



Ref: UOL/23-24/SEC/032

Date: 06.09.2023

To,
Department of Corporate Services,
BSE Limited
P.J. Towers, Dalal Street,
Mumbai – 400001

BSE Scrip Code: 530997

Sub: Annual General Meeting- Integrated Annual Report 2022-23.

The 31st Annual General Meeting of the Company is scheduled to be held on Friday, 29th September, 2023 at 12:30 P.M. through Video Conferencing/other audio visual mode (VC/OAVM).

Pursuant to Regulation 34(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Integrated Annual Report of the Company containing the Notice of AGM for the financial year 2022-23 which is being sent only through electronic mode to the Members.

The Integrated Annual Report containing the Notice is also uploaded on the Company's website at <http://uniqueorganics.com/investor/annual-report/>

This is for your information and records.

Thanking You

For **Unique Organics Limited**

Ramavtar Jangid
Company Secretary



31st ANNUAL REPORT 2022-23

UNIQUE ORGANICS LIMITED

CIN: L24119RJ1993PLC007148

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CORPORATE INFORMATION			
	Name of Director	DIN	Designation
Board of Directors	Mr. Jyoti Prakash Kanodia	00207554	Managing Director
	Mrs. Madhu kanodia	00207604	Non-executive Director
	Mr. Ashok Kumar Dangaich	00905542	Non-executive Director
	Mr. Sanjay Sharma	06860402	Independent Director
	Mr. Ashish Gupta	09586177	Independent Director
Name of Company	Unique Organics Limited		
CIN	L24119RJ1993PLC007148		
Registered Office	E-521, Sitapura Industrial Area, Jaipur-302022 (Raj.) INDIA		
Corporate office	E-521, Sitapura Industrial Area, Jaipur-302022 (Raj.) INDIA		
Phone No.	0141-2770315, 2770509		
Email-Id.	compliance@uniqueorganics.com		
Website	www.uniqueorganics.com		
Company Secretary & Compliance officer	Mr. Ramavtar Jangid Phone: +91-141-2770315 / 2770509 E-mail: compliance@uniqueorganics.com		
Chief Financial Officer	Mr. Harish Panwar Phone: +91-141-2770315 / 2770509 Email:- unique@uniqueorganics.com		
Statutory Auditors	Gourisaria Goyal & Co. Chartered Accountants 202, IIInd Floor, Radhey Govind Chambers, Opp. Amber Tower, S.C. Road, Jaipur-302001 (Raj.)		
Internal Auditors	Maheshwari & Co. Chartered Accountants Office No. 612-613, Crops Arcade, K-12, Malviya Marg,C-Scheme, Jaipur-302001 (Raj.)		
Secretarial Auditors	Arms & Associates LLP Practicing Company Secretaries 24 Ka 1, Jyoti Nagar, Jaipur-302005 (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, E-mail: absconsultant99@gmail.com		
Banker	Bank of Baroda Nehru Place Branch, Tonk Road, Jaipur (Raj.)		

NOTICE OF THE 31st ANNUAL GENERAL MEETING

Notice is hereby given that Thirty First (31st) Annual General Meeting of the Members of Unique Organics Limited [CIN: L24119RJ1993PLC007148] will be held on Friday 29th September, 2023 at 12:30 P.M. through Video Conferencing/Other Audio Visual Means (VC/OAVM) 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, 2023 and the reports of the Board of Directors ('the Board') and Auditors thereon.
2. To appoint a director in place of Mr. Ashok Kumar Dangaich (DIN: 09055421) who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

3. To revise and increase the managerial remuneration payable to Mr. Jyoti Prakash Kanodia (DIN: 00207554), Managing Director 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 Sections 197, 198 and 203, read with Schedule V, SEBI Regulations and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) upon the recommendation of the Nomination & Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded for revision of managerial remuneration of Mr. Jyoti Prakash Kanodia (DIN: 00207554), Managing Director of the Company, which is in excess of threshold limits as prescribed under Securities and Exchange of Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (SEBI LODR Regulations), Section 197, 198 and Schedule V of the Companies Act, 2013 and the Rules made

thereunder w.e.f. 1st October, 2023 for the remaining tenure on the terms as mentioned in the Explanatory Statement.

