on Company's website on below web-link: <http://www.uniqueorganics.com>

Salient features of the policy regarding criteria for determining qualifications, criteria of Making Payments to Directors, independence of directors and other matters are as under:

- The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his / her appointment, as per Company's Policy.
- Remuneration/ Commission etc. to be paid to Managing Director / Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013, Schedule V of the Act and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.
- The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013 read with rules thereunder and provisions of SEBI (LODR) Regulations, 2015. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors and members from time to time.
- The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay reflecting their short term and long term performance and working, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.
- An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.
- An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of an ordinary resolution by the Company and disclosure of such appointment in the Board's report.
- The Committee may recommend with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the Companies Act, 2013, rules and regulations and the policy of the Company.
- There has been no change in the remuneration policy during the financial year.

PARTICULARS OF EMPLOYEES:

Particulars of employees in accordance with the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is appended in Annexure 3 to the Board's Report.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMAN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013.

Company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company has in place an Anti-Sexual Harassment Policy

in line with the requirements of the Sexual Harassment of Woman at the workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaint Committee (ICC) has been setup to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

No complaint pertaining to sexual harassment at workplace, was received during the year under review.

DIRECTORS:

a) Changes in Directors and Key Managerial Personnel

- There were no changes in Directors and key managerial personnel during the year under review.

b) Declaration by an Independent Director(s)

- Company received declarations from its independent directors, Shri Sanjay Sharma and Shri Himanshu Chodhary under sub section (7) of section 149 of the Companies Act, 2013 confirming that they meet the criteria as laid down in Section 149(6) of the Companies Act, 2013 read with rules thereunder and provisions of SEBI (LODR) Regulations, 2015.

c) Performance Evaluation of Board and re-appointment

The company has developed and implemented a policy for formal annual evaluation. The Committee/Board shall evaluate the performance of Board, its Committees, and its individual directors including Chairman/Managing Director and Independent Directors of the Company with reference to the authority under the Policies of the Company framed in accordance with the relevant provisions of Companies Act, 2013 read with rules thereunder, Listing Agreement and based on their functions and the criteria for the evaluation of the performance as prescribed in the policy. Evaluation of Independent Directors shall be carried on by the entire Board in the same way as it is done for the Executive Directors/Non-Independent Directors of the Company except the Director getting evaluated keeping in view the inputs provided by Nomination & Remuneration Committee. The Policy on Annual Performance Evaluation of the Board, its Committee's and individual directors is appended as Annexure 4 to this report and also available on Company's website at below web-link: <http://www.uniqueorganics.com>

Mrs. Vinita Mishra, Non-Executive 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. The Board recommends her re-appointment.

d) Familiarization Program for Directors:

The newly independent directors inducted in to the Board, generally attends an orientation programs at his convenient time. The details are provided in Corporate Governance Report.

- e) Re-appointment of independent director:-** the term of Mr. Sanjay sharma, independent director of the company is expired and to maintain optimum board combination accordance with the requirements of companies act 2013, and SEBI (Listing Obligation and Disclosures Requirements) Regulation 2015, company needs to appoint independent director. Company received proposal from Mr. Sanjay sharma for re-appointment of independent director for another term of five years. The nomination and remuneration committee consider the proposal and find the candidature of Mr. Sanjay Sharma appropriate for the position of independent director.

DIRECTORS RESPONSIBILITY STATEMENT :

Pursuant to provisions of clause (c) of sub-section (3) of section 134 of the Companies Act, 2013, your directors hereby state that:

- a) in the preparation of the annual accounts, the applicable

accounting standards have been followed along with proper explanation relating to material departures;

- b) the directors had selected such accounting policies and applied them consistently and made judgments 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 the year ended on that date;
- c) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the directors have prepared the annual accounts on a going concern basis; and
- e) The directors, laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and are operating effectively.
- f) The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

STATUTORY AUDITORS :

M/s A.K. Meharia & Associates, Chartered Accountants, Kolkata, were appointed as Statutory Auditors of your Company at the Annual General Meeting held on 18th August, 2015 for a term of five consecutive years (F.Y. 2015-16 to F.Y. 2019-20). As per the provisions of Section 139 of the Companies Act, 2013, the appointment of Auditors was required to be ratified by Members at every Annual General Meeting. However in accordance with Companies Amendment Act., 2017, enforced on 7th May, 2018, by the Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified by every general meeting.

SECRETARIAL AUDITOR AND REPORT :

M/s Ruchi Jain & Associates, Company Secretaries, B-37, Ahinsha Marg, Jai Jawan Colony-I, Tonk Road, Jaipur (Raj.) was appointed as Secretarial Auditor to conduct the secretarial audit of the company for the financial year 2018-19, as required under Section 204 of the Companies Act, 2013 and Rules thereunder. The secretarial audit report for the financial year 2018-19 forms part of the Report as an Annexure 5.

COST AUDITORS :

Provisions of cost audit is not applicable on your company. Accordingly your company is not required to conduct the cost audit for the financial year ended March 31, 2019.

AUDIT COMMITTEE :

In compliance of the provisions of Section 177 of the Companies Act, 2013 read with Rules thereunder and Regulation 18 of the SEBI (LODR) Regulations, 2015, company has an audit committee comprising Shri J.P. Kanodia, Managing Director as Chairman of the Committee, Shri Sanjay Sharma & Shri. Himanshu Chodhary, independent directors as members of the Committee. The Committee functions with the powers and responsibilities as specified in the Companies Act, 2013 read with rules thereunder, Regulation 18 of the SEBI (LODR) Regulations, 2015 and other applicable law, if any.

VIGIL MECHANISM / WHISTLE BLOWER POLICY :

In compliance of the provisions of Section 177 of the Companies Act, 2013 and Regulation 22 of the SEBI (LODR) Regulations, 2015, Company has established a Vigil Mechanism (Whistle Blower policy) and formulated a Policy in order to provide a framework to the directors and employees of the company a responsible and secure whistle blowing/ vigil mechanism to report genuine concerns to the Chairman of the Audit Committee. And that Company hereby affirms that no personnel have been denied access to the audit committee. More details about the policy and procedure are stated in Corporate

Governance Report forming part of this Annual Report.

RISK MANAGEMENT POLICY/PLAN :

The Company has developed and established a risk management policy/ Plan for the Company which sets out a framework for identification of elements of Risk, if any which in the opinion of the Board may threaten the existence of the Company and has devised a proper system of risk management and internal compliance and control through its Board, Audit Committee, KMP's and other Senior personnel of the Company.

SHARE CAPITAL :

There was no change in the Share Capital during the year under review as under:

a) Issue of equity shares with differential rights

The company didn't issue any equity shares with differential rights or other securities during the year under review.

b) Issue of sweat equity shares

The company didn't issue any Sweat equity shares during the year under review.

c) Issue of employee stock options

The company didn't issue any ESOP during the year under review.

d) Provision of money by company for purchase of its own shares by employees or by trustees for the benefit of employees

Company didn't make any Scheme or Provision of money for purchase of its own shares by employees or by trustees for the benefit of employees during the year under review.

CORPORATE SOCIAL RESPONSIBILITY (CSR):

Company has constituted the Corporate Social Responsibility (CSR) Committee of Directors in accordance with the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility) Rules, 2014.

The brief outline of the CSR Policy, including overview of the programs/ activities undertaken/ to be undertaken, the composition of the CSR Committee etc are available at below web-link: <http://www.uniqueorganics.com>

Regarding the applicability of CSR provisions on Company for the F.Y. 2018-19. As per amended Sec. 135 of the Co. Act, 2013 and rules thereunder, Company is not coming under purview of CSR laws and not liable to spend any amount on CSR activities for the F.Y. 2018-19.

Although has unspent amount for previous year against which, Company has spent partial amount on CSR activities, the same have been disclosed in Annexure 6 to this Report.

ANNUAL RETURN:

In accordance with Section 134(3)(a) of the Companies Act, 2013, the web address where annual return referred to in sub-section (3) of section 92 has been placed is as under: <http://uniqueorganics.com>

DISCLOSURE ON MAINTENANCE OF COST RECORDS:

Maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, is not applicable on Company, accordingly such accounts and records are not made and maintained.

PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO:

Energy cost constituted a small proportion of the total cost and there is not much scope for energy conservation. Pursuant to section 134 of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014, the requisite particulars are furnished at Annexure 7 given hereto forming part of this Report.

Foreign exchange earnings and outgo are furnished as under:

FOREIGN EXCHANGE EARNINGS & OUTGO: (Rs. In Lakhs)

Particulars	2018-19	2017-18
Foreign Exchange Earnings: Export Sales (FOB)	1823.96	1483.88
Foreign Exchange Outgo: Brokerage, claims & Deductions Expenses	21.90	16.37
CIF Value of Imports	NIL	461.35

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 (RTA) for transfer of shares both in demat and in physical form.

MANAGEMENT DISCUSSION & ANALYSIS:

Your directors are glad to present below the management discussion and analysis for the year 2018-19:

Industry structure and developments:

The FY19 has also witnessed overall depression in the Feed industry, in India as well as overseas. Export of Oil meals, which accounts for the majority of exports of your company, has seen an overall negative trend during the year.

In FY20, however, an increase in exports growth is expected given the robust global demand, liberalized policies, and government incentives. In December 2018, the Agriculture Export Policy, 2018, which aims to almost double the country's agricultural exports to US\$ 60 billion by 2022, was approved by the Government of India.

Further, the Paramparagat Krishi Vikas Yojana (PKVY) launched by the Central Government, is aimed at motivating farmers to take up Organic farming, and making available chemical free inputs to them. This bodes well for your company, as it drives its focus towards the demand and export potential of Organic products. Your company is already having a market presence in Organic Feed, in countries like the US, Canada, UK and the European Union.

The management of your company has been continuously working and endeavouring towards identifying and selecting such new products and markets. It anticipates a good volume of business in the year ahead.

Opportunities:

The foremost advantage of your company is its 26 years of rich experience in the agricultural field. Your company has been exporting agricultural commodities right since its inception, and this has forged a sense of trust and reliance among its customers. The management policies are aimed at satisfying the requirements of the present customers, while also adding new products and markets, such as the Organic sphere. Now that the company has ventured into manufacturing of Cattle Feed and related health supplements under its own brand, it aims to tap the domestic market and its current business is already reflective of good prospects.

Indian Cattle Feed industry is seen to have a high growth potential, given the country's top position among the world nations in respect of livestock population. Compounded Cattle Feed products, particularly the branded ones, are fast gaining popularity in India, including the rural areas.

The monsoon this year has seen its share of highs and lows. After a weak start in June, the mid-monsoon months have made up sufficiently with continuous above average rainfall. Given the industry in which your company operates, the monsoon factor is the one that cannot be ignored.

Looking into everything above, your company is hopeful of positive

outcomes in its exports as well as on the domestic front.

Threats:

Being in the agriculture sector, your company is exposed to various unpredictable and inevitable circumstances, that have the capacity to affect the industry and the business as a whole. These factors mainly include:

- Monsoons scenario
- Government policies for Exports and other Fiscal policies
- Price and exchange rate volatility
- Demand and supply movements in the local and global markets
- Changing purchasing patterns across the globe

Your company's performance has to be viewed in context of the aforesaid economic and market conditions.

Segment-wise performance:

a) Feed Products:

The major products of your company exported in the Animal Feed segment include oil meals and grains. The main markets for these products include South East Asia, US, Canada, UK and the European Union. The company has been able to identify various other key products and buyers through intensive research and marketing. Though, the Indian origin agriculture products continued to remain relatively less competitive in the global sphere, the segment's performance is expected to improve in FY20.

Your company has started operations in the domestic segment by utilizing its manufacturing facilities for the purpose of production of cattle feed and ruminant related feed supplements, under the brand . The company is planning to leverage the presence of its dealers' network in Rajasthan and other states, and is optimistic of good performance in the ensuing year.

b) Spices /Food:

Spices continue to be a significant product category of your company. The FY19 was good in terms of spices, just like the previous year. Your company is engaged in the trading and export of major Indian spices.

Outlook:

A business environment is a combination of risks and opportunities. Macro environmental factors specific to an industry cannot be avoided in a liberalized market. Taking this into account, your company has conducted thorough market research and trend analysis, forecasting such risks and will take proactive steps to reduce the impact of such risks.

FY 2019-20 is observed to be a favourable year, with the potential of increase in trade in exports as well as in domestic business. Your company is consistently making efforts to add new products and markets in its portfolio, both at the domestic and the international levels. This will be made possible through its strong focus on the Organic range of products and their business potential overseas, and the demand for its manufactured products, like Rohini Compound Cattle Feed and Feed Supplements, at the domestic level.

Given that a new sphere of business poses a new share of risks, the company plans to operate prudently and wisely, so as to be profitable in its business endeavours. The Internal Audit Control and Risk Management Policies are constantly reviewed and modified as per the changing market conditions.

Risks and concerns:

In the normal course of business, your company is exposed to different forms and levels of risks. For instance, price fluctuations of the commodities at the national and international levels, currency fluctuations, fiscal and legal

implications, etc. Due to liquidity concerns in the market, the threat of defaults by customers remains a constant risk. Your company is making efforts to avoid such circumstances and incurring losses, by thoroughly scrutinising buyer credentials, and availing trade insurance policies.

To ensure that the risks are efficiently, effectively and promptly answered, your company has prepared a Risk Management Policy, which lays down standards of identifying potential threats and their likelihood of occurrence. It also involves periodic review of the company's operations, so that proper preventive action can be taken in time, and the effect of such risks and concerns, duly minimized.

Internal Control System and their adequacy:

Your organization is driven by morals and believes in doing business based on professionalism. For dealing with the complexities of developing business, your organization has made internal frameworks which assist in finishing the tasks, in professional way. All representatives of the organization have pre-specified roles to perform that are reviewed and monitored regularly. An Internal Audit Control system has been designed which assesses and enhance the viability of risk management and good governance. This helps in ensuring that the work is done against the set standards thus enhancing the organizational performance and providing competitive advantage by eliminating avoidable costs.

Financial and Operational Performance:

Total revenue of the Company from operational and other income decreased in the year from Rs. 3887.32 lakh to Rs. 2921.84 lakh, a decrease of 24.84% in total revenue as compared to previous financial year. For the financial year ended 31st March 2019, Company earned a net profit of Rs. 65.53 lakh as compared to a net profit of Rs. 30.93 lakhs in previous financial year. Company also achieved an increased positive EPS of Rs. 1.10 as compared to .51 per equity share in the previous year.

Human Resources:

With a belief that employees are the assets of the company, your company is committed for proper utilization of its human resources with an aim to achieve professional excellence and sustainable mutual growth. As on 31st March, 2019, Company has 38 Employees on its roll.

Cautionary Statement:

Statements made in "Management Discussion & Analysis" describing projections, company's objectives and planning may be somewhat forward looking within the meaning of applicable laws and regulations. The Actual results might differ depending upon prevailing trends, international business scenario, government policies, demand and availability of products and government support by means of direct or indirect assistance for export of products from time to time

Acknowledgement:

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 for 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 director's wish to place on record their sincere thanks and appreciation.