4. **Alteration of the Object 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, 6 & 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 Registrar of Companies, Jaipur Rajasthan or any other statutory authority(ies) , if any required in this behalf, the consent of the members be and are hereby accorded for effecting the following alterations in the existing clause(a) of the memorandum of association (the MOA) of the Company by addition of certain clauses in the following manner:-

Under the heading III, sub-heading **"(A) the objects to be pursued by the Company on its incorporation are:"** following shall be incorporated in continuation after point no. 5 as under:-

6. To carry on in India or elsewhere the business of prospecting, exploring, operating and working on mines, quarries and to win, set, crush, smelt, manufacture, process, excavate, dig, break, acquire, develop, exercise, turn to account, survey, produce, prepare, remove, undertake, barter, convert, finish, load, unload, handle, transport, buy, sell, import, export, supply, and to act as agent, broker, adatia, stockiest, distributor, consultant, contractor, manager, operator or otherwise to deal in all sorts of presents and future ores, minerals, deposits, goods, substances & materials, including sands, stones, and soils, chalk, clay, china clay, betonies, broils, calcite and coal, lignite, rock phosphate, feldspar, quartz, brimstone, brine, bauxite, limestone, precious and other stones, iron, aluminum, titanium, vanadium, mica, apalite, chrome, copper, gypsum, rutile, sulphate, calcium

carbonate, tin, zinc, zircon, tungsten, silicon, brass, and other allied materials, by products, mixtures, blends, residues & substances, and all kinds of natural, synthetic and reclaimed rubber, their derivatives and substitutes, rubber latex, synthetic resins and plastics, raw rubber, allied rubber products and finish products and to do all incidental acts and things necessary for the attainment of the objects under these presents.

To search, survey, discover and find out and the acquire by concession, grant, purchase, barter, lease, license, degrees & tenders the allotment or otherwise of land or water area from government, semi-government, local authorities, private bodies, corporations and other persons, such rights, powers, and privileges whatsoever for obtaining mines, open cast mines, bucket mines, quarries, deposits, etc. for the accomplishment of the above objects.

7. To acquire, promote, establish, maintain, conduct and run testing laboratory, research laboratory, experimental workshops, scientific laboratory, fire testing laboratory and other organizations for examination, analysis, investigations, test, experiment & research on behalf of government, semi government, local authorities, private bodies and general public for all kinds of materials, including, chemicals, medical, metallurgical, electronic, building material, Textile material, electrical, agricultural, edibles, and other items of industrial, domestic or commercial use including testing facilities for food items, chemicals, edible oils, agricultural raw material and products, industrial raw material

and products, water, effluent water, air, gases, sludge, textile auxiliaries and finished products, cement, alloys, packing material, soap and detergent, FRP, insulation material, fire retardant material, calibration facilities physical instruments etc. to industries to have control on the quality of the products.

8. To carry on business as manufacturers, producers, processors, growers, fermentators, distillers, refiners, makers, inventors, convertors, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, bottlers, packers, movers, preservers, stockiest, agents, merchants, distributors, consignors, jobbers, brokers or otherwise deal in all kinds of fertilizers, manures, pesticides, insecticides, fungicides, herbicides and all types of chemicals used in apiculture, horticulture, fumigation, poultry farming, , pisciculture, sericulture and animal husbandry.”

By order of the Board of Directors of Directors

For Unique Organics Limited

Sd/-

Ramavtar Jangid

Company Secretary

M. No: A38688

Jaipur, September 01, 2023

Registered Office:

E-521, Sitapura Industrial Area,

Jaipur-302022 (Raj.) India

Phone No. +91 141 2770315/509

Email: compliance@uniqueorganics.com

CIN: L24119RJ1993PLC007148

NOTES

1. Pursuant to the General Circulars 10/2022 dated 28.12.2022, 20/2020 dated 05.05.2020, 2/2022 dated 05.05.2022 and other circulars issued by the Ministry of Corporate Affairs (MCA) and SEBI Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by SEBI (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold AGM through VC/OAVM, without the physical presence of members at a common venue and without dispatching hard copy of the statement containing salient features of all the documents

as prescribed in section 136 of the Companies Act, 2013 (financial statements, Board’s report, Auditor’s report etc.), to those shareholders who have not registered their email addresses. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/OAVM and the deemed venue for the 31st AGM shall be the Registered Office of the Company.

2. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend

- and vote on his / her behalf and the proxy need not be a member of the Company. Since the AGM is being held in accordance with the Circulars through VC/OAVM, the facility for the appointment of proxies by the members will not be available hence proxy form and attendance slip and route map of AGM are not attached to this Notice.
3. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution/authorization letter to the scrutinizer on email cssandeep@armsandassociates.com with a copy marked to evoting@nsdl.co.in.
 4. Participation of members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
 5. Notice of the AGM along with the Integrated Annual Report 2022-23 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories/ RTA, unless any Member has requested for a physical copy of the same. Members may note that the Notice and Annual Report 2022-23 will also be uploaded on the website of the Company at <https://uniqueorganics.com> under investors section (www.uniqueorganics.com/investor/annual-report/), websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
 6. An Explanatory Statement pursuant to Section 102(1) of the Act, setting out material facts concerning the business under Item Nos. 3 and 4 of the Notice is annexed hereto. Further, the relevant details with respect to Item No. 2 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM are also annexed.
 7. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.,:
 - a) **For shares held in electronic form:** to their Depository Participants (DPs)
 - b) **For shares held in physical form:** to the Company/Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021. The Company has sent letters for furnishing the required details. Members may also refer to Company's website www.uniqueorganics.com.
 8. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website at uniqueorganics.com and on the website of the Company's Registrar and Transfer Agents, ABS Consultant Pvt. Ltd., Kolkata at absconsultant99@gmail.com. It may be noted that any service request can be processed only after the folio is KYC Compliant.
 9. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to

dematerialize the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.

10. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
11. Members seeking any information with regard to the financial statements or any matter to be placed at the AGM, are requested to write to the Company at its email id compliance@uniqueorganics.com at an early date as to enable the management to keep the information ready at the AGM.
12. Members of the Company are hereby requested to note that as per the provisions of Section 124(5) and Section 124(6) of the Act, unpaid/unclaimed dividends which not encashed/ claimed by the member of the Company, within a period of seven years from the date of declaration of dividend, has already been transferred by the Company to the Investor Education and Protection Fund (IEPF), also all shares in respect of which dividend has not been paid or claimed for seven consecutive years has been transferred to the Demat Account of IEPF Authority notified by the MCA ('IEPF Demat Account').
 - a. Details of the unpaid/unclaimed dividend are available on the website of the Company i.e. <http://uniqueorganics.com/investor/unpaid-unclaimed-dividend/>
 - b. Members are hereby requested to check, verify and claim their unpaid/ unclaimed dividend as above at earliest by contacting or making request to Company or RTA details as below:
 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: absconsultant99@gmail.com
 - c. The Members, whose unclaimed dividends/ shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web

Form No. IEPF-5 available on www.iepf.gov.in.

13. Instructions for e-voting and joining the AGM through VC/OAVM are as follows:

- a. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the various Circulars issued by the MCA and SEBI, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting on the day of the AGM will be provided by NSDL.
- b. The remote e-voting period commences on Tuesday, September 26, 2023 (9:00 A.M. IST) and ends on Thursday, September 28, 2023 (5:00 P.M. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, September 22, 2023 i.e. cut-off date, may cast their vote electronically.
- c. The e-voting module shall be disabled by NSDL for voting thereafter. Members have the option to cast their vote on any of the resolutions using the remote e-voting facility, either during the period commencing from September 26, 2023 and ending on September 28, 2023 or e-voting during the AGM. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM.
- d. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution again.

- e. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- f. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the User ID and Password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/ she can use his/her existing

User ID and Password for casting the vote. In case of individual shareholders holding securities in dematerialized mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under “Login method for remote e-voting and joining virtual meeting for individual shareholders holding securities in dematerialized mode.”

- g. The details of the process and manner for remote e-voting are explained herein below:

The way to vote electronically on NSDL e-voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-voting system

Step 2: Cast your vote electronically on NSDL e-voting system.




Details on Step 1 are mentioned below:

A. Login method for remote e-voting and joining the virtual meeting and joining the virtual meeting for individual shareholders holding securities in dematerialized mode:

Pursuant to SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-voting facility provided by Listed Companies”, e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/DPs to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (“ESP”) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.

Login method for individual shareholders holding securities in dematerialized mode is given below:

Type of shareholders	Login method
Individual Shareholders holding securities in dematerialized mode with NSDL	<p>I. NSDL IDeAS Facility</p> <p>If you are already registered for NSDL IDeAS facility,</p> <ol style="list-style-type: none"> 1. Please visit the e-services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a personal computer or on a mobile. 2. Once the home page of e-services is launched, click on the ‘Beneficial Owner’ icon under ‘Login’ which is available under ‘IDeAS’ section. 3. A new screen will open. You will have to enter your user ID and password. After successful authentication, you will be able to see e-voting services. 4. Click on ‘Access to e-voting’ under e-voting services and you will be able to see e-voting page. 5. Click on options available against company name or e-voting service provider – NSDL and you will be redirected to the NSDL e-voting website for casting your vote during the remote e-voting period or voting during

	<p>the meeting.</p> <p>If the user is not registered for IDeAS e-Services,</p> <ol style="list-style-type: none"> 1. The option to register is available at https://eservices.nSDL.com. 2. Select 'Register Online for IDeAS' or click on https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp 3. Upon successful registration, please follow steps given in points 1-5 above. <p>II. E-voting website of NSDL</p> <ol style="list-style-type: none"> 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 home page of e-voting system is launched, click on the 'Login' icon available under 'Shareholder/Member' section. 3. A new screen will open. You will have to enter your user ID (i.e. your 16-digit demat account number hold with NSDL), password/OTP and a verification code as shown on the screen. 4. After successful authentication, you will be redirected to NSDL depository site wherein you can see e-voting page. Click on options available against company name or e-voting service provider – NSDL and you will be redirected to the e-voting website of NSDL for casting your vote during the remote e-voting period or voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="657 1161 1094 1417" style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
<p>Individual shareholders holding securities in dematerialized mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing Users who have opted for Easi/Easiest facility, they can login through their user ID and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest user will be able to see the e-voting menu. The menu will have links of e-voting service provider. Click to cast your vote. 3. If the user is not registered for Easi/ Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 4. Alternatively, the user can directly access e-voting page by providing demat account number and PAN number from a link in www.cdslindia.com home

	<p>page. The system will authenticate the user by sending OTP on registered mobile & email as recorded in the demat account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting service providers.</p>
Individual shareholders (holding securities in dematerialized mode) login through their DPs	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility. 2. Once logged in, you will be able to see e-Voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. 3. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

Important Note: Members who are unable to retrieve User ID/Password are advised to use Forgot User details/Password option available at respective websites.

Helpdesk for individual shareholders holding securities in dematerialized mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B. Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to 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 home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can 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	Your User ID is:
a) For Members who hold shares in demat account 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 Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using 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 the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - 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 from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
- Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nSDL.com.
 - [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nSDL.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 are given below:

HOW TO CAST YOUR VOTE ELECTRONICALLY AND JOIN GENERAL MEETING ON NSDL E-VOTING SYSTEM:

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. The link for VC/OAVM to attend AGM will be available where the EVSN of the company will be displayed after successful login as per the instructions mentioned above for remote e-voting.
3. Shareholders are encouraged to join the AGM through laptops / ipads for better experience.
4. Facility of joining the AGM through VC/OAVM shall open 30 minutes before the time scheduled for the AGM.
5. Further, shareholders will be required to allow camera and use internet with a good speed to avoid any disturbance during the AGM.
6. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the AGM may register themselves as a speaker by sending

their request in advance prior to AGM mentioning their name, demat account number/folio number, email id, mobile number at compliance@uniqueorganics.com. The shareholders, who do not wish to speak during the AGM but have queries may send their queries in advance mentioning their name, demat account number/folio number, email id, mobile number at compliance@uniqueorganics.com. These queries will be replied to by the company suitably by email.

Process for those shareholders, whose email/mobile number are not registered with the company/ depositories:

- (I) If shares are held in physical mode: Please provide Folio Number, name of member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card)
- (II) In case shares are held in demat mode: please provide DP ID and Client ID (16-digit DP ID + Client ID or 16-digit beneficiary ID), name of member, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card).
- (III) If you are an individual shareholder holding securities in demat mode: Please update your

email id and mobile number with your respective depository participant (DP), which is mandatory while e-voting and joining virtual meetings through depository.

If you have any queries or issues regarding attending AGM & e-Voting from the NSDL e-Voting System, you can write an email to evoting@nsdl.co.in or contact at 1800-222-990.

Other Instructions

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting (votes cast during the AGM and votes cast through remote

e-voting) and will submit 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. The results will be announced within the time stipulated under the applicable laws.

2. The result declared along with the Scrutinizer's Report shall be placed on the Company's website <https://uniqueorganics.com> and on the website of NSDL immediately. The Company shall simultaneously forward the results to Stock Exchanges, where the shares of the Company are listed.

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

Sd/-

Ramavtar Jangid

Company Secretary

M. No: A38688

Jaipur, September 01, 2023

Registered Office:

E-521, Sitapura Industrial Area,

Jaipur-302022 (Raj.) India

Phone No. +91 141 2770315/509

Email: compliance@uniqueorganics.com

CIN: L24119RJ1993PLC007148

ANNEXURE-A TO THE NOTICE

Details of directors seeking re-appointment (retire by rotation) at the Annual General Meeting:

Mr. Ashok Kumar Dangaich (DIN: 009055421) was appointed as an Additional Director with effect from 11th February, 2021 by the Board and further regularized in 29th AGM held on 3rd September, 2021 by members as Non-Executive Director. Mr. Ashok Kumar Dangaich is not be entitled for any remuneration as per the company policy for non-executive directors except sitting fees for attending board meetings.

None of the Directors and Key Managerial Personnel except Mr. Ashok Kumar Dangaich, are concerned or interested financially or otherwise in the proposed re-appointment.

For other details such as number of meetings of the board attended during the year, shareholding as on March 31, 2023, in respect of the above Director, please refer to the corporate governance report which is a part of this report.

Additional Details as required under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015:

Brief resume of the director	Name: Mr. Ashok Kumar Dangaich DIN: 009055421 Date of App.: 11.02.2021 Age: 64 Years <u>Educational qualification:</u> <ul style="list-style-type: none"> • CA, CS (INTER), • CAIIB • LLB (Gold medalist) • B.COM. (Gold medalist) <u>Experience:</u> <ul style="list-style-type: none"> • 2 years in Raj financial corporation. • 34 years in PSU Banking Sector. <u>Present Occupation:</u> <ul style="list-style-type: none"> • Practicing Chartered Accountant as partner in M/s K K Gupta & Co. Chartered Accountants, Jaipur (Raj.)
Nature of expertise in specific functional areas	36 years of rich experience in banking and finance sector in various PSU's.
Disclosure of relationships between directors inter-se	NIL
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years;	NIL
Shareholding of non-executive director in the listed entity, including shareholding as a beneficial owner.	500 Shares