For & on behalf of the Board of Directors

Place : Jaipur
Date : 26.08.2019

J.P. Kanodia
Managing Director
DIN: 00207554

ANNEXURES TO THE BOARD OF DIRECTOR'S REPORT

Annexure 1 - Particulars of contracts / Arrangements made with related parties

FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

Sr.No.	Particulars	Details
1.	Name of the Related Party	There were no Transactions or Arrangements which were not at arms length basis.
2.	Nature of Relationship	
3.	Nature of contract / arrangement / transaction	
4.	Duration of contract / arrangement / transaction	
5.	Salient terms of the contract or arrangement or Transaction	
6.	Justification for entering into such contracts or arrangements or Transaction	
7.	Date of approval by the Board, if any	
8.	Amount of transaction during the year	
9.	Amount paid as advances if any	
10	Date on which the resolution was passed in General Meeting as required under first proviso to section 188	

2. Details of contracts or arrangements or transactions at Arm's length basis

Sr. No.	Particulars	Details
1.	Name of the Related Party	There were no contracts or arrangements or transactions entered into during the year ended March 31, 2019, which were at Arm's length basis.
2.	Nature of Relationship	
3.	Nature of contract / arrangement / transaction	
4.	Duration of contract / arrangement / transaction	
5.	Salient terms of the contract or arrangement or Transaction	
6.	Justification for entering into such contracts or arrangements or Transaction	
7.	Date of approval by the Board, if any	
8.	Amount of transaction during the year	
9.	Amount paid as advances if any	
10	Date on which the resolution was passed in General Meeting as required under first proviso to section 188	

There were no contracts or arrangements or transactions entered into during the year ended March 31, 2019, which were at Arm's length basis.

For & on behalf of the Board of Directors

Place : Jaipur
Date : 26.08.2019

J.P. Kanodia
Managing Director
DIN: 00207554

Annexure 2 - Independent Auditors Certificate on Corporate Governance

Under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

To,

The Members of Unique Organics Limited, Jaipur

We, A.K. Meharia & Associates, Chartered Accountants, the Statutory Auditors of Unique Organics Limited ("the Company"), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on 31st March, 2019, as stipulated in clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the Listing Regulations).

Managements' Responsibility

The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of Internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

Auditor's Responsibility

Our examination is limited to examining the procedures and implementations thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, during the year ended 31st March, 2019.

We 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.

For **A.K. Meharia & Associates**
Chartered Accountants
(FRN. 324666E)

Place : Kolkata
Date : 28.05.2019

A.K. Meharia
(Partner)
Membership No. 053918

Annexure 3 - Disclosure on remuneration pursuant to Section 197 of the Companies Act, 2013 read with Rule 5 (1) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, amended from time to time:

a) The information relating to managerial remuneration in terms of Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are detailed as under: -

(i) The ratio of the remuneration of Whole Time Director (Managing Director) of the Company to the median remuneration of the employees of the Company for the financial year 2018-19:

Ratio of the remuneration of Whole Time Director of the Company to the median remuneration of the employees of the Company is, Mr. J.P. Kanodia - Managing Director, ratio is 36.19:1 (1 denotes median salary).

Note - Information is only in respect of Whole Time (Executive) Directors, who are in contractual position with the Company as on 31st March 2018. Only one director Mr. J.P. Kanodia is Whole Time Director in the Company working in the capacity of Managing Director, rest all directors all non-executive and are not paid any remuneration except sitting fees. For the calculation of median remuneration of employees of the Company, total remuneration paid during the year was taken of the employees who were full time on roll in the financial year 2017-18, trainees, part-time and employees worked less than 6 months during the year were not considered for this calculation.

(ii) The percentage increase in remuneration of each Whole Time Director, Chief Financial Officer and the Company Secretary of the Company, during the financial year 2018-19, are as under;

Percentage increase in remuneration for Managing Director is 150%, for Chief Financial Officer is 5.95% and for Company Secretary is 25.52%.

(iii) The percentage increase in the median remuneration of

employees in the financial year;

Median remuneration of employees of the Company increased by 32.51% during the financial year 2018-19, as compared to the financial year 2017-18.

(iv) The number of permanent employees on the rolls of the Company;

The Company had 38 permanent employees on its rolls as on 31st March 2019 (excluding trainees).

(v) Average percentile increase already made in the salaries of employees of the Company other than its Managerial Personnel (viz. Whole Time Directors of the Company) during the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;

Average remuneration increase for Non Managerial Personnel of the Company during the financial year was 37.05% and the average remuneration increase for the Managerial Personnel of the Company was 150% Remuneration increases/decreases are dependent on the Company's profits and particular employee's performance individually and collectively.

(vi) Affirmation that the remuneration is as per the Remuneration Policy of the Company;

It is affirmed that all remuneration paid is as per the Remuneration Policy of the Company, which has been approved by the Nomination and the Remuneration Committee of the Company.

b) Information in terms of Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are detailed as under: -

(i) The names of the top ten employees in terms of remuneration drawn:

S. No.	Name of Employee	Designation	Remuneration Received	Nature of Employment	Qualifications and Experience	Date of commencement of employment	Age (Yrs)	Last Employment	Percentage of equity shares held	Whether relative of any director or manager
1	Harish Panwar	Chief Financial Officer	5,72,375.00	On Roll	M. Com. 11 Years	15.01.2007	39	Madhu Exports	0.00%	No
2	Aayushi Singh	General Manager	5,52,255.00	On Roll	C.S., MBA 5 Years	16.11.2013	29	Fresher	0.00%	No
3	Ramavtar Jangid	Company Secretary	4,44,750.00	On Roll	C.S., LL.B. 5 Years	06.11.2014	35	SLPPL, Jaipur	0.00%	No
4	Mahavir Prasad Sharma	Purchase Manager	3,84,325.00	On Roll	Sr. Sec. 13 Years	01.10.2006	49	Madhu Exports	0.00%	No
5	Chandan Singh	Production Manager	3,33,824.00	On Roll	Sr. Sec. 7 Years	01.09.2011	35	Fresher	0.00%	No
6	Abhishek Pareek	Marketing Sales	2,08,331.00	On Roll	B.com	01.10.2017	25	Unique Organics Ltd.	0.00%	No
7	Kishan Yadav	Plant Supervisor	1,96,919.00	On Roll	Matric 7 Years	01.05.2011	40	Unique Organics Ltd.	0.00%	No
8	Shri Ghanshyam Choudhary	Receptionist	1,86,075.00	On Roll	B.A	24.11.2018	25	Private Job	0.00%	No
9	Shri Mohammad Javed	Production Manager	1,81,802.00	On Roll	M.BA	01.12.2017	30	Private Job	0.00%	No
10	Shri Sourav Sharma	Marketing Sales	1,67,086.00	On Roll	M-Com	14.03.2018	26	Private Job	0.00%	No

- (ii) None of the employee was in receipt of remuneration for the year, in the aggregate, which was not less one crore and two lakh rupees:
- (iii) None of the employee employed for part of year that was in receipt of remuneration at a rate which, in the aggregate, was not less than eight lakh and fifty thousand rupees per month.

Notes:

- a) There was no employee throughout the year who was in receipt of remuneration in aggregate, in excess of managing director or whole-time director or manager.
- b) Mr. J.P. Kanodia, M.D. and Mrs. Madhu Kanodia, Director, are related party to each other and no other director is related to any director.

Annexure 4 - Policy for Evaluation of the Performance of the Board, Its Committees and Individual Directors

A. INTRODUCTION:

Unique Organics Limited (hereinafter referred to as "the Company") believes in conducting its affairs in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behavior, in consonance with the Company's Code of Conduct for its directors, KMP's and employees.

Therefore, the Company has made this policy to comply with various provisions under the clause 49 of the Listing Agreement entered into by the Company and BSE/ SEBI (LODR) Regulations, 2015 and also the formal annual evaluation made by the Board of Directors of its own performance (self-appraisals) and that of its committees and individual Directors as mentioned under the clause (p) of sub-section (3) of Section 134 of the Companies Act, 2013. The Nomination & Remuneration Committee shall evaluate the performance of the each Director as per subsection (2) of Section 178 and based on the functions of the Board of Directors as indicated under Schedule IV (as per section 149) annexed to the Companies Act, 2013 and the Rules made there under.

B. DEFINITIONS:

- 1) **"The Act"**: The Act shall mean The Companies Act, 2013;
- 2) **"The Company"**: The Company shall mean Unique Organics Limited.
- 3) **"The Director" or "the Board"**: The Director or the Board, in relation to the Company, shall mean and deemed to include the collective body of the Board of Directors of the Company including the Chairman of the Company.
- 4) **"The Independent Director"**: The Independent Director shall mean an Independent Director as defined under section 2 (47) to be read with section 149 (5) of the Act.
- 5) **"The Policy" or "this Policy"**: The policy or This Policy shall mean the Policy for Evaluation of performance of Board of Directors of the Company.
- 6) **"The Committee" or "this Committee"**: The Committee or This Committee shall mean the Nomination and Remuneration Committee of the Board of Directors formed under the provisions of Section 178 of Companies Act, 2013.

C. OBJECTIVE:

The Object of this policy is to formulate the procedures and also to prescribe and lay down the criteria to evaluate the performance of the entire Board, its Committee and individual director including independent directors of the Company.

D. PROCEDURE FOR PERFORMANCE EVALUATION:

The Committee shall evaluate the performance of each Board of Directors of the Company with reference to the authority

under the Nomination and Remuneration Policy of the Company framed in accordance with the provisions of section 178 of the Companies Act, 2013 and based on their functions and the criteria for the evaluation of the performance as prescribed in this policy.

Evaluation of Independent Director shall be carried on by the entire Board in the same way as it is done for the Executive Directors/Non-Independent Directors of the Company except the Director getting evaluated.

The evaluation of individual directors including Independent Directors shall be done by the Board as a whole keeping in view the inputs provided by Nomination & Remuneration Committee.

Based on the performance evaluation of each and every Director and the Chairman of the Company, the Committee shall provide the ratings based on each criteria. The detailed process of evaluation and ratings thereon are mentioned in the Policy.

To carry out performance evaluation of Board, its Committees and Directors, Rating system shall be followed from 1 to 10 points (1 being least effective and 10 being most effective) on the following criteria's:

Note: Rating 9.0 and above - excellent, between 7.5 to 8.9 - Very good, between 6.0 to 7.4 - Good, between 3.5 to 5.9 - Satisfactory and Less than 3.5 - Unsatisfactory.

E. CRITERIA FOR EVALUATION OF PERFORMANCE OF BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS:

E-1. For Board & its Committees:

S.N.	Criteria for evaluation of performance	Rating
1)	Composition of Board with respect to ratio of Independent Directors & woman Director	
2)	Frequency of Meetings.	
3)	Discharge of the key functions prescribed under law.	
4)	Discharge of other responsibilities prescribed under law.	
5)	Monitoring the effectiveness of corporate governance practice.	
6)	Ensuring the integrity of the company's accounting and financial reporting systems, independent audit, internal audit and risk management system (for Board and Audit Committee).	
7)	Ensuring Internal Financial Control and Risk Management.	
8)	Working in the interests of all the stakeholders of the company.	

E-2. Individual Directors: (Including Independent Director)

S.N.	Criteria for evaluation of performance	Rating
1)	Attendance and contribution at Board and Committee meetings.	
2)	Pro-active and positive approach with regard to Board and Senior Management particularly the arrangements for management of risk and steps needed to meet challenges from the competition.	
3)	Maintaining confidentiality.	
4)	Acting in good faith and in the interest of the company.	
5)	Exercising duties with due diligence and reasonable care.	
6)	Complying with legislations and regulations in letter and spirit.	
7)	Professional ethics, integrity and values.	
8)	Maintaining relationships of mutual trust respect with Board members.	

9)	Capacity to effectively examine financial and other information on operations of the company and the ability to make positive contribution thereon.	
10)	Handling day to day activities of the office./ his/her Independence in the Company (In case of Independent Directors)	
11)	appropriate mix of expertise, skills, behavior, experience, leadership qualities	
12)	Educational/Professional qualifications	
13)	Effective decisions making ability to respond positively and constructively to implement the same to encourage more transparency.	
14)	His/her knowledge of finance, accounts, legal, investment, marketing, foreign exchange/ hedging, internal controls, risk management, assessment and mitigation, business operations, processes and Corporate Governance.	

The foresaid criteria for performance evaluation are subject to change from time to time.

F. MEETING FOR EVALUATION OF PERFORMANCE OF BOARD MEMBERS:

Evaluation of the Executive Directors of the Company shall be carried out by entire Board except the Director being evaluated. The meeting for the purpose of evaluation of performance of Board Members shall be held at least once in a year and the Company shall disclose the criteria laid down by the Nomination and Remuneration Committee for performance evaluation on its web site for the reference and also in the Annual Report of the Company.

G. PROCEDURE TO RATE THE PERFORMANCE:

Based on evaluation criteria, the Nomination & Remuneration Committee and the Board shall rate the performance of the each and every Director and shall decide the strategy to extend or continue the term of appointment or to introduce new candidate as a member of the Board or Retirement of the member based on his/her performance rating as to create and maintain the most effective and powerful top level management of the Company for its future growth, expansion, diversification and also to maximize the returns on investments to the stakeholders of the Company.

Annexure 5 - Secretarial Audit Report

Form No. MR-3

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31/03/2019

To,
The Members,
Unique Organics Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Unique Organics Limited

(Hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Unique Organics Limited books, papers, minute books, forms and returns filed and other records

maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Unique Organics Limited ("the Company") for the financial year ended on March 31, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (vi) Employees' Provident Funds and Miscellaneous Provisions Act, 1952;
- (vii) Employees' State Insurance Act, 1948;
- (viii) Equal Remuneration Act, 1976;
- (ix) Maternity Benefit Act, 1961;
- (x) The Child Labour (Prohibition and Regulation) Act, 1986.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange Limited and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (made effective 1st December, 2015).

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

We Further report that

The Board of Directors of the Company is duly constituted with

proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that the Company has spent partial amount on CSR activities during the year and has carried forward remaining unspent amount for previous years to the next year and reasons of the same shall be provided in the Board's Report.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Place : Jaipur

Date : 24.08.2019

Ruchi Jain & Associates

ACS No.:24356

C P No.:8818

Annexure 6 - Corporate Social Responsibility (CSR) Annual Report.

1. Brief outline of the Company's CSR Policy, including overview of projects or programs proposed undertaken/ to be undertaken and reference to the web-link to the CSR Policy and projects or programs: Corporate Social Responsibility (CSR) is the Company's commitment to its stakeholders to conduct business in an economically, socially and environmentally sustainable manner that is transparent and ethical. Your Company believes that corporate development has to be inclusive and every corporate has to be responsible for the development of a just and humane society that can build a national enterprise. Your Company commits itself to contribute to the society in ways possible for the organization and has constituted Corporate Social Responsibility (CSR) Committee and adopted CSR policy in accordance with the provisions of Section 135 of the Companies Act, 2013 read with Rules thereunder and Schedule VII. CSR team of the Company works as a means for fulfilling this commitment towards society.

Company works in the area of eradicating of malnutrition, hunger, improving healthcare & medical health camps, promoting education by providing support for study material, bag, instruments, providing safe drinking water, animal welfare etc. and other areas covered under amended Schedule VII of the Companies Act, 2013. Company spends the amount on CSR activities through registered trust/Societies having good history in relevant activities. Given below the web-link to the CSR Policy and projects or programs available on Company's website: <http://www.uniqueorganics.com>

2. Composition of CSR Committee: Pursuant to provisions of Sub-Section 1 of Section 135 of Companies Act, 2013 read with rules thereunder, constitution of CSR Committee is not applicable on the Company for the F.Y. 2018-19 being not fulfilling any criteria out of 3 criteria as stipulated in under Sub-Section 1 of Section 135 of Companies Act, 2013 read with rules thereunder hence CSR is not applicable on the Company for the F.Y. 2018-19. But Company is having a CSR Committee comprises Mrs. Madhu Kanodia (Chairperson of the Committee), Mr. Sanjay Sharma (Independent Director) and Mr. Himanshu Chodhary (Independent Director) since F.Y. 2014-15 when CSR was applicable. Since the Company has unspent amount required to be spent under CSR activities for earlier year i.e. 2015-16, 2016-17, and 2017-18, therefore Company continues the same Committee to consider the proposal and recommends the same to the Board, ensures the implementation and monitoring of the CSR activities to be undertaken for the unspent amount as detailed above.
3. Average net profit of the Company for last three financial years: N.A
4. Prescribed CSR Expenditure (2% of profits as stated in item 3 above): N.A.
5. Details of CSR spent during the financial year:
 - (a) Total amount spent during the financial year 2018-19: 2.24 Lakh
(Spent against the unspent CSR fund lying for the F.Y. 2015-16)
 - (b) Amount unspent, if any: (2015-16) Rs. 84,941.
(2016-17) Rs. 6,78,927.
 - (c) Manner in which the amount spent during the financial year is detail below:

1	2	3	4	5	6	7	8
Sr. No	CSR project/ activity identified	Sector in which the Project is covered	Projects/ Programmes 1.Local area/ others 2. Specify the state /district (Name of the District/s, State/s where project/ programme was undertaken	Amount outlay (budget) project/ programme wise	Amount spent on the project/ programme Subheads: 1.Direct expenditure on project, 2.Overheads:	Cumulative spend upto to the reporting period. (2018-19)	Amount spent: Direct/ through implementing agency
1.	Funding towards expenses on Making available safe drinking water	Local Public Welfare	Local Area (Jaipur District- Raj.)	96844	1. Direct expenditure on project: 79324 2. Overheads: NIL	5.79 Lakh	Direct
2.	Funding towards expenses on welfare of cows	Animal Welfare	Local Area (Jaipur District- Raj.)	1,27,568	3. Direct expenditure on project: 127568 Overheads: NIL	7.06 Lakh	HARE KRISHNA MOVEMENT C-6, Mahal Scheme, Jagatpura, Jaipur 302017 (Raj.)
			Total	2,24,414			

6. In case the company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report:

Reasons for not spending amount on CSR during the financial year 2018-19:-

Board discussed the applicability of CSR on Company for the F.Y. 2018-19. As per amended Sec. 135 of the Co. Act, 2013 and rules thereunder, Company is not coming under purview of CSR laws and not liable to spend the amount on CSR activities for the F.Y. 2018-19.

Board further noted that eligible CSR expenditure of F.Y. 2015-16 was Rs. 8,09,355/- out of which Rs. 5,00,000/- has been spend during F.Y. 2017-18, and Rs.224414 spend during the current financial year 2018-19. remaining amount of Rs. 84941 is still unspent along with Rs. 6,78,927 /- unspent for the F.Y. 2016-17 which could not be spent by Company because of

adverse cash flow.

Though it is an obligation of the Company to spend on CSR as per provisions of Section 135 read with rules thereunder and Schedule VII but looking at the adverse financial position of the Company, remaining unspent amount of CSR shall be spent in upcoming years when company's financial position will allow for the same.

7. The CSR Committee of the Board of Directors hereby confirms that the implementation and monitoring of CSR activities/ programs, are in compliance with CSR objectives and CSR Policy of the Company.

Place : Jaipur

Date : 26.08.2019

J. P. Kanodia
Managing
Director

Madhu Kanodia
Chairperson-
CSR Committee

Annexure 7 - Particulars of conservation of Energy, Technology absorption, etc.

Information pursuant to section 134 of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014 and forming part of the Directors' Report:

(A) Conservation of energy-

(i) The steps taken or impact on conservation of energy: Company is chiefly engaged in trading activities with minor in production, therefore not much scope in conservation of energy in manufacturing activities, however we are trying to minimize use of energy by using good rated and energy efficient electronic motors, appliances in factory as well as office premises. Also company has installed power factor system to avoid power factor charges by electricity board.

(ii) The steps taken by the company for utilizing alternate sources of energy: Since Company is chiefly engaged in trading activities and minor in manufacturing activities. Thus, no alternate source of energy is used at time.

(iii) the capital investment on energy conservation equipment's: NIL

(B) Technology absorption-

(i) The efforts made towards technology absorption: No technology needed as Company's business is more trading

based.

(ii) The benefits derived like product improvement, cost reduction, product development or import substitution: N.A.

(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-

a) **The details of technology imported: No technology imported.**

b) **The year of import: N.A.**

c) **Whether the technology been fully absorbed: N.A.**

d) **If not fully absorbed, areas where absorption has not taken place, and the reasons thereof: N.A.**

(iv) **The expenditure incurred on Research and Development: NIL**

(C) Details of Foreign Exchange Earnings & Outgo are as given in Directors' Report.

For & on behalf of the Board of Directors

Place : Jaipur

Date : 26.08.2019

J.P. Kanodia
Managing Director
DIN: 00207554

**CORPORATE GOVERNANCE REPORT
(Forming part of the Directors' Report for the year ended 31st March, 2019)**

1. Company's Philosophy on Code of Corporate Governance :

It has always been the company's endeavor 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 provisions of SEBI (LODR) Regulations, 2015, Companies Act, 2013, Secretarial Standards and other governing laws.

2. Board of Directors :

a) The composition of the Board of Directors of the Company is governed by the relevant provisions of the Companies Act, 2013, the Rules made thereunder, Regulation 17 of the SEBI

(LODR) Regulations, 2015, relating to Corporate Governance. The Board has optimum combination of executive, non-executive and independent directors, accordingly the board comprises of 5 directors, including one Managing Director (viz. executive director), two non-executive non-independent woman directors and two independent directors. The independent directors of your company have experience in business, education and finance.

The following members constitute the Board :

S. No.	Name of Directors	Executive/ Non-Executive / Independent	Shareholding in the Company
1	Mr. J.P. Kanodia	Executive (Promoter)	642494 (10.79%)
2	Mrs. Madhu Kanodia	Non-executive Non Independent (Promoter)	433899 (7.29%)
3	Mr. Sanjay Sharma	Independent Non- executive	-
4	Mrs. Vinita Mishra	Non-executive Non Independent	-
5	Mr. Himanshu Chodhary	Independent Non-executive	-

During the year under review Company has availed exemptions as provided under Regulation 15(2) of SEBI (LODR) Regulation, 2015.

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.

b) Attendance of Directors at Meetings of the Board and Annual General Meeting:

S. No	Name of the Directors	No. of Board meetings attended during the year	Whether present at previous AGM
1	Mr. J.P. Kanodia	6/6	YES
2	Mrs. Madhu Kanodia	6/6	YES
3	Mr. Sanjay Sharma	6/6	YES
4	Mrs. Vinita Mishra	6/6	YES
5	Mr. HimanshuChodhary	6/6	NO

c) Number of other Boards or Board Committees in which he/she is a member or Chairperson:

S. No	Name of Directors	No. of directorship in other Pub. Ltd. Companies	No. of other Board/ Committee of which member
1	Mr. J.P. Kanodia	-	-
2	Mr. Madhu Kanodia	-	-
3	Mr. Sanjay Sharma	-	-
4	Mrs. Vinita Mishra	-	-
5	Mr. HimanshuChodhary	-	2

d) Number of Board meetings held, dates on which held:

During the year under review, the Board of Directors met 6 (SIX) times on 29.05.2018, 24.07.2018, 21.08.2018, 13.11.2018, 04.02.2019 and 28.03.2019. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013 read with rules thereunder and SEBI (LODR) Regulations, 2015.

e) Disclosure of interest between directors inter-se:

None of Directors is related inter-se except Mr. Jyoti Prakash Kanodia and Mrs. Madhu Kanodia.

f) Share held by non-executive directors: None of the non-executive directors hold any shares in the Company except Mrs. Madhu Kanodia which has been disclosed in point no. 2.

g) Familiarization Program for Directors: The Company has conducted the familiarization program for all its Directors covering the matters as specified in SEBI (LODR) Regulations, 2015, details of which has been hosted on the website of the Company at below link: <http://www.uniqueorganics.com>

3. Audit Committee :

(i) Brief description of terms of reference: The Audit Committee of the Board of Directors of the Company functions with the following main objectives :

- Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Examination of the quarterly and annually financial statement and the auditors' report thereon;
- Approval or any subsequent modification of transactions of the

company with related parties;

- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Monitoring the end use of funds raised through public offers and related matters;
- Implementation and review functioning of the Whistle Blower-cum-Vigil Mechanism.
- Other matters as per provisions of Companies Act, 2013 read with rules thereunder and Clauses of Listing Agreement/Regulations of SEBI (LODR) Regulations, 2015.

(ii) Composition, name of members and Chairperson, meetings and attendance during the year: The Audit Committee of the Company is constituted in line with the Regulations 18 of the SEBI (LODR) Regulations, 2015 read with Section 177 of the Companies Act, 2013. The Audit Committee consists of majority of independent directors.

During the year under review four meetings of the committee were held on 29.05.2018, 24.07.2018, 13.11.2018 and 04.02.2019.

The composition of the Committee and the details of meetings attended by its members are as follows :

Name of the Director	Status	Number of meetings during the year under review	
		Held	Attended
Mr. J. P. Kanodia	Chairman	4	4
Mr. Sanjay Sharma	Member	4	4
Mr. HimanshuChodhary	Member	4	4

4. Nomination and Remuneration Committee:

(i) Brief description of terms of reference: The Nomination and Remuneration Committee was constituted pursuant to provision of Section 178 read with rules thereunder and Regulation 19 of the SEBI (LODR) Regulations, 2015 to discharge Board's responsibilities related to performance evaluation, formulating Nomination and Remuneration Policy etc. Duties and Responsibilities of Committee are as under:

- The Nomination and Remuneration Committee shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.
- The Nomination and Remuneration Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
- The Nomination and Remuneration Committee shall, while formulating the policy ensure that-
 - The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
 - Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

- Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.
- (ii) Composition, name of members and Chairperson, meetings and attendance during the year: During the year under review, one meeting of the committee was held on 28.03.2019. The composition of the Committee and the details of meetings attended by its members are as follows:

Name of the Director	Status	Number of meetings during the year under review	
		Held	Attended
Mr. Himanshu Chodhary	Chairman	1	1
Mrs. Vinita Mishra	Member	1	1
Mr. Sanjay Sharma	Member	1	1

- (iii) Performance evaluation criteria for Independent Directors: The performance evaluation criteria for Independent Directors are provided under the heading Board evaluation in the Directors' Report.

5. Remuneration of Directors:

Name of the Director	Salary (Rs.)	Sitting Fees	Stock Options	Bonus/ Incentive	Commission	Pension	Total Salary (Rs.)
Mr. J. P. Kanodia	60,00,000	-	-	-	-	-	60,00,000
Mrs. Madhu Kanodia	-	12,000	-	-	-	-	12,000
Mr. Sanjay Sharma	-	9000	-	-	-	-	9000
Mrs. Vinita Mishra	-	6000	-	-	-	-	6000
Mr. Himanshu Chodhary	-	16,500	-	-	-	-	16,500

- iv) Service contract, Notice period and severance fees: J.P. Kanodia (Managing Director) had entered into employment contract with the Company for a term of three year. Members approved his appointment in 24th AGM 2016 for the term of three year. The service contract of employment contains all conditions of employment, resignation, terminations etc.

6. Stakeholders Relationship Committee/ Shareholders' Grievance Committee :

The Committee has been formed to look into the redressal of shareholders/ investors complaints relating to transfer of shares, non-receipt of dividend/ notices/ annual reports etc.

The Committee comprises two independent directors. The chairman of the Committee is independent director. The composition of the Committee along with meeting and attendance is as under:

Name of the Director	Status	Number of meetings during the year under review	
		Held	Attended
Mr. Himanshu Chodhary	Chairperson	1	1
Mrs. Vinita Mishra	Member	1	1

During the year under review one meeting of the Committee was held on 28.03.2019.

- (i) **Remuneration Policy:** Company has constituted Nomination and Remuneration Committee and adopted Nomination and Remuneration Policy which is being formulated in compliance with Section 178 of the Companies Act, 2013 read with rules thereunder and SEBI (LODR) Regulations, 2015. The said policy includes criteria for determining qualifications, positive attributes, independence of directors and other matters provided under Sub Section 3 of the Section 178 of the Companies Act, 2013. The said policy is available on Company's website as following link: <http://www.uniqueorganics.com>.

Company don't have any pecuniary relationship or transactions with the non-executive directors except payment of sitting fees for attending meetings of Board or its Committees, the same are disclosed in elsewhere in the Annual Report.

- (ii) **Criteria of making payments to non-executive directors:** Criteria of making payments to non-executive directors are well disclosed on the website of the Company on the following link: <http://www.uniqueorganics.com>.

- (iii) **Details of remuneration to all the directors for the year ended 31.03.2019:** Disclosure on the remuneration of directors as required under Schedule V (C) of SEBI (LODR) Regulations, 2015 are as follows:

The details of investor complaints received, pending and disposed of during the year are as follows:

Number of Complaints received during the year	0
Number of Complaints resolved during the year	0
Number of Complaints not solved to the satisfaction of shareholders	0
Number of Complaints pending as on 31.03.2019	0

7. Share Transfer Committee:

In order to consider matters pertaining to transfer, transmission, splitting and issue duplicate share certificates etc. in time without any delay, Company constituted a share transfer committee to promptly handle the issues.

The Committee comprises one independent director, one executive director and one non-executive director. The chairman of the Committee is executive director (Managing Director)

During the year under review eighteen meetings of the Committee were held on 18.05.2018, 20.06.2018, 05.09.2018, 18.09.2018, 29.09.2018, 26.10.2018, 05.11.2018, 26.11.2018, 03.12.2018, 17.12.2018, 31.12.2018, 14.01.2019, 28.01.2019, 08.02.2019, 20.02.2019, 07.03.2019, 15.03.2019 and 30.03.2019.

The composition of the Committee along with meetings and attendance is as under:

Name of the Director	Status	Number of meetings during the year under review	
		Held	Attended
Mr. J. P. Kanodia	Chairman	18	18
Mrs. Madhu Kanodia	Member	18	18
Mr. Himanshu Chodhary	Member	18	18

8. Corporate Social Responsibility (CSR) Committee:

The CSR Committee has been formed pursuant to Section 135 of the Companies Act, 2013 to formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013, to recommend the amount of expenditure to be incurred on the activities referred therein and to monitor the Corporate Social Responsibility Policy of the Company from time to time.

The roll and responsibilities of the Committee is as below:

- Committee formulates and recommends to the Board, a Corporate Social Responsibility Policy and amendments in it, which shall indicate the activities to be undertaken by the Company.
- Committee recommends the amount of expenditure to be incurred on the activities referred to in CSR Policy.
- Committee monitors the implementation of the CSR programs, activities as per CSR Policy from time to time.
- Review and monitor the compliance of initiatives undertaken and evaluate performance of the activities against the agreed targets.
- To perform such other duties with respect to CSR activities, as may be required to be done under any law, statute, rules, regulations etc. enacted by Government of India, Reserve Bank of India or by any other regulatory or statutory body.