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

Sd/-
Ramavtar Jangid
 Company Secretary
 M. No: A38688
 Jaipur, September 01, 2023

Registered Office:
 E-521, Sitapura Industrial Area,
 Jaipur-302022 (Raj.) India
 Phone No. +91 141 2770315/509
 Email: compliance@uniqueorganics.com
 CIN: L24119RJ1993PLC007148

EXPLANATORY STATEMENT

[Pursuant to section 102(1) of the Companies Act, 2013 (“Act”)]

ITEM NO. 3

Upon recommendation of the Nomination & Remuneration Committee and Board of Directors of the Company in their meeting held on 1st September, 2023 approved the revision of remuneration payable to Mr. Jyoti Prakash Kanodia, Managing Director of the Company w.e.f 1st October, 2023.

Further, the members are requested to authorise the Board to alter and vary the terms and conditions including remuneration and incremental thereof, from time to time for Mr. Jyoti Prakash Kanodia as mentioned below:

1. Remuneration:

- a) Salary not exceeding to INR 84,00,000/- p.a. (Rupees Eighty Four Lakhs) per annum or as may be decided by the board of directors to be paid on monthly basis.
- b) Commission (over and above monthly salary) as may be decided by the Board of Directors based on the net profit of the Company in each year, not exceeding 10% of the Net Profits of the Company calculated as per Section 198 of the Companies Act, 2013.
- c) Reimbursement of all travelling, boarding and lodging expenses incurred for/during business trips, entertainment and other out of pocket business promotion expenses, costs, charges and expenses as may be incurred by him for the purpose of or on behalf of the Company.
- a) He shall not be entitled to receive sitting fees for attending meetings of the Board of Directors or a Committee thereof.

2. Other Key Terms:

- d) He will be entitled to use official Car with driver.

- e) He will be entitled to avail the facility of furnished accommodation from Company at any time during his tenure (owned or rented by the company with a maximum sealing of 20% of his gross remuneration).
- f) The Company shall indemnify Mr. Jyoti Prakash Kanodia and keep him indemnified against all costs, expenses, losses, damages, penalties that he may incur or suffer in the course of attending or performing the Company’s work including but not limited to legal costs and expenses incurred by him in defending any dispute or proceedings in any Court of Law, Arbitration, etc.
- g) Mr. Jyoti Prakash Kanodia, in the capacity of Managing Director, shall be considered as a Key Managerial Personnel pursuant to the provisions of Section 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
- h) In case Company has adequate profits in any subsequent years, the remuneration to Mr. Jyoti Prakash Kanodia, shall be paid as the maximum remuneration calculated and payable as per Section 197 & 198 of the Companies Act, 2013.

A brief profile and other information as required under regulation 36(3) of the Listing Regulations and secretarial standard on general meetings, issued by the Institute of Company Secretaries of India are provided in the Annexure to the Notice.

The Board recommends the resolution as set out at agenda Item No. 3 of the accompanying notice for the members’ consideration and approval.

Details of Mr. Jyoti Prakash Kanodia, are provided below pursuant to: (i) the provisions of Section II, Part II of Schedule V of the Companies Act, 2013 (ii) Regulation 36(3) of the Listing Regulations and (iii) Secretarial Standard on General Meetings(“SS-2”), issued by the Institute of Company Secretaries of India.

1. GENERAL INFORMATION	
Nature of industry	The Company is engaged in the business of import, export and manufacturing of food, feed, spices and agricultural products.

Date or expected date of commencement of commercial production.	The company was incorporated on January 13, 1993 and started commercial production thereafter.		
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable		
Financial performance based on given indicators.	The details of the standalone financial Performance of the Company are given below: (Figures are in Lakhs)		
	Financial Year	Total Revenue	Net Profit / (Loss)
	2020-21	6113.77	4.43
	2021-22	9685.79	3.21
	2022-23	18532.91	383.69
Foreign Investments or collaborators, if any.	The Company has not entered into any foreign collaboration and no foreign direct capital investment has been made in the Company. Foreign investors, mainly comprising NRIs and Foreign Nationals are investors in the Company on account of past issuances of securities/ secondary market purchases. The Company doesn't have any Subsidiary, Associate or Holding Company.		
2. INFORMATION ABOUT THE APPOINTEE			
Designation	Managing Director		
DIN	00207554		
Age & DOB	56 Years (23/12/1966)		
Brief profile	He is a Commerce Graduate from St. Xaviers College, Kolkata and is having experience of about 30 years in the overall managerial sphere.		
Date of original Appointment	13 th January, 1993		
Nature of expertise in specific functional area	Experience of 31 years in management, finance, spices and Agri commodities trading and export sector.		
Disclosure of relationship between other directors & KMP's	Mrs. Madhu Kanodia, non-executive director is immediate relative (Spouse) of Mr. Jyoti Prakash Kanodia.		
Directorship held in Other public company as on March 31, 2023	NIL		
Chairmanship/ Membership of committees of other Public Companies as on March 31, 2022	NIL		
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The remuneration being as per Sections 197 & 198 of the Companies Act, 2013 read with Schedule V is comparable/optimum to CEO/MD levels of similar sized and similar nature of other companies in general.		
Background details	Mr. Jyoti Prakash Kanodia is the Promoter and Managing Director of the Company since 1993.		