During the year under review three meetings of the Committee was held on 29.05.2018, 24.07.2018 and 28.03.2019.

The Committee comprises two independent directors and one non-executive director. The Chairperson of the Committee is non-executive director.

The Composition of the Corporate Social Responsibility Committee along with the meeting and attendance is as follows:

Name of the Director	Status	Number of meetings during the year under review	
		Held	Attended
Mrs. Madhu Kanodia	Chairperson	3	3
Mr. Sanjay Sharma	Member	3	3
Mr. Himanshu Chodhary	Member	3	3

9. Independent Directors' Meeting:

The Independent Directors of the Company met on 28th March 2019 without the presence of the Managing Director, Whole-time Directors, Non-Independent Directors and the Management Team of the Company. Both the Independent Directors attended the said meeting in person. The Independent Directors discussed the matters as required under the relevant provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015. They expressed satisfaction on the compliances made.

10. Code of Conduct & Ethics:

The Board of Directors of the Company has formulated and adopted a Code of Conduct which is applicable to all the Directors and Members of the Senior Management of the Company. The said Code has also been placed on the website of the Company. All the Directors and Members of the Senior Management of the Company affirmed the compliance with the same on annual basis. A declaration signed by Managing Director is given elsewhere in this Report.

11. Code of Conduct For Prevention of Insider Trading:

Under provisions of SEBI (Prohibition of Insider Trading) Regulations 2015, Company has formulated a code of conduct for prevention of insider trading. The code is applicable to all the directors and designated personnel. The trading window is closed at the time of declaration of results, dividend and other material events. The Company has taken yearly disclosures under said regulations from Directors/officers/designated employees.

12. General Body Meetings:

- (i) Location, date and time, where last three AGMs held are as follows:

AGM	Day and Date	Time	Location
24 th	Friday, 02.09.2016	12:30 PM	E-521, Sitapura Industrial Area, Sitapura, Tonk Road, Jaipur -302022 (Raj.)
25 th	Tuesday, 26.09.2017	11:30 AM	E-521, Sitapura Industrial Area, Sitapura, Tonk Road, Jaipur -302022 (Raj.)
26 th	Tuesday, 25.09.2018	11:30 AM	E-521, Sitapura Industrial Area, Sitapura, Tonk Road, Jaipur -302022 (Raj.)

- (ii) The special resolutions passed during the last three Annual General Meetings:

AGM	Date of AGM	Special Resolutions passed
24 th	Friday, 02.09.2016	Resolution No.4: Appointment of Mr. Himanshu Choudhary as an independent director. Resolution No.2: Alteration in Article 158 Resolution No. 3: Re-appointment and remuneration of Mr. J.P Kanodia as a managing director.
25 th	Tuesday, 26.09.2017	NIL
26 th	Tuesday, 25.09.2018	Resolution No. 1: Levy of charges for delivery of documents to members through particular mode of delivery.

- (iii) Resolutions passed by way of Postal Ballot: During the year under review, no Postal Ballot meeting was held.
- (iv) At present, there is no Special Resolution proposed to be considered through Postal Ballot.
- (v) Procedure for Postal ballot: The Postal Ballot exercise is conducted in accordance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014. The Company appoints an eligible person as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

13. Dividend History and Unclaimed/ Unpaid Dividend:

Financial Year	Rate of Dividend (Rs. Per Share)	Date of Declaration (AGM)	Date of Payment (Dividend Warrant Date)
2012-13	10% (Rs. 1.00 per share)	27.07.2013	06.08.2013
2013-14	20% (Rs. 2.00 per share)	16.07.2014	19.07.2014
2014-15	10% (Rs. 1.00 per share)	18.08.2015	28.08.2015

Note: The above rate of dividend was for the face value of Rs. 10 each equity share.

Unclaimed Dividend:

All the shareholders are requested to claim their unclaimed dividend lying with the Company's unpaid dividend account for the years 2012-13, 2013-14 and 2014-15. The details of the unclaimed/unpaid dividend of the Company is available on IEPF website and on Company's website as on respective dates at the following web-link: <http://www.uniqueorganics.com>

During the year under review no unclaimed/unpaid amount of dividend was due for transfer to Investor Education and Protection Fund.

14. Means of Communication:

- The quarterly, half yearly and annual results are published in one English and one Hindi 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, other News, events were also posted on company's website at the following web-link: <http://www.uniqueorganics.com>.
- The financial results of the Company are normally published in the Financial Express (English) and Amrit India (Hindi).
- The information also displayed on Company's website at following web-link: <http://www.uniqueorganics.com>.
- In case extra ordinary performance of output in quarterly, half yearly or annual results, after its approval by Board of Directors, a press release is forwarded to leading newspapers and the same also displayed on Companies website at following web-link: <http://www.uniqueorganics.com>
- The Presentations made to the analysts/ institutional investors are also placed on the website of the Company.

15. General Shareholder Information:

- AGM: Date, time and venue : Friday 27th September ,2019 at 11.30 A.M at E-521, Sitapura, Industrial Area, Sitapura, Tonk Road, Jaipur-302022 (Raj.)
- Financial Year : Company's financial year covers the period from April 1st to March 31st. Tentative Financial Calendar of the company for the year 2019-20 is as under:

Quarterly Results for:

- First quarter ending : on or before Aug 14, 2018.
June 30, 2018
- Half year ending : on or before Nov 15, 2018.
Sept. 30, 2018
- Third quarter ending : on or before Feb 14, 2019.
Dec.31, 2018

- Fourth quarter ending : on or before 30th May, 2019.
March 31, 2019

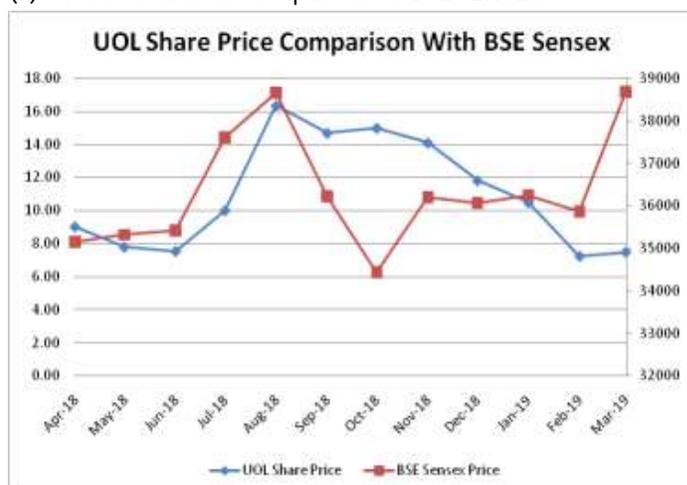
- Date of Book Closure :** From 21.09.2019 to 27.09.2019 (both days inclusive).
- Dividend Payment Date :** No dividend declared for the year 2018-19.
- Listing on Stock Exchange :** To provide the liquidity to the investors of the Company, Company's shares are continued to be listed on Bombay Stock Exchange (BSE) which has national wide trading terminals. Companies 5953000 equity shares of Rs. 10/- each is listed at BSE with the following details:

Name of the Stock Exchange	Address
Bombay Stock Exchange Limited (BSE)	PJ Towers, Dalal Street, Mumbai - 400001.

- Listing fees :** Annual Listing fees for the financial year 2019-20 has been paid by the Company.
- Security Code :** Bombay Stock Exchange Limited (BSE) : 530997
- ISIN :** Number in NSDL and CDSL for equity Shares: INE333E01019
- Market Price Data :** The price of the Company's Share - High, Low during each month in the last financial year on the BSE, was as under:

Month	High Price	Low Price	No. of Shares	Total Turnover (Rs.)
Apr -18	10	8.47	4129	37056
May -18	9.48	7.09	10237	81754
Jun -18	7.55	6.82	10406	73909
Jul -18	10.01	7.5	101026	892360
Aug -18	17.75	9.51	257027	3483944
Sep -18	17.7	13.5	42344	679702
Oct -18	17.88	13.5	36204	574524
Nov -18	17.85	12.9	30850	470180
Dec -18	15.69	11.75	6017	76224
Jan -19	12.35	8.31	31342	309094
Feb -19	9.97	7.25	22477	179014
Mar -19	8.25	7.1	10086	77587

- Performance in comparison to BSE SENSEX:



UOL Share Price and BSE Sensex Comparison date sheet

Months	UOL Share Price	BSE Sensex Price
Apr -18	9.03	35160.36
May -18	7.80	35322.38
Jun -18	7.55	35423.48
Jul -18	10.01	37606.58
Aug -18	16.35	38645.07
Sep-18	14.70	36227.14
Oct -18	15.0	34442.05
Nov -18	14.10	36194.3
Dec-18	11.82	36068.33
Jan -19	10.49	36256.69
Feb-19	7.25	35867.44
Mar -19	7.50	38672.91

(xi) Registrar & Share Transfer Agent :

The Registrar & Share Transfer Agent deals with all shareholders communications regarding change of address, email, contact no., transfer/transmission/duplicate issue of shares, update of Bank details, demat of shares, non-receipt of dividend etc. The address/contact details of the Registrar & Share Transfer Agent is as follows :

Name	ABS Consultants (P) Ltd.
Address	99, Stephen House, 6 th Floor, 4, B.B.D. Bag, (East) Kolkata-700001 (WB)
Telephone No.	Phone: 033- 22301043
Fax No.	Fax: 033 - 22430153
E-mail ID	absconsultant@vsnl.net

(xii) Share Transfer System:

The shares of the company are compulsorily traded in dematerialized form. For transfer of physical shares, the company has appointed common agency, M/s, ABS Consultants Pvt. Ltd, 99 Stephen House, 6th Floor, 4 B.B.D. Bag, (East), Kolkata-700001, for demat as well as physical transfers. The Company also has entered into agreements with the NSDL and the CDSL so as to provide the members an opportunity to hold and trade equity shares of the Company in electronic form. The Board has delegated share transfer function to the Share Transfer Committee. Physical transfers are affected with due care and well within the statutory period.

As required under Regulation 40 (9) of the SEBI (LODR) Regulations, 2015, a Senior Practicing Company Secretary, Mr. C.M. Bindal of C.M. Bindal & Company, Company Secretaries, Jaipur has certified compliance with the provisions of the above clause on half yearly basis. The certificates were forwarded to BSE where the Company's equity shares are listed.

As required by SEBI, a Share Capital Audit was also conducted on a quarterly basis by Senior Practicing Company Secretary, Mr. C.M. Bindal of C.M. Bindal & Company, Company Secretaries, Jaipur 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 CDSL.

(xiii) Distribution of shareholding and Shareholding Pattern:
a) Distribution of Shareholding as on 31.03.2019:

No. of Shares	Nominal Value of Shares (Rs.)	Number of Share Holders	% To Total Holders	Shares		% To Total Holding
				No. (5)	Value (Rs.) (6)	
(1)	(2)	(3)	(4)	(5)	(6)	(7)
001 - 500	UPTO- 5000	3227	75.80	898723	8987230	15.10
501 - 1000	5001 - 10000	518	12.17	434302	4343020	7.30
1001 - 2000	10001 - 20000	225	5.29	345566	3455660	5.80
2001 - 3000	20001 - 30000	99	2.33	250754	2507540	4.21
3001 - 4000	30001 - 40000	35	0.82	125401	1254010	2.11
4001 - 5000	40001 - 50000	48	1.13	223806	2238060	3.76
5001 - 10000	50001 - 100000	52	1.22	378462	3784620	6.36
10001 - 50000	100001 - 500000	45	1.06	890953	8909530	14.97
50001 - 100000	500001 - 1000000	2	0.05	126190	1261900	2.12
100001 & ABOVE	1000001 & ABOVE	6	0.14	2278843	22788430	38.28
Total		4281	100	5953000	59530000	100

b) Shareholding Pattern as on 31.03.2019 (Equity shares of Rs. 10/- each)

Category	No. of Holders	No. of Shares	No. of shares in demat	% of shareholding	% of Demat shares
Promoters	4	1,962,167	1,962,167	32.96	32.96
Mutual Funds & UTI	-	-	-	-	-
Bank, Financial Institutions, Ins. Companies (Central/State Govt. Inst., Non-Govt. Inst.)	-	-	-	-	-
Foreign Inst. Investors	-	-	-	-	-
Corporate Bodies	49	328815	249615	5.52	4.19
Indian Public	4153	3594819	2384619	60.39	40.05
NRIs	51	67199	30099	1.13	.50
Grand Total	4,281	5,953,000	4,626,500	100.00	77.70

(xiv) **Dematerialization of shares and liquidity:** The company's shares are available for dematerialization on both Depositories, viz. NSDL and CDSL. Shares of the company are to be delivered compulsorily in demat form by all investors. Shares representing 77.70 % of the paid up capital have so far been dematerialized by investors as on 31.3.2019. The company's equity shares continue to be listed with Bombay Stock Exchange (BSE) which has nationwide trading terminals with good liquidity.

(xv) Company has not issued any GDRs/ ADRs/Warrants or any other Convertible instruments.

(xvi) The Company maintains and operates Exchange Earner's Foreign Currency (EEFC) account through which foreign currency transactions/ exposures are being handled. Exchange differences on account of conversion of foreign currency transactions are recognized as income/ expenses, as the case may be, in the financial statements. Company hedges the currency fluctuations through forward covers/ options/

swaps through its AD (Bank) from time to time to minimize the risk factor as well insuring the profit parameter.

(xvii) Plant is located at its registered office address. Location of plant is forming part of this report.

(xviii) **Address for correspondence:** Shareholders can have correspondence at the following addresses for Demat, physical transfer, dividend payment, address change and other grievance if any:

a) Registrar & Share Transfer Agent :

ABS Consultant Pvt. Ltd.
99, Stephen House, 6th Floor, 4,
B.B.D. Bag, (East) Kolkata-700001 (W.B.)
Phone: 033-22301043, Fax: 033-22430153
E-mail: absconsultant@vsnl.net

b) Registered Office & Works :

E-521, Sitapura Industrial Area, Jaipur-302022 (Raj.)
Phone: +91-141-2770315, Fax: +91-141-2770509
E-mail: compliance@uniqueorganics.com

(xix) Name & Designation of Compliance Officer :

Mr. Ramavtar Jangid, Company Secretary of the company is also the Compliance Officer of the company for complying with the provisions of Securities Law, Listing Agreement, SEBI (LODR) Regulations, 2015, Company Law and SEBI Rules & Regulations. His Email id is: compliance@uniqueorganics.com

16. Other Disclosures:

(i) Materially significant related party transactions: There were no transactions which were of a materially significant nature undertaken by the Company with its promoters, directors or management or their relatives that may have a potential conflict with the interests of the Company.

(ii) **Details of non-compliance by the Company:** There were no non-compliances by the Company and no penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during last three years.

(iii) **Establishment of Vigil Mechanism/ Whistle Blower Policy:** In compliance of the provisions of Section 177 of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, Unique Organics Limited, being a Listed Company has established a Vigil (Whistle Blower) Mechanism and formulated a Policy in order to provide a framework for responsible and secure whistle blowing/vigil mechanism to the directors and employees of the Company to report genuine concerns to the Board and Chairman of the Audit Committee. The Vigil (Whistle Blower) Mechanism aims to provide a channel to the Directors and employees to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the Codes of Conduct or policy. The mechanism provides for adequate safeguards against victimization of Directors and employees to avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee in exceptional cases. This neither releases employees from their duty of confidentiality in course of their work, nor can it be used as a route for raising malicious or unfounded allegations about a personal situation. The Policy is an extension of the Code of Conduct for Directors & Senior Management Personnel and covers disclosure of any unethical and improper or malpractices and events which have taken place/ suspected to take place. All Directors and Employees of the Company are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company. The details of the Whistleblower Policy and Vigil Mechanism are available on the Company's website at:

<http://www.uniqueorganics.com>.

(iv) **Details of compliances with mandatory requirement and adoption of the non-mandatory requirement of this clause:**

The Company has complied with all mandatory requirements laid down in SEBI (LODR) Regulations, 2015 as applicable. Compliances with non-mandatory requirements are disclosed at appropriate places.

(v) **Policy on material subsidiary:** Since the Company doesn't have any subsidiary, this clause is not applicable to the Company.

(vi) **Policy for Related Party Transactions:** the Company has formulated and adopted a Policy on dealing with Related Party Transactions, the details thereof have been disclosed in the Annual Report. The Policy is available on Company's website at <http://www.uniqueorganics.com>

(vii) Company doesn't have any demat suspense account/unclaimed suspense account.

17. 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/ SEBI (LODR) Regulations, 2015. The said corporate governance certificate is appended to Board's Report as Annexure 2, forming part of this Annual Report.

We, J.P. Kanodia, Managing Director and Harish Panwar, Chief Financial Officer of the Unique Organics Limited hereby certify as under:

A. We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2019, and that to the best of our knowledge and belief:

1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
2. 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 our knowledge and belief, no transactions entered into by the company during the year ended 31.03.2019 which are fraudulent, illegal or violative of the company's code of conduct.

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

D. There have been no:

1. Significant changes in internal control over financial reporting during the year;
2. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
3. Instances of fraud of which we 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.

For Unique Organics Limited

Place : Jaipur

Date : 26.08.2019

Harish Panwar
(Chief Financial Officer)

J.P. Kanodia
(Managing Director)
(DIN: 00207554)

Code of Conduct is posted on the website of the Company.

I confirm that the Company has in respect of the financial year ended 31.03.2019, received from the senior management personnel of the Company and the members of the Board, a declaration of compliance with the Code of Conduct as applicable to them.

Compliance with the Code of Conduct by the Directors' & Members of the Senior Management of the Company for the Financial Year 2018-19.

This is to confirm that the Company has adopted the Code of Conduct for its Directors and Senior Management Personnel. The

Place: Jaipur
Date: 26.08.2019

J.P. Kanodia
Managing Director
DIN: 00207554

INDEPENDENT AUDITOR'S REPORT

To the Members of Unique Organics Limited

Report on the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Unique Organics Limited ("the Company") which comprises the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ('The Act') in the manner so required and give a true and fair view in conformity with the Ind Accounting Standard prescribed under section 133 of the Act read with the Companies (Indian Accounting Standard) Rules, 2015, as amended (Ind AS) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and its profit, total comprehensive income, the changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

Key Audit Matters are those matters that, in our professional judgement, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the Standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matter. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matters	How our audit assessed the key audit matter
Revenue from sale of products (Refer Note 1(L) of the standalone Ind AS financial statements)	
<p>The Company recognises revenues when control of the goods are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods.</p> <p>The terms of sales arrangements, including the timing of transfer of control, delivery specifications and judgement in determining timing of sales revenues. The risk is, therefore, that revenue may not be recognised in the current period in accordance with Ind AS 115.</p> <p>Accordingly, due to the risk associated with revenue recognition, it was determined to be a key audit matter in our audit of the standalone Ind AS financial statements</p> <p>Following procedures have been performed to address this key audit matter:</p> <ul style="list-style-type: none"> Considered the Company's revenue recognition policy and its 	<p>compliance in terms of Ind AS 115 'Revenue from contracts with customers'.</p> <ul style="list-style-type: none"> Assessed the design and tested the operating effectiveness of internal controls related to revenue recognition. Performed sample test of individual sales transaction and traced to sales invoices, sales orders and other related documents. Further, in respect of the samples tested, checked that the revenue has been recognised as per the incoterms / when the conditions for revenue recognitions are satisfied. Selected sample of sales transactions made pre and post year end, agreed the period of revenue recognition to underlying documents. Assessed the relevant disclosures made within the standalone Ind AS financial statements.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information but does not include the standalone Ind AS financial statements and our auditor's report thereon.

Our opinion on the standalone Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the standalone Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard

Responsibilities of Management and those charged with governance for the standalone financial statement

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act, with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with accounting principles generally accepted in India, including Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of standalone financial statement

Our objectives are to obtain reasonable assurance about whether the Standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

A further description of the auditor's responsibilities for the audit of the standalone financial statements is included in Annexure A. This description forms part of our auditor's report.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure B a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, based on our audit we report that :
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss including other comprehensive income, the Cash Flow Statement and Statement of change in equity dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act read with Companies (Indian Accounting Standard) Rules, 2015, as amended;
 - (e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the Internal Financial Control over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure C". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid/provided by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
 - (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements;
 - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For **A.K. Meharia & Associates**
Chartered Accountants
Firm's Registration No.324666E

A. K. Meharia
(Partner)
Membership Number: 053918

Place : Kolkata
Dated : 28.05.2019

ANNEXURE A

Responsibilities for Audit of Financial Statement

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably

knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

For **A.K. Meharia & Associates**
Chartered Accountants
Firm's Registration No.324666E

A. K. Meharia
(Partner)
Membership Number: 053918

Place : Kolkata
Dated : 28.05.2019

ANNEXURE 'B' 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) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable. No material discrepancies were noticed.
- (iii) The company has not granted loans, secured or unsecured, to Companies, firms, LLPs or other parties, covered in the register maintained under section 189 of the Companies Act, 2013. Therefore, provisions of clause (iii) (a) (b) and (c) of the said order are not applicable.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans, investments, guarantee and security made, where ever applicable.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted deposits in terms of the provisions of section 73 to 76 of the Companies Act, 2013 and the Rules framed there under and the directives issued by the Reserve Bank of India.
- (vi) In our opinion, maintenance of cost records pursuant to the Companies (Cost Records and audit) Rules, 2014 prescribed by the Central Government under Section 148(1) of the Companies Act, 2013 are not applicable to the company during the year under review.
- (vii) a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, undisputed statutory dues including provident fund, income-tax, duty of customs, service tax, cess, Goods & Service Tax and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of statutory dues were in arrears as at 31 March 2019 for a period of more than six months from the date they became payable.
- b) According to the information and explanations given to us, there are no statutory dues in respect of income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax have not been deposited with the appropriate authorities on account of any dispute.
- (viii) 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 loans or borrowings to financial institutions, banks or government. The Company has not issued any debentures.
- (ix) To the best of our knowledge and belief and according to the information and explanations given to us, the company has not raised money by way of initial public offer or further public offer and has not taken any term loan. Other loans from bank were applied for the purpose for which these were obtained.
- (x) In our opinion and according to information and explanations given to us, no fraud by the company or on the Company by its officers/ employee has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him as referred to in section 192 of the Act.
- (xvi) According to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For **A.K. Meharia & Associates**
Chartered Accountants
Firm's Registration No.324666E

A. K. Meharia
(Partner)
Membership Number: 053918

Place : Kolkata
Dated : 28.05.2019

ANNEXURE 'C' TO THE AUDITOR'S REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **UNIQUE ORGANICS LIMITED** ("the Company") as of 31 March 2019 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **A.K. Meharia & Associates**
Chartered Accountants
Firm's Registration No.324666E

A. K. Meharia
(Partner)
Membership Number: 053918

Place : Kolkata
Dated : 28.05.2019

UNIQUE ORGANICS LIMITED

CIN: L24119RJ1993PLC007148, Regd. Off.: E-521, Sitapura Ind. Area, Sitapura, Jaipur-22 (Raj.)

BALANCE SHEET AS AT 31ST MARCH, 2019

(Amount in `)

	NOTES	AS AT 31ST MARCH, 2019	AS AT 31ST MARCH, 2018
ASSETS			
Non-Current Assets			
Property, Plant and Equipment	2A	15,963,324.78	16,496,239.37
Other Intangible Assets	2B	64,369.42	90,159.59
Financial Assets			
(ii) Other Financial Assets	3	187,922.00	187,922.00
Total Non-Current Assets		16,215,616.20	16,774,320.96
Current assets			
Inventories	4	10,677,747.39	8,700,285.35
Financial Assets			
(i) Trade Receivables	5	153,326,221.59	137,468,198.23
(ii) Cash and Cash Equivalents	6	145,166.80	224,140.80
(iii) Other Bank Balances	7	3,234,389.00	3,235,889.00
(iv) Loans	8	1,500,000.00	1,500,000.00
Current Tax Assets (Net)	9	-	30,545.00
Other Current Assets	10	8,390,465.51	8,783,290.98
Total Current Assets		177,273,990.29	159,942,349.36
Total Assets		193,489,606.49	176,716,670.32
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	11	59,683,500.00	59,683,500.00
Other Equity	12	62,842,410.98	56,386,658.74
Total Equity		122,525,910.98	116,070,158.74
Non-Current Liabilities			
Provisions	13	510,963.00	477,693.00
Deferred Tax Liabilities (Net)	14	(298,824.00)	1,421,992.00
Total Non-Current Liabilities		212,139.00	1,899,685.00
Current Liabilities			
Financial Liabilities			
(i) Borrowings	15	51,467,284.32	47,739,301.64
(ii) Trade Payables	16	9,155,867.00	4,138,491.10
(iii) Other Financial Liabilities	17	8,432,896.76	6,521,911.72
Current Tax Liabilities (Net)	18	947,736.55	-
Other Current Liabilities	19	502,966.88	223,690.13
Provisions	20	244,805.00	123,432.00
Total Current Liabilities		70,751,556.51	58,746,826.59
Total Equity and Liabilities		193,489,606.49	176,716,670.33

Significant Accounting Policies 1
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: Kolkata
Date: 28th May, 2019

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

Sd/-
Harish Panwar
(Chief Financial Officer)

For and on behalf of the Board

Sd/-
Madhu Kanodia
(Director)

Sd/-
Ramavtar Jangid
(Company Secretary)

UNIQUE ORGANICS LIMITED

CIN: L24119RJ1993PLC007148, Regd. Off.: E-521, Sitapura Ind. Area, Sitapura, Jaipur-22 (Raj.)

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2019

(Amount in ₹)

	NOTES	For the Year 2018-2019	For the Year 2017-2018
INCOME			
Revenue from Operations	21	289,460,786.95	385,822,501.07
Other Income	22	2,722,775.10	2,909,905.34
Total Revenue		292,183,562.05	388,732,406.41
EXPENSES			
Cost of Material Consumed	23	60,028,012.11	42,135,657.23
Purchase of Stock-in-Trade	24	145,785,559.00	257,130,581.77
Changes in Inventories	25	4,353,348.94	21,552,911.71
Employee Benefits Expenses	26	12,346,941.00	7,277,883.00
Finance Costs	27	7,737,419.40	7,828,978.44
Depreciation & Amortisation	28	1,652,319.88	1,506,499.73
Others expenses	29	54,254,901.48	48,860,640.64
Total Expenses		286,158,501.81	386,293,152.52
Profit/(Loss) Before Tax		6,025,060.24	2,439,253.89
<u>Tax Expense:</u>			
Current Tax		(1,159,222.00)	(169,638.00)
Tax of earlier years		-	-
Deferred Tax		1,686,781.00	793,434.00
Profit/(Loss) for the Period		6,552,619.24	3,063,049.89
Other Comprehensive Income			
(i) Items that will not be reclassified to Statement of Profit and Loss.			
Remeasurement of defined benefit plans		(130,902.00)	40,557.00
Income tax relating to remeasurement of defined benefit plans		34,035.00	(10,545.00)
Total Other Comprehensive Income/Loss		(96,867.00)	30,012.00
Total Comprehensive Income		6,455,752.24	3,093,061.89
Earning Per equity Share-Basic & Diluted	30	1.10	0.51
Face Value Per Share (In Rs.)		10.00	10.00
Significant Accounting Policies	1		
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: Kolkata
 Date: 28th May, 2019

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

Sd/-
Harish Panwar
 (Chief Financial Officer)

For and on behalf of the Board
Sd/-
Madhu Kanodia
 (Director)

Sd/-
Ramavtar Jangid
 (Company Secretary)

UNIQUE ORGANICS LIMITED

CIN: L24119RJ1993PLC007148, Regd. Off.: E-521, Sitapura Ind. Area, Sitapura, Jaipur-22 (Raj.)

Cash Flow Statement For The Year Ended 31st March 2019 (Amount in `)

PARTICULARS	YEAR ENDED ON 31st March, 2019		YEAR ENDED ON 31st March, 2018	
	Rs.	P.	Rs.	P.
1 CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit Before Tax	6,025,060.24		2,439,253.89	
Addition:				
Depreciation	1,652,319.88		1,506,499.73	
Interest Received	9,274.50		86,285.00	
Re-measurement gains/(losses) on employee defined benefit plans	(130,902.00)		40,557.00	
Profit/Loss on sale of property, plant and equipment	43,108.90		-	
Cash Flow from Operating Activities before Working Capital changes	7,598,861.52		4,072,595.62	
Adjustments:				
Decrease/(increase) in inventories	(1,977,462.04)		18,194,829.62	
Decrease/(increase) in trade receivables	(15,858,023.36)		3,128,319.37	
Decrease/(increase) in Loans	-		-	
Decrease/(increase) in other financial and non financial assets	423,370.47		4,107,153.71	
Increase/(decrease) in trade payables	5,017,375.90		(504,365.40)	
Increase/(decrease) in other financial and non financial liabilities	3,292,641.34		(9,183,888.66)	
Cash Generated From Operation	(1,503,236.17)		19,814,644.26	
Taxes Paid	(1,159,222.00)		(169,638.00)	
Cash Flow from Operating Activities	(2,662,458.17)		19,645,006.26	
2 CASH FLOW FROM INVESTING ACTIVITIES				
Increase/Decrease in Property, Plant and equipment and Other Intangible Assets	(1,136,724.01)		(2,875,290.01)	
Interest Received	(9,274.50)		(86,285.00)	
Proceeds on disposal of subsidiary - Net				
Net Cash Flow from Investing Activities	(1,145,998.51)		(2,961,575.01)	
3 CASH FLOW FROM FINANCING ACTIVITIES				
Increase/Decrease in Borrowings	3,727,982.68		(18,526,162.11)	
Increase/Decrease in Share Capital	-		-	
Net Cash Flow from Financing Activities	3,727,982.68		(18,526,162.11)	
NET CHANGE IN CASH & CASH EQUIVALENT	(80,474.00)		(1,842,730.86)	
Opening Balance of Cash & Cash Equivalent	224,140.80		645,371.66	
Opening Bank Balances other than above	3,235,889.00		4,657,389.00	
CLOSING BALANCE OF CASH & CASH EQUIVALENT	145,166.80		224,140.80	
Closing Bank Balances other than above	3,234,389.00		3,235,889.00	

Notes :

1 The Cash Flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS) 7 'Statement of Cash Flow'.

2 Figures of the previous period has been rearranged/ regrouped where ever considard 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: Kolkata
 Date: 28th May, 2019