Recognition or awards	The Company, under his leadership, has won many awards i.e. Export Excellence award by Chief Minister of Rajasthan, by Solvent Extractors Association for Second largest exporter of RICE BRAN.
Job profile and his suitability	Mr. Jyoti Prakash Kanodia is a Commerce Graduate from St. Xaviers College, Kolkata. He has over 31 years of professional experience in the overall managerial sphere. He has been the Managing Director of the Company since its inception i.e. 1993. Taking all this into consideration, the Board having recognized his dedicated team work in overall interest of the Company, bestowed the leadership of the Organization to Mr. Jyoti Prakash Kanodia as Managing Director in continuity.
Past Remuneration	Salary not exceeding to Rs. 84,00,000/- Per Annum or as may be decided by the board of directors with other facilities.
Proposed Remuneration	<p>a) Salary not exceeding to INR 84,00,000/- Per Annum (Rupees Eighty Four Lakhs) per annum or as may be decided by the board of directors to be paid on monthly basis.</p> <p>b) Commission as may be decided by the Board of Directors based on the net profit of the Company in each year, not exceeding 10% of the Net Profits of the Company calculated as per Section 198 of the Companies Act, 2013.</p> <p>c) Other terms and conditions remained the same as previous.</p>
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	<p>Besides the below, Mr. Jyoti Prakash Kanodia does not have any other pecuniary relationship with the Company:</p> <ol style="list-style-type: none"> 1. Remuneration as above. 2. Shareholding in Company (714833 Shares representing 12.01% of total paid-up capital). 3. Mrs. Madhu Kanodia (Spouse) is non-executive director in the Company holding 4,33,899 equity shares representing 7.29% of total paid-up capital.
3. OTHER INFORMATION	
Reasons of inadequate profit	<p>Company's business is based on Agri products which are very much dependable on weather and rain conditions and are very much vulnerable to drought and deceases. The prices of Agri products, sea freights and other costs are keep fluctuating round the year.</p> <p>Indian commodities market went a herculean way and with Indian currency strengthening against USD there was no place for Indian prices in the Global market. Agricultural commodities also did not remain unaffected by the same. Apart this, changing purchasing patterns worldwide also contributed in the deceleration of Indian exports.</p> <p>Your company mainly being engaged in export business of agricultural commodities, was affected by the situation. Even the domestic market was deeply hurt by the prevailing market situations and cash flows were severely affected with adversity.</p>
Steps taken or proposed to be taken for improvement	The management of the company is very much concerned about the situations and is continuously working to expand the product base and market area which will help to deal with the unexpected situation more effectively. The Company is taking continuous steps for improvement in this direction.
Expected increase in the productivity and profits in measurable terms	The aforesaid steps taken / to be taken by the Company are expected to improve the Company's performance and profitability in near future due to more dedication by time devotion by Managing Director.
4. DISCLOSURE	Required, the information is provided under Corporate Governance Section of Annual Report.

Except Mr. Jyoti Prakash Kanodia being appointee and Mrs. Madhu Kanodia being spouse of appointee, none of the directors and key managerial personnel of the company including their relatives are concerned or interested, financially or otherwise in the resolution mentioned at agenda Item No.3 of the accompanying notice of the 31th AGM.

The Company had not made any default in repayment of its debt or interest payable thereon during the preceding financial year 2022-23.

Please refer to the Corporate Governance Report for details on shareholding and number of meetings of the Board attended during the year respectively.

For other details such as number of meetings of the board attended during the year, shareholding as on March 31, 2023, in respect of the above Director, please refer to the corporate governance report which is a part of this report.

ITEM NO. 4

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 01, September 2023, subject to necessary

approval of the members of the Company, decided to amend the object clause of Memorandum of Association ('MOA') of the company by incorporating more business categories to the Company profile so that Company may have wide opportunity to explore and enter in new segment of business as and when required.

Accordingly, under the proposed amendment in object clause, it is, interalia, includes new business categories. 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, up to 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. 4 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 of Directors of Directors
For **Unique Organics Limited**

Sd/-

Ramavtar Jangid

Company Secretary

M. No: A38688

Jaipur, September 01, 2023

Registered Office:

E-521, Sitapura Industrial Area,

Jaipur-302022 (Raj.) India

Phone No. +91 141 2770315/509

Email: compliance@uniqueorganics.com

CIN: L24119RJ1993PLC007148



BOARD OF DIRECTORS' REPORT

To,
The Members of
Unique Organics Limited

E-521, Sitapura Industrial Area, Jaipur -302022 (Raj.)