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

Sd/-
Harish Panwar
 (Chief Financial Officer)

For and on behalf of the Board
Sd/-
Madhu Kanodia
 (Director)

Sd/-
Ramavtar Jangid
 (Company Secretary)

UNIQUE ORGANICS LIMITED
 CIN: L24119RJ1993PLC007148, Regd. Off.: E-521, Sitapura Ind. Area, Sitapura, Jaipur-22 (Raj.)
STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2019

A. EQUITY SHARE CAPITAL

	(Amount in `)	
	Balance at the beginning of the year	Balance at the end of the year
For the year ended 31st March, 2018	59,683,500.00	59,683,500.00
For the year ended 31st March, 2019	59,683,500.00	59,683,500.00

B. OTHER EQUITY

Particulars	Reserves and Surplus				Remeasurement of defined benefit plans (Other Comprehensive Income)	Total
	Reserves and Surplus					
	Capital Reserve	Capital Redemption Reserve	General Reserve	Retained Earnings		
Balance as at 1st April, 2017	1,807,660.75	10,000,000.00	4,470,816.90	37,048,362.40	(33,243.20)	53,293,596.85
Changes in Accounting Policy	-	-	-	-	-	-
Restated Balance	1,807,660.75	10,000,000.00	4,470,816.90	37,048,362.40	-	53,326,840.05
Add/(Less):						
Profit for the year	-	-	-	3,063,049.89	-	3,063,049.89
Other Comprehensive Income/(Loss) for the year	-	-	-	-	30,012.00	30,012.00
Balance as at 31st March, 2018	1,807,660.75	10,000,000.00	4,470,816.90	40,111,412.29	(3,231.20)	56,419,901.94
Add/(Less):						
Profit for the year	-	-	-	6,552,619.24	-	6,552,619.24
Other Comprehensive Income/(Loss) for the year	-	-	-	-	(96,867.00)	(96,867.00)
Balance as at 31st March, 2019	1,807,660.75	10,000,000.00	4,470,816.90	46,664,031.53	(100,098.20)	62,875,654.18

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

As per our report of even date

For A.K. Meharlia & Associates

Firm Registration Number-324666E

Chartered Accountants

Sd/-

(A.K Meharlia)

Partner

Membership Number 053918

Place: Kolkata

Date: 28th May, 2019

For and on behalf of the Board

Sd/-

Madhu Kanodia

(Director)

Sd/-

J.P. Kanodia

(Managing Director)

Sd/-

Harish Panwar

(Chief Financial Officer)

Sd/-

Ramavtar Jangid

(Company Secretary)

UNIQUE ORGANICS LIMITED

Notes to Financial Statements for the year ended 31st March, 2019

NOTE - 1

CORPORATE INFORMATION

Unique Organics Limited ("the Company") is a public limited company domiciled in India and is incorporated under the provisions of the Companies Act, 2013. Its shares are listed in one stock exchanges in India. The registered office of the company is located in E-521, Sitapura Industrial Area, P.O. Sitapura, Jaipur, Rajasthan - 302022 . The company is primarily engaged in trading of feed, food and spices products.

SIGNIFICANT ACCOUNTING POLICIES

a) Statement of Compliance

The financial statements of the company have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under section 133 of the Companies Act, 2013, (the 'Act') and other relevant provisions of the Act with effect from 1st April, 2017.

b) Basis of Preparation of Financial Statements

These financial statements have been prepared on a going concern basis, using the historical cost conventions and on an accrual method of accounting except for certain assets and liabilities that are required to be measured at fair value by Ind AS.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle (twelve months) and other criteria set out in the Schedule III to the Act

c) Use of Estimates

In preparation of the financial statements, the Company makes judgements, estimates and assumptions about the carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and the associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and the underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and future periods affected.

Significant judgements and estimates relating to the carrying values of assets and liabilities include useful lives of property, plant and equipment and intangible assets, provision for employee benefits and other provisions, recoverability of deferred tax assets, commitments and contingencies.

d) Property, Plant and Equipment

Freehold land is carried at cost. All other items of property, plant and equipment are carried at cost, less accumulated depreciation and impairments losses.

Costs includes purchase price/acquisition cost (including import duties and non-refundable purchase taxes but after deducting trade discounts and rebates), borrowing cost (if capitalization criteria are met) and all other direct costs and expenditures incurred to bring the asset to its working condition and location for its intended use.

On transition to Ind AS, the Company has elected to continue with the carrying value of all its property, plant and equipment recognised as at 1 April 2016 measured as per the previous GAAP and use that carrying value as the cost of the property, plant and equipment.

e) Intangible Assets

Intangible Assets are stated at cost less accumulated amortization and impairment loss, if any. Intangible assets are amortized on straight line method basis over the estimated useful life on pro rata basis.

f) Depreciation

Depreciation is calculated on the cost of property, plant and equipment less their residual value using Straight Line Method over the estimated useful life prescribed in Schedule II of the Companies Act, 2013. Depreciation on additions to or on disposal of assets is calculated on pro-rata basis.

g) Derecognition of property, plant and equipment and intangible assets

An item of property, plant and equipment/intangible assets is derecognised upon disposal and any gain or loss on disposal is determined as the difference between the sale proceeds and the carrying amount and is recognised in the Statement of Profit and Loss. The cost and the related accumulated depreciation are eliminated upon disposal of the asset.

h) Impairment of property, plant and equipment and intangible assets

An item of property, plant and equipment/intangible assets is treated as impaired when the carrying value of the assets exceeds its recoverable value, being higher of the fair value less cost to sell and the value in use. 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.

i) Inventories

Stock in Trade are valued at the lower of cost and net realisable value, after providing for obsolescence, where appropriate. The comparison of cost and net realisable value is made on item-by-item basis. Cost of inventories include all costs of purchases, conversion costs and other costs incurred in bringing the inventories to their present location and condition. Cost is computed on a first-in-first-out basis. The net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and estimated costs necessary to make the sale. Packing materials are valued at cost computed on weighted average basis.

j) "Classification of Assets and Liabilities as Current and Non Current Non-Current"

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is expected to be realised or intended to be sold or consumed in normal operating cycle, held primarily for the purpose of trading, expected to be realised within twelve months after the reporting period, or Cash and cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. All other assets are classified as non-current.

A liability is treated as current when, It is expected to be settled in normal operating cycle, It is held primarily for the purpose of trading, It is due to be settled within twelve months after the reporting period, or there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period. All other liabilities are classified as non-current.

The operating cycle is the time between the acquisition of the assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

k) Financial Instruments

(i) Initial recognition and measurement

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities that are subsequently measured at fair value through profit or loss are recognised immediately in the statement of profit or loss.

(ii) Subsequent measurement

A. Financial Assets

Financial assets are classified into the specified categories :

a) Financial assets carried at amortised cost (AC)

A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial measurement at fair value, the financial assets are measured at amortised cost using the effective interest rate (EIR) method, less impairment. Amortised cost is calculated by taking into account any discount or premiums on acquisition and fees or costs that are an integral part of the EIR.

b) Financial assets at fair value through other comprehensive income (FVTOCI)

A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

c) Financial assets at fair value through profit or loss (FVTPL)

A financial asset which is not classified in any of the above categories are measured at FVTPL. However, if the company's management has made an irrevocable election to present the equity investments at fair value through other comprehensive income then there is no subsequent reclassification of fair value gains or losses to the statement of profit or loss. Dividends from such investments are recognised in profit or loss as other income when the Company's right to receive payments is established.

B. Financial Liabilities

After initial measurement at fair value, the financial liabilities are subsequently measured at amortised cost using the effective interest rate (EIR) method where the time value of money is significant, except for financial liabilities at fair value through profit or loss. Amortised cost is calculated by taking into account any discount or premiums on acquisition and fees or costs that are an integral part of the EIR.

(iii) Impairment of financial assets

Loss allowance for expected credit losses is recognised for financial assets measured at amortised cost and fair value through other comprehensive income.

For financial assets whose credit risk has not significantly increased since initial recognition, loss allowance equal to twelve months expected credit losses is recognised. Loss allowance equal to lifetime expected credit losses is recognised if the credit risk has significantly increased since initial recognition.

The company measures the expected credit loss associated with its assets based on historical trend, industry practices and the business environment in which the entity operates or any other appropriate basis.

(iv) Derecognition of Financial Instruments

The company derecognises a financial assets only when the contractual rights to the cash flows from the assets expire, or it transfers the financial asset and substantially all risks and rewards of ownership of the asset to another entity.

The company derecognises a financial liabilities only when the company's obligations are discharged, cancelled or they expire.

l) Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable, net of returns, trade allowances, rebates and amounts collected on behalf of the third parties. It excludes Goods & Service Tax.

Revenue from the sale of goods is recognised when significant risks and rewards of ownership have been transferred to the buyer and the amount of revenue can be reliably measured and recovery of the consideration is probable.

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 such 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 of relevant export proceeds.

Insurance Claims are accounted for on receipt basis or as acknowledged by the appropriate authorities.

Interest income is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is recorded using effective interest rate.

m) 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 contribute 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 other comprehensive income. The current service cost and net interest on the net defined benefit liability/(asset) is treated as an expense and is recognised in the statement of profit or loss.

n) Foreign Currency Transactions

The financial statements of the Company are presented in Indian rupees (₹), which is the functional currency of the Company and the presentation currency for the financial statements.

In preparing the financial statements, transactions in foreign currencies are recorded at the rates of exchange prevailing on the date of the transaction.

At the end of each reporting period, monetary items denominated in foreign currencies are re-translated at the rates prevailing at the end of the reporting period. Exchange differences arising 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.

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.

o) Income Taxes

The tax expense for the period comprises current and deferred tax. Tax is recognised in Statement of Profit and Loss, except to the extent that it relates to items recognised in the comprehensive income or in equity. In which case, the tax is also recognised in other comprehensive income or equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the Balance sheet date.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities and the amount used for taxation purpose (tax base), at the tax rates and law that are enacted or substantively enacted as on the balance sheet date.

p) Provisions, Contingent Assets and Contingent Liabilities

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. Provisions are discounted to their present values, where the time value of money is material.

Contingent liabilities are not recognised but disclosed in the financial statements.

Contingent assets are neither recognised nor disclosed. However, when realisation of income is virtually certain, related asset is recognised.

q) Earnings Per Share

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

r) Cash Flow Statement

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

s) Operating Segment

Operating Segments are reported in a manner consistent with the accounting policies adopted for preparing and presenting the financial statements of the company as a whole. The analysis of geographical segments is based on the areas in which customers of the company are located.

t) Borrowing Cost

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised in the statement of profit or loss in the period in which they are incurred.

UNIQUE ORGANICS LIMITED

CIN: L24119RJ1993PLC007148, Regd. Off.: E-521, Sitapura Ind. Area, Sitapura, Jaipur-22 (Raj.)

PROPERTY, PLANT & EQUIPMENT AND INTANGIBLE ASSETS
2A. PROPERTY, PLANT AND EQUIPMENT

Gross Carrying Amount	Land	Building	Computer	Motor Car	Plant & Machinery	Lab Equipments	Electrical Installation	Furniture & Fixtures	Electrical Equipments	Office Equipments	Total
Balance as at April 1, 2017	1,777,671.00	11,458,817.42	480,410.00	2,742,141.00	13,724,453.95	1,794,241.75	1,480,703.14	615,844.52	893,476.00	624,546.26	35,592,305.04
Add: Addition	-	1,374,764.14	-	-	1,363,802.22	22,759.20	-	103,458.00	99,950.00	-	2,964,733.56
Less: Disposal/Adjustments	-	-	-	-	1,788,871.00	-	-	-	-	-	1,788,871.00
Balance as at March 31, 2018	1,777,671.00	12,833,581.56	480,410.00	2,742,141.00	13,299,385.17	1,817,000.95	1,480,703.14	719,302.52	993,426.00	624,546.26	36,768,187.60
Add: Addition	-	1,066,064.92	72,816.22	-	103,049.93	4,600.00	-	51,978.00	14,276.79	123,937.78	1,436,723.64
Less: Disposal/Adjustments	-	-	-	-	927,760.00	-	-	-	-	-	927,760.00
Balance as at March 31, 2019	1,777,671.00	13,899,646.48	553,226.22	2,742,141.00	12,474,675.10	1,821,600.95	1,480,703.14	771,280.52	1,007,702.79	748,484.04	37,277,131.24
Accumulated Depreciation	Land	Building	Computer	Motor Car	Plant & Machinery	Lab Equipments	Electrical Installation	Furniture & Fixtures	Electrical Equipments	Office Equipments	Total
Balance as at April 1, 2017	-	6,791,236.40	323,781.82	628,360.18	8,302,476.25	1,657,609.59	1,184,147.30	485,549.89	545,625.37	571,859.31	20,490,646.11
Add: Depreciation Expense	-	358,698.63	53,453.34	332,638.35	545,684.31	11,334.08	61,681.30	26,386.48	78,253.24	12,579.84	1,480,709.56
Less: Disposal/Adjustments	-	-	-	-	1,699,427.45	-	-	-	-	-	1,699,427.45
Balance as at March 31, 2018	-	7,149,935.03	377,235.16	960,998.53	7,148,733.11	1,668,943.67	1,245,828.60	511,936.37	623,878.61	584,439.15	20,271,928.23
Add: Depreciation Expense	-	421,912.39	63,985.37	332,638.35	600,244.33	12,293.84	61,681.30	34,922.57	77,086.01	21,765.55	1,626,529.71
Less: Disposal/Adjustments	-	-	-	-	584,651.47	-	-	-	-	-	584,651.47
Balance as at March 31, 2019	-	7,571,847.42	441,220.53	1,293,636.88	7,164,325.97	1,681,237.51	1,307,509.90	546,858.94	700,964.62	606,204.70	21,313,806.47
Net Book Value	Land	Building	Computer	Motor Car	Plant & Machinery	Lab Equipments	Electrical Installation	Furniture & Fixtures	Electrical Equipments	Office Equipments	Total
As at 31st March, 2019	1,777,671.00	6,327,799.06	112,005.69	1,448,504.12	5,310,349.13	140,363.45	173,193.24	224,421.58	306,738.17	142,279.35	15,963,324.78
As at 31st March, 2018	1,777,671.00	5,683,646.53	103,174.84	1,781,142.47	6,150,652.06	148,057.29	234,874.54	207,366.15	369,547.39	40,107.11	16,496,239.37

2B. INTANGIBLE ASSETS

Gross Carrying Amount	Computer Software
Balance as at April 1, 2017	154,741.00
Balance as at March 31, 2018	154,741.00
Balance as at March 31, 2019	154,741.00
Accumulated Depreciation	Computer Software
Balance as at April 1, 2017	38,791.24
Add: Depreciation Expense	25,790.17
Balance as at March 31, 2018	64,581.41
Add: Depreciation Expense	25,790.17
Balance as at March 31, 2019	90,371.58
Net Book Value	Computer Software
As at 31st March, 2019	64,369.42
As at 31st March, 2018	90,159.59

UNIQUE ORGANICS LIMITED
Notes to Financial Statements for the year ended 31st March, 2019

(Amount in `)

	AS AT 31ST MARCH, 2019	AS AT 31ST MARCH, 2018
NOTE - 3		
<u>OTHER - NON CURRENT FINANCIAL ASSETS</u>		
(Unsecured, considered good)		
Security Deposits	187,922.00	187,922.00
	<u>187,922.00</u>	<u>187,922.00</u>
NOTE - 4		
<u>INVENTORIES</u>		
(At lower of cost and net realisable value)		
Raw Materials	10,117,019.48	3,908,180.43
Trading Goods	-	3,883,160.00
Packing Materials	219,561.06	97,589.13
Finished Goods	341,166.85	811,355.79
	<u>10,677,747.39</u>	<u>8,700,285.35</u>
NOTE - 5		
<u>TRADE RECEIVABLES</u>		
Secured, considered good	-	-
Unsecured, considered good	153,326,221.59	137,468,198.23
Doubtful	16,182,584.00	-
Less: Allowance for doubtful recivables	<u>(16,182,584.00)</u>	<u>-</u>
	<u>153,326,221.59</u>	<u>137,468,198.23</u>
<u>The above includes to related parties</u>		
Due from related parties	-	-
NOTE - 6		
<u>CASH & CASH EQUIVALENTS</u>		
Balances with bank:		
On Current Accounts	78,779.66	38,686.16
Cash in hand (As certified by the management)	66,387.14	185,454.64
	<u>145,166.80</u>	<u>224,140.80</u>
NOTE - 7		
<u>OTHER BANK BALANCES</u>		
Balances with bank:		
On Fixed Deposit Accounts	-	-
Unclaimed Dividend Account	3,234,389.00	3,235,889.00
	<u>3,234,389.00</u>	<u>3,235,889.00</u>
NOTE - 8		
<u>LOANS - CURRENT</u>		
(Unsecured, considered good)		
Other Loans	1,500,000.00	1,500,000.00
	<u>1,500,000.00</u>	<u>1,500,000.00</u>

UNIQUE ORGANICS LIMITED
Notes to Financial Statements for the year ended 31st March, 2019

(Amount in `)

	AS AT 31ST MARCH, 2019	AS AT 31ST MARCH, 2018
NOTE - 9		
CURRENT TAX ASSETS (NET)		
Advance Income Tax (net of provisions)	-	30,545.00
	-	30,545.00
NOTE -10		
OTHER CURRENT ASSETS		
Advances other than capital advances		
Balances with Govt. Authorities	7,479,908.33	3,500,177.03
Advances recoverable in cash or in kind	5,524,709.00	5,066,425.00
Less: Allowances for doubtful advances	(4,997,795.00)	-
Prepaid Expenses	185,608.00	137,726.00
ECGC Fees Advance	198,035.18	78,962.95
	8,390,465.51	8,783,290.98
Advances other than capital advances consitutes:		
Considered Good	8,390,465.51	
Considered doubtful, provided	4,997,795.00	
NOTE - 11		
EQUITY SHARE CAPITAL		
Authorised Shares:		
100,000 (P.Y:100,000) Preference Shares of Rs.100/-each	10,000,000.00	10,000,000.00
60,00,000 (P.Y: 60,00,000) Equity Shares of Rs.10/-each	60,000,000.00	60,000,000.00
Issued Shares		
59,71,500 (P.Y:59,71,500) Equity Shares of Rs.10/-each	59,715,000.00	59,715,000.00
Subscribed & Paid - up Shares		
59,71,500 (P.Y:59,71,500) Equity Shares of Rs.10/-each	59,715,000.00	59,715,000.00
	59,715,000.00	59,715,000.00
Less: Face Value of 18500 (P.Y: 18,500) Equity Shares Forfieted	185,000.00	185,000.00
	59,530,000.00	59,530,000.00
Add: Forfieted Shares(Amount Originally Paid Up)	153,500.00	153,500.00
	59,683,500.00	59,683,500.00

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.

UNIQUE ORGANICS LIMITED
Notes to Financial Statements for the year ended 31st March, 2019
NOTE - 11 (Contd..)
b) Details of equity shareholders holding more than 5% shares in the company

	AS AT 31ST MARCH, 2019		AS AT 31ST MARCH, 2018	
	No. of Shares	% Holding	No. of Shares	% Holding
Equity Shares of Rs.10 each fully paid up				
Jyoti Prakash Kanodia	642,494	10.79%	642,494	10.79%
Sarla Devi Kanodia	727,599	12.22%	727,599	12.22%
Madhu Kanodia	433,899	7.29%	433,899	7.29%

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

Particulars	AS AT 31ST MARCH, 2019 No. of Shares	AS AT 31ST MARCH, 2018 No. of Shares
Equity Shares		
Equity Shares at the beginning of the year	5,953,000	5,953,000
Equity shares at the end of the year	5,953,000	5,953,000

(Amount in `)

AS AT 31ST MARCH, 2019	AS AT 31ST MARCH, 2018
---------------------------	---------------------------

NOTE - 12
OTHER EQUITY
RESERVE AND SURPLUS

Capital Reserve	1,807,660.75	1,807,660.75
Capital Redemption Reserve	10,000,000.00	10,000,000.00
General Reserve	4,470,816.90	4,470,816.90
Retained Earnings	46,664,031.53	40,111,412.29
	62,942,509.18	56,389,889.94
OTHER COMPREHENSIVE INCOME		
Remeasurement of Defined Benefit Plans	(100,098.20)	(3,231.20)
	(100,098.20)	(3,231.20)
	62,842,410.98	56,386,658.74

NOTE - 13
PROVISIONS - NON CURRENT

Provision for employee benefits	510,963.00	477,693.00
	510,963.00	477,693.00

NOTE - 14
DEFERRED TAX LIABILITIES (NET)
Deferred Tax Liabilities

On Fixed Assets	1,625,680.00	1,786,923.00
Deferred Tax Asset		
On expenditures charged to the statement of profit & loss but allowable for tax purpose on payment basis	(235,500.00)	(195,293.00)
On Carried Forward Loss	(359,956.00)	-
MAT Credit Entitlement	(1,329,048.00)	(169,638.00)
	(298,824.00)	1,421,992.00

UNIQUE ORGANICS LIMITED
Notes to Financial Statements for the year ended 31st March, 2019

(Amount in `)

	AS AT 31ST MARCH, 2019	AS AT 31ST MARCH, 2018
NOTE - 15		
<u>BORROWINGS - CURRENT</u>		
<u>Secured :</u>		
Loans from Bank		
Packing Credit Limit	19,489,076.00	11,075,554.00
Cash Credit Limit	31,978,208.32	36,663,747.64
	51,467,284.32	47,739,301.64
<p>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, Hypoyhecation of Plant & Machineries and all present and future fixed assets, hypothecation of Raw Materials, Work in Progress, Finished Goods, Stores & packing materials, Book Debts, Pledge of Ware House and other properties, personal guarantees of Director, bearing interest @10.15% p.a. (Previous Year 10.65% p.a.) in case of PC & FBP and 11.25% & 9.65% p.a.(Previous Year 11.50% & 10.65% p.a.) in case of CC limit</p>		
NOTE - 16		
<u>TRADE PAYABLES</u>		
<u>Trade Payables (including acceptance)</u>		
Total outstanding due of micro & small Enterprises (including interest)	1,33,995.00	-
Other Trade Payables	9,021,872.00	4,138,491.10
	9,155,867.00	4,138,491.10
NOTE - 17		
<u>OTHER FINANCIAL LIABILITIES - NON CURRENT</u>		
Sundry Creditors for Exp. & Others	5,198,507.76	3,286,022.72
Unclaimed Dividend*	3,234,389.00	3,235,889.00
	8,432,896.76	6,521,911.72
<p>* There is no amount due & outstanding as at Balance Sheet date to be transferred to Investor Education & Protection Fund.</p>		
NOTE - 18		
<u>CURRENT TAX LIABILITIES (NET)</u>		
Provision for Income Tax (net of advances)	947,736.55	-
	947,736.55	-
NOTE - 19		
<u>OTHER LIABILITIES - CURRENT</u>		
Statutory Dues	311,652.00	181,741.00
Bank Balances Overdrawn	191,314.88	41,949.13
	502,966.88	223,690.13
NOTE - 20		
<u>PROVISIONS - CURRENT</u>		
Provision for employee benefits	244,805.00	123,432.00
	244,805.00	123,432.00

UNIQUE ORGANICS LIMITED
Notes to Financial Statements for the year ended 31st March, 2019

(Amount in `)

	For the Year 2018-2019	For the Year 2017-2018
NOTE - 21		
<u>REVENUE FROM OPERATION</u>		
Sale of Products	275,837,652.20	373,943,484.05
Other Operating Revenue		
Export Incentives	10,811,916.00	8,121,274.65
Job Work	2,811,218.75	3,757,742.37
	289,460,786.95	385,822,501.07
NOTE - 22		
<u>OTHER INCOME</u>		
Interest Income	9,274.50	86,285.00
Foreign Exchange Gain (net)	2,711,950.60	1,968,440.89
Other Receipts	1,550.00	855,179.45
	2,722,775.10	2,909,905.34
NOTE - 23		
<u>COST OF RAW MATERIALS & COMPONENTS CONSUMED</u>		
Opening Stock	4,005,769.56	647,687.47
Add: Purchases	66,358,823.09	45,493,739.32
	70,364,592.65	46,141,426.79
Less: Closing Stock	10,336,580.54	4,005,769.56
	60,028,012.11	42,135,657.23
NOTE - 24		
<u>PURCHASE OF STOCK-IN-TRADE</u>		
Purchases	145,785,559.00	257,130,581.77
	145,785,559.00	257,130,581.77
NOTE - 25		
<u>CHANGES IN INVENTORIES</u>		
<u>Inventories at the end of the year</u>		
Stock-in-Trade	-	3,883,160.00
Finished Goods	341,166.85	811,355.79
	341,166.85	4,694,515.79
<u>Inventories at the beginning of the year</u>		
Stock-in-Trade	3,883,160.00	26,247,427.50
Finished Goods	811,355.79	-
	4,694,515.79	26,247,427.50
	4,353,348.94	21,552,911.71
NOTE - 26		
<u>EMPLOYEE BENEFITS EXPENSES</u>		
Salaries, Wages & Bonus	11,729,290.00	6,844,650.00
Contribution to Provident Fund & Other Funds	575,404.00	414,087.00
Staff Welfare Expenses	42,247.00	19,146.00
	12,346,941.00	7,277,883.00

UNIQUE ORGANICS LIMITED
Notes to Financial Statements for the year ended 31st March, 2019

(Amount in `)

	For the Year 2018-2019	For the Year 2017-2018
NOTE - 27		
FINANCE COST		
<u>Interest Expenses</u>		
Cash Credit	4,426,978.00	4,106,376.00
Packing Credit	1,669,633.00	1,736,921.00
Foreign Bill Purchase	826,153.00	1,012,208.00
Discounting & Bank Charges	814,655.40	973,473.44
	7,737,419.40	7,828,978.44
NOTE - 28		
DEPRECIATION AND AMORTISATION		
Depreciation on Property, Plant and Equipment	1,626,529.71	1,480,709.56
Depreciation on Other Intangible Assets	25,790.17	25,790.17
	1,652,319.88	1,506,499.73
NOTE - 29		
OTHER EXPENSES		
Freight, Clearing & Forwarding Expenses	22,021,354.03	37,688,093.00
Other Operational Expenses	856,633.00	882,416.00
Payment to Auditor (Refer details below)	150,000.00	150,000.00
Rates & Taxes	-	17,443.00
Advertisement & Business Promotion Expenses	117,355.16	775,722.00
Commission Expenses	1,862,312.00	1,777,934.50
Claims & Deductions	721,366.02	114,164.69
CSR Expenditure	224,414.12	500,000.00
Traveling Expenses	289,721.00	355,621.00
Rent Paid	107,658.00	309,678.00
Testing & Sampling Expenses	748,611.88	589,992.00
Power & Fuel	1,231,148.05	1,061,657.00
Insurance/ECGC Premiums	810,701.08	839,675.79
Legal & Profesional Fees	533,479.75	539,440.00
<u>Repair & Maintenance</u>		
On Machinery	320,699.18	336,697.13
On Buldings	111,453.00	160,613.75
On Others	47,435.90	111,014.44
Bad Debts for doubtful recivables	21,180,379.00	-
Miscellaneous Expenes	2,920,180.31	2,650,478.34
	54,254,901.48	48,860,640.64
Payment to Auditor		
As Auditor (Including Service Tax)		
Statutory Audit Fee	125,000.00	125,000.00
Tax Audit Fee	25,000.00	25,000.00
	150,000.00	150,000.00
NOTE - 30		
EARNINGS PER SHARE(EPS)		
Net profit/(loss) after tax as per statement of Profit and Loss	6,552,619.24	3,063,049.89
Weighted average number of equity shares used as denominator for calculating EPS	5,953,000.00	5,953,000.00
Basic & Diluted Earning Per Share	1.10	0.51

UNIQUE ORGANICS LIMITED
Notes to Financial Statements for the year ended 31st March, 2019
NOTE - 31

Disclosure pertaining to Micro, Small & Medium Enterprises Development Act, 2006, as per information available with the company.

Description	As at 31st March, 2019	As at 1st April, 2018
Principal amount outstanding as at year end	133,995.00	-
Interest due on above and unpaid as at year end	-	-
Interest paid to the supplier	-	-
Payments made to the supplier beyond the appointed day during the year	-	-
Interest due and payable for the year of delay	-	-
Interest accrued and remaining unpaid as at end of year	-	-
Amount of further interest remaining due and payable in succeeding year	-	-

NOTE - 32
SEGMENT REPORTING
i) Business (Primary) Segment

The Company operates in a single primary business segment, namely, Feed, food and Spices products, and hence there is no reportable primary segment as per AS-17 on segment reporting.

ii) Geographical (Secondary) Segment

a) The company primarily operates in India and overseas and therefore the analysis of geographical segment is demarcated into its Indian and Overseas operations as under :

Particulars	(Amount in `)	
	For the Year 2018-2019	For the Year 2017-2018
Revenue (Gross Sales)		
India	89,016,450.85	213,996,065.86
Overseas	186,821,201.35	159,947,418.19
Total	275,837,652.20	373,943,484.05

b) Non Current Assets

All non current assets other than financial instruments of the company are located in India

c) Customers Contributing more than 10% of the Revenue.

Particulars	(Amount in `)	
	For the Year 2018-2019	For the Year 2017-2018
Sri Krishna Balram Seva Trust	55,675,435.00	24,574,820.00
Anovafeed Joint Stock Company	46,347,431.95	-
TH Milk Food Jsc, Vietnam	29,457,996.76	6,082,218.75
De Hues Myanmar Limited	-	55,463,131.39
Vietnam Dairy Cow One Member Co. Ltd.	51,406,339.25	11,995,216.80

NOTE - 33

Miscellaneous Expenses includes a sum of Rs.32694/- (Previous Year Rs. Nil) relating to the earlier years period.

UNIQUE ORGANICS LIMITED
Notes to Financial Statements for the year ended 31st March, 2019
NOTE - 34
RELATED PARTY DISCLOSURE

As per Indian Accounting Standard - 24, the disclosures of transactions with the related parties are given below:

i) Name of the Related Party and Nature of Relationship

Name of the Related Party	Relationship
Jyoti Prakash Kanodia	} Key Managerial Person
Madhu Kanodia	
Harish Panwar	
Ramavtar Jangid	
Smt. Sarla Devi Kanodia	[- Relative of Key Management Personnel

ii) Transaction during the year with related parties:

Nature of Transactions	(Amount in Rs.)		
Nature of Transactions	Key Managerial Person	Relative of the key management personnel	Total
Remuneration	6,000,000.00 (2,400,000.00)	- -	6,000,000.00 (2,400,000.00)
Board Meeting Fees	- -	12,000.00 -	12,000.00 -
Rent Paid	- -	- (207,600.00)	- (207,600.00)

Figures in brackets represent previous year's figures.

ii) Balances with related parties: (Amount in Rs.)