Your directors are pleased to present the **Thirty First (31st) Annual Report** of the Company together with the Audited Financial Statement for the year ended on 31st March, 2023, as follows:

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

Particulars	Current year ended	Previous year ended
	31.03.2023	31.03.2022
	(Audited)	(Audited)
Revenue from operations	18,188.60	9,591.90
Other income	344.31	93.89
Total revenue	18,532.91	9,685.79
Expenses:		
(a) Cost of materials consumed	869.98	1,233.52
(b) Purchases of stock-in-trade	13,266.26	6,317.90
(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	50.66	(213.77)
(d) Employee benefits expense	168.35	168.01
(e) Finance costs	81.47	62.57
(f) Depreciation and amortization expense	16.38	16.54
(g) Other expenses	3,537.04	2,096.79
Total expenses	17,990.14	9,681.56
Profit/ (loss) before exceptional items and tax	542.77	4.23
Exceptional items	-	-
Profit/ (loss) before tax	542.77	4.23
Tax expense		
(1) Current tax	153.00	2.29
(2) Deferred tax expense	7.00	0.02
Profit/(Loss) for the period from continuing operations	382.77	1.92
other comprehensive income		
A (i) Items that will not be reclassified to profit & loss	1.27	1.74
(ii) Income tax relating to Items that will not be reclassified to profit & loss	(0.35)	(0.45)
B (i) Items that will be reclassified to profit & loss	-	-
(ii) Income tax relating to Items that will be reclassified to profit & loss	-	-
Total Comprehensive Income for the period (Comprising Profit (Loss) and other Comprehensive Income for the period)	383.69	3.21
Paid-up equity share capital (F.V. of Rs. 10/-)	595.30	595.30
Earnings per equity share		
(a) Basic	6.43	0.03
(b) Diluted	6.43	0.03

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

Your Company is engaged in manufacturing & exporting of agriculture commodities, food, spices, ruminant feed and other animal nutritional products. During the year under review, export sales contributed major role in source of income in total revenue of the Company. The export activities were focused on broadly on cereals, animal feed ingredients whereas domestic activities were focused on cattle feed and other animal nutritional products. Cereals and feed ingredients were the major contributor the export sales during the year under review. Your Company identified the demand of above products and has been focusing on its exports mainly on these. Further, your company is working to identify more such high demand products and is hopeful of developing a good market base on international level.

During the year under review, your Company didn't participate in any international trade fair.

As informed in the previous Annual Reports from time to time, your Company is continuous in making efforts to recover money from defaulted debtors by taking suitable measures.

The manufacturing facilities of your company were utilized at optimal level. It was used for the production of cattle feed and other animal nutritional products for ruminant's health and for pulverizing, blending of herbs and spices. As per company's policy, ethics and quality are maintained at all the levels of the production.

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

DIVIDEND:

No dividend is recommended for the financial year 2022-23.

RESERVES:

No amount was transferred to the general reserve during the year 2022-23.

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.

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 export of Agri commodities, spices, animal feed ingredients, manufacture and sale of range of cattle feed products as well as processing of medicinal & herbal items on job work basis for various parties.

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/investor/annual-return/>

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. 31.03.2023 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 has 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 on Bombay Stock Exchange (BSE) which has nationwide trading terminals.

CORPORATE GOVERNANCE:

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

All board members, senior management and designated persons have affirmed compliance with Code of Conduct under Companies Act, 2013 read with Rules there under along with SEBI (LODR) Regulations, 2015 and Code of Conduct on SEBI (PIT) Regulations, 2015 on annual basis.

BOARD MEETINGS:

The Board of Directors met 7 (Seven) times during the financial year 2022-23 on 06.05.2022, 26.05.2022, 02.07.2022, 12.08.2022, 14.11.2022, 07.02.2023 and 31.03.2023. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013 read with rules there under and Listing Agreement/SEBI (LODR) Regulations, 2015 (including amended/extended from time to time).

COMMITTEES OF DIRECTORS:

The Board had four committees during the year under review i.e. Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee, Share Transfer 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 there under and SEBI (LODR) Regulations, 2015. The full text of said policy is available on Company's website on below web-link: <http://uniqueorganics.com/investor/corporate-governance-policies/>

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 there under 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 (POSH 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) **Details of directors or key managerial personnel who were appointed or have resigned during the year under review:**

Mr. Ashish Gupta (DIN: 09586177) has been appointed as additional director (Independent) on the Board of the Company w.e.f. 6th May, 2022 and further regularized in 30th AGM held on 27th July, 2022 by shareholders.

- b) **Declaration by an Independent Director(s)**

Company have received declarations from its independent directors, Mr. Sanjay Sharma and Mr. Ashish Gupta, under sub section (6) of section 149 of the Companies Act, 2013 for the year under review, 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, LODR Reg. and based on their functions and the criteria for the evaluation of the performance as prescribed in the policy. Evaluation of Independent Directors 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://uniqueorganics.com/investor/corporate-governance-policies/>

Mr. Ashok Kumar Dangaich (DIN: 09055421) 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.