Particulars	As At 31ST MARCH, 2019	As At 31ST MARCH, 2018
Directors Remuneration Payable	351,423.00	NIL

NOTE - 35
EMPLOYEE BENEFITS
A. The defined benefit plans expose the company to a number of actuarial risks such as : Investment

Longevity Risk : The present value of the defined benefit liability is calculated by reference to the best estimate of the mortality of participants both during and after their employment. An increase in the life expectancy of the participants will increase the liability.

Salary Risk : The present value of the defined benefit liability is calculated by reference to future salaries of participants. As such, an increase in the salary of the participants will increase the liability.

UNIQUE ORGANICS LIMITED
Notes to Financial Statements for the year ended 31st March, 2019
B. Details of Plans are as follows:

(Amount in `)

	For the Year 2018-2019	For the Year 2017-2018
(a) Expenses Recognised as Employee Benefits Expenses in the Statement of Profit or Loss during the year		
(i) Current Service Cost	90,521.00	53,790.00
(ii) Net Interest	31,388.00	34,780.00
(iii) Expenses recognised during the year	121,909.00	88,570.00
(b) Expenses Recognised in Other Comprehensive		
(i) Income during the year Expected return on Plan	-	-
(ii) Actuarial (gain) / Losses on obligation	130,902.00	(40,557.00)
(iii) Net (Income)/Expenses Recognised during the year	130,902.00	(40,557.00)
(c) Amount Recognized in Balance Sheet		
(i) Present value of obligation as at end of the year	252,811.00	48,013.00
(ii) Fair value of Plan Assets as at end of the year	-	-
(iii) Amount Recognized in Balance Sheet	252,811.00	48,013.00
(d) Change in Present Value of obligation		
(i) Obligation as at the beginning of the year	499,700.00	451,687.00
(ii) Current Service Cost	90,521.00	53,790.00
(iii) Interest Cost	31,388.00	34,780.00
(iv) Actuarial (Gain) / Losses	130,902.00	(40,557.00)
Arising from Changes in Experience Adjustments	131,663.00	(27,995.00)
Arising from Changes in Financial Assumptions	(761.00)	(12,562.00)
(v) Benefits Paid	(185,193.00)	-
(vii) Obligation as at the end of the year	567,318.00	499,700.00
(e) Changes in Fair Value of Plan Assets		
(i) Fair Value of Plan Assets as at the beginning of the	-	-
(ii) Expected return on Plan	-	-
(iii) Contributions by the employer	-	-
(iv) Benefits Paid	-	-
(v) Actuarial (Gain) / Losses	-	-
(vi) Fair Value of Plan Assets as at the end of the year	-	-
(f) Actuarial Assumption		
(i) Discount Rate	7.71%	7.70%
(ii) Expected return on Plan	0.00%	0.00%
(iii) Inflation Rate	6.00%	6.00%
(iv) Remaining Working Life	22 Years	20 Years
(v) Mortality Table	IALM 2006-08 ULTIMATE	IALM 2006-08 ULTIMATE

C. Sensitivity Analysis :

A quantitative analysis for significant assumptions are as follows :

(Amount in `)

	For the Year 2018-2019	For the Year 2017-2018
(a) Effect of 1% change in assumed discount rate		
1% increase	531,033.00	389,824.00
1% decrease	607,214.00	513,948.00
(b) Effect of 1% change in assumed salary escalation rate		
1% increase	607,497.00	514,108.00
1% decrease	530,488.00	388,788.00
(c) Effect of 1% change in assumed inflation rate		
1% increase	567,631.00	446,297.00
1% decrease	567,005.00	445,797.00

UNIQUE ORGANICS LIMITED
Notes to Financial Statements for the year ended 31st March, 2019
NOTE - 36
INCOME TAX EXPENSES

 (i) Income Tax Expense

The major components of income tax expenses for the year ended March 31, 2019 and for the year ended March 31, 2018 are:

(Amount in `)

Particulars	For the Year 2018-2019	For the Year 2017-2018
Current Tax	1,159,222.00	169,638.00
Deferred Tax Charge/(Credit)	(1,686,781.00)	(793,434.00)
Total Income Tax Expense recognised in Statement of	<u>(527,559.00)</u>	<u>(623,796.00)</u>
 (ii) <u>Reconciliation of effective tax rate:</u>		
Profit before Tax	6,025,060.24	2,439,253.89
Enacted Tax Rate in India (under section 115JB)	19.24	19.055
Expected Tax Expense	1,159,222.00	464,800.00
Tax Effect on items which are not deductible/deductible		
Additional Deduction under Income Tax Act, 1961	-	(295,162.00)
Deferred Tax	(357,733.00)	(623,796.00)
MAT Cedit Entitlement	(1,329,048.00)	(169,638.00)
Effect due to Change in Rate	-	
Income Tax Expenses	<u>(527,559.00)</u>	<u>(623,796.00)</u>

NOTE - 37
FINANCIAL INSTRUMENTS AND RELATED DISCLOSURES
(a) Capital Management

The Company's objective when managing capital (defined as net debt and equity) is to safeguard the Company's ability to continue as a going concern in order to provide returns to shareholders and benefit for other stakeholders, while protecting and strengthening the Balance Sheet through the appropriate balance of debt and equity funding. The Company manages its capital structure and makes adjustments to it, in light of changes to economic conditions and strategic objectives of the Company.

(b) Categories of Financial Instruments

Particulars	As at 31st March, 2019	As at 1st April, 2018
Financial Assets		
Measured at Amortised Cost		
Cash and Cash Balances	145,166.80	224,140.80
Other Bank Balances	3,234,389.00	3,235,889.00
Trade Receivables	153,326,221.59	137,468,198.23
Other Financial Assets - Non Current	187,922.00	187,922.00
Loans	1,500,000.00	1,500,000.00
Financial Liabilities		
Measured at Amortised Cost		
Borrowings	51,467,284.32	47,739,301.64
Trade Payables	9,155,867.00	4,138,491.10
Other Financial Liabilities	8,432,896.76	6,521,911.72

UNIQUE ORGANICS LIMITED

Notes to Financial Statements for the year ended 31st March, 2019

NOTE - 37 (Contd..)

The carrying value of the amortised financial assets and liabilities approximate to the fair value on the respective reporting dates.

(c) Fair Value Measurement and Fair Value Hierarchy

The management assessed that loans, cash and cash equivalents, trade receivables, borrowings, trade payables and other current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

(d) Financial Risk Management

The Company's financial liabilities comprise short-term borrowings, capital creditors and trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's financial assets include trade and other receivables, cash and cash equivalents.

(a) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: currency risk and other price risk, such as commodity price risk and equity price risk. Financial instruments affected by market risk include trade payables, trade receivables, etc.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities. Such foreign currency exposures are not hedged by the Company.

The year end foreign currency exposures that have not been hedged by a derivative instrument or otherwise are as under -

Particulars	In Foreign Currency - USD/EURO		In Indian Rupees	
	31st March, 2019	31st March, 2018	31st March, 2019	31st March, 2018
Trade receivables	299315	15,018.75	20,704,009.00	976,881.07
Advance against supply	0	75,600.00	0	4,997,795.00

For the year ended March 31, 2019 and March 31, 2018, every percentage point depreciation / appreciation in the exchange rate between Indian rupees and U.S. dollar will affect the Company's profit

(b) Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Financial instruments that are subject to concentrations of credit risk principally consist of trade receivables, loans, cash and cash equivalents, bank deposits and other financial assets. None of the financial instruments of the Company result in material concentration of credit risk.

The carrying amount of financial assets represents the maximum credit exposure.

Trade Receivables

In determining the allowances for credit losses of trade receivables, an impairment analysis is performed by the Company using a practical expedient by computing the expected credit loss allowance for trade receivables at each reporting date on an individual basis for all the customers. The procedure takes into account historical credit loss experience and is adjusted for forward looking information.

UNIQUE ORGANICS LIMITED
Notes to Financial Statements for the year ended 31st March, 2019
(c) Liquidity Risk

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

NOTE - 38
NOTES ON CSR EXPENDITURES

(Amount in `)

Particulars	For the Year Ended 2018-2019	For the Year Ended 2017-2018
(a) Gross amount required to be spent by the Company during the year	-	-
(b) Amount spent during the year ended		
(i) Construction/acquisition of any asset	-	-
(ii) On purposes other than (i) above	224,414.12	500,000.00
(c) Amount unspent as at the year ended	763,868.00	988,282.00

NOTE - 39

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

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: Kolkata

Date: 28th May, 2019

Sd/-
J.P. Kanodia

(Managing Director)

Sd/-
Harish Panwar

(Chief Financial Officer)

For and on behalf of the Board
Sd/-
Madhu Kanodia

(Director)

Sd/-
Ramavtar Jangid

(Company Secretary)

**Form No. MGT-11
Proxy form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014

Name of the company: UNIQUE ORGANICS LIMITED

CIN: L24119RJ1993PLC007148

Registered office: E-521, Sitapura Industrial Area, Sitapura, Tonk Road, Jaipur-302022

Name of the member (s):

Registered address:

E-mail Id:

Folio No / Client Id : DP ID :

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name : E-mail Id :
Address :
..... Signature or failing him
2. Name : E-mail Id :
Address :
..... Signature or failing him
3. Name : E-mail Id :
Address :
..... Signature or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th Annual general meeting of the company, to be held on the Friday, 27th September 2019 At 11:30 a.m. at E-521, Sitapura Industrial Area, Sitapura, Tonk Road, Jaipur, and at any adjournment there of in respect of such resolutions as are indicated below:

SR No.	RESOLUTIONS	Business	() Optional	
			Assent	Dissent
01.	To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors ('the Board') and auditors thereon.	Ordinary		
02.	To appoint a director in place of Mrs. VINITA MISHRA, (DIN: 00207464) who retires by rotation and being eligible offers herself for re-appointment.	Ordinary		
03.	To Re-appoint Mr. Sanjay Sharma, independent director of the company for an another term of 5 years.	Special		
04.	To appoint Mrs. Nisha sharma as an independent director of the company for a term of five years.	Special		
05.	Adoption of New Set of Articles of Associations.	Special		
06.	Change in Objects and Liability clause of Memorandum of Association	Special		

Signed this day of 2019.

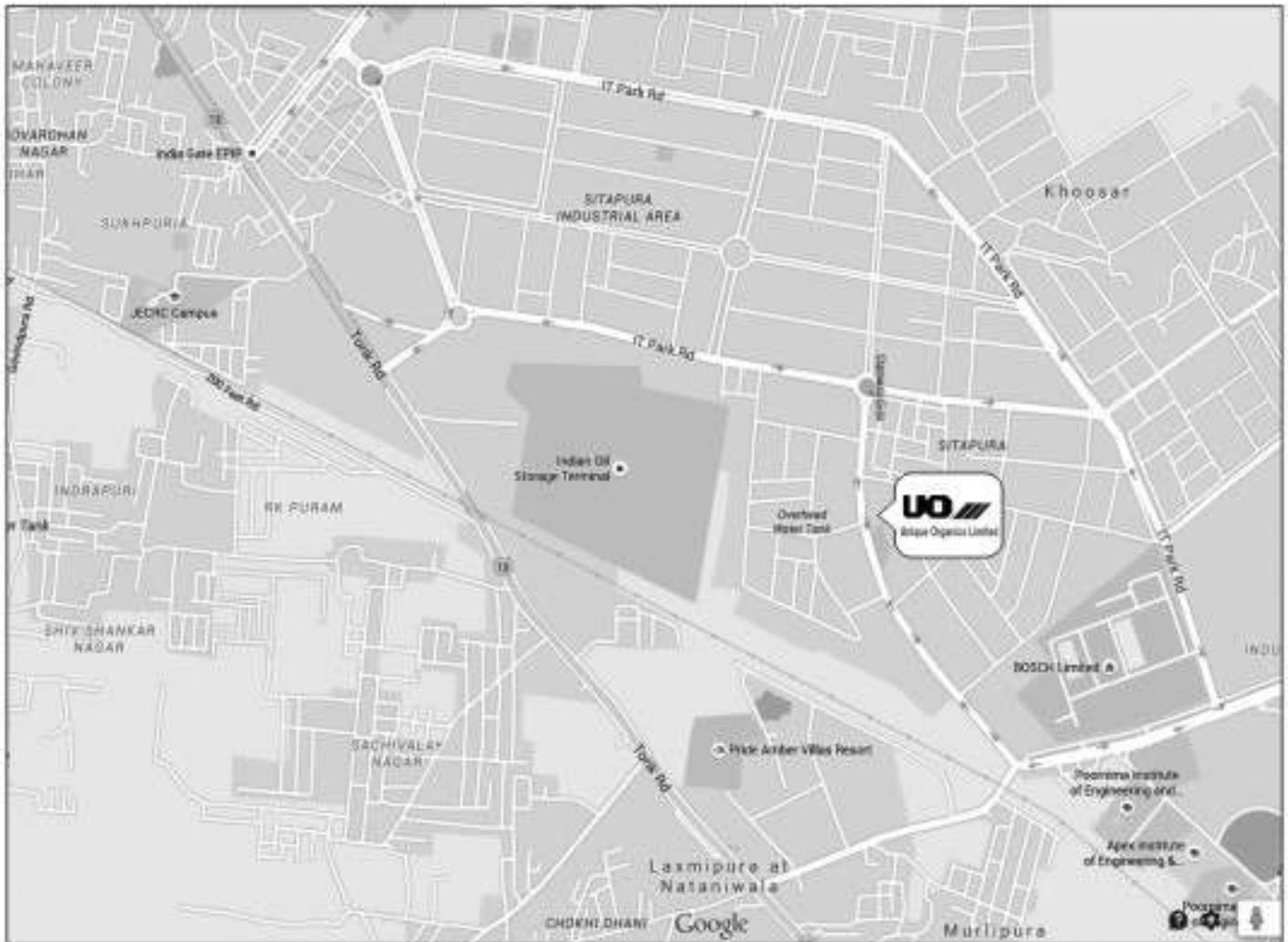
**Rs. 1
Revenue
Stamp**

Signature of shareholder : Signature of Proxy holder (s)

Notes:

- a) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- b) It is optional to put 'Right Mark' () in appropriate column against the resolution indicated in the box, if you leave the 'Assent' or 'Dissent' column blank against any or all resolutions, your Proxy will be eligible to vote in the manner as he/she thinks appropriate.
- c) A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital essaying voting rights. A member holding more than 10% of total share capital of the company essaying voting rights may appoint a single person as proxy and such person shall not be act as proxy for any other person or shareholder.

Route Map of AGM Venue/ Plant Location



UNIQUE ORGANICS LIMITED

Regd. Office & Factory : E-521, Sitapura Industrial Area,
Jaipur-302 022 INDIA | Tel.: 0141-2770315 / 2770509

E-mail : unique@uniqueorganics.com

www.uniqueorganics.com