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) Appointment/ Re-appointment of independent directors

During the year under review Mr. Ashish Gupta (DIN: 09586177) has been appointed as additional director (Independent) on the Board of the Company w.e.f. 6th May, 2022 and further regularized as Independent Director in 30th AGM held on 27th July, 2022 by shareholders.

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 had 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 and loss of the company for that period;
- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis; and
- e) the directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

Explanation.—For the purposes of this clause, the term “internal financial controls” means the policies and procedures adopted by the company 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;

- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

STATUTORY AUDITORS:

M/s. Gourisaria Goyal & Co., Chartered Accountants, (Firm Registration No. 016681C) has been appointed as the Statutory Auditors of the Company in 30th AGM held on 29th July, 2023 for a term of five consecutive years to hold office from the conclusion of his 30th Annual General Meeting (“AGM”) till the conclusion of the 35th AGM, 2027.

SECRETARIAL AUDITOR AND REPORT:

Arm & Associates LLP, Company Secretaries, Jaipur has been appointed as Secretarial Auditor to conduct the secretarial audit of the company for the financial year 2022-23 as required under

Section 204 of the Companies Act, 2013 and rules thereunder. The secretarial audit report for the financial year 2022-23 forms part of the Report as an Annexure-5.

QUALIFICATIONS, RESERVATION OR ADVERSE REMARK IN AUDIT REPORTS:

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

- a. the Statutory Auditor in its Independent Audit Report; and
- b. 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.

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, 2023.

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 Jyoti Prakash Kanodia, Managing Director as Chairman of the Committee, Shri Sanjay Sharma & Shri Ashish Gupta, 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 there under, 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. 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 doesn't fall in any criteria which attract applicability of CSR as per Companies Act, 2013 and rules made thereunder, hence CSR provisions not applicable to the Company during the year under review.

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:

Pursuant to section 134 of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014, the requisite particulars are furnished at Annexure-6 given hereto forming part of this Report.

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/transmission of shares both in demat and in physical form.

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 at the following link: <https://uniqueorganics.com/investor/annual-return/>

STATUS OF CASES FILED UNDER INSOLVENCY AND BANKRUPTCY CODE, 2016

There is no case filed by Company or against the Company under the Act during the year under review.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report for the year under review as stipulated under Listing Regulations is presented in a separate section forming part of this Report.

TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

Pursuant to sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") there was no dividend which is unclaimed/ unpaid for more than seven years, hence the company is not required to transfer any amount to Investor Education and Protection Fund during the year under review. Previous year unpaid/unclaimed dividend already has been transferred to IEPF.

COMPLIANCES OF APPLICABLE SECRETARIAL STANDARDS

The Company has complied with the applicable Secretarial Standards, i.e. SS-1 and SS-2 issued by the Institute of Company Secretaries of India.

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

Sd/-	Sd/-
Jyoti Prakash Kanodia	Madhu Kanodia
DIN: 00207554	DIN: 00207604
Managing Director	Director

Jaipur, September 01, 2023

Registered Office:

E-521, Sitapura Industrial Area,
Jaipur-302022 (Raj.) India

Phone No. +91 141 2770315/509

Email: compliance@uniqueorganics.com

CIN: L24119RJ1993PLC007148

MANAGEMENT DISCUSSION & ANALYSIS

Your directors are glad to present below the management discussion and analysis for the year 2022-23:

Overview of the Industry Structure and Developments:

The agriculture sector is the largest source of livelihood in India. The country is one of the largest producers of agriculture and food products in the world. In 2022-23, India's agriculture sector growth rate was estimated to be at 3.5% and it was 3.0% in 2021-22. The country produces many crops and food grains, cereals etc.

Provisional data released recently by the Department of Commerce has shown that both agricultural exports from and imports into India have scaled new highs in the fiscal year that ended March 31, 2023. The data shows that total farm exports were at USD 53.15 billion and imports at USD 35.69 billion during 2022-23, surpassing their previous year's records. The resultant agricultural trade surplus has marginally dipped from USD 17.82 billion to USD 17.46 billion.

Source: <https://www.drishtiias.com/daily-updates/daily-news-analysis/india-latest-farm-exports-data#:~:text=The%20data%20shows%20that%20total,surpassing%20their%20previous%20year's%20records.>

The largest importers of India's agricultural produce/products are Bangladesh, UAE, USA, Vietnam, Saudi Arabia, Nepal, Malaysia, and Indonesia. The other importing countries are Iran, Egypt, Iraq, and China.

In the upcoming FY 2023-24, the exports' growth is expected to increase due to improved momentum in the global demand and incentive schemes of government of India. Good monsoon expectation will help to overcome the poor sentiments in the agriculture segment. Though, a higher dependency on monsoon in this sector is major factor.

The management of your company has been continuously working on to identify and select new products and markets. Further, the management anticipates good volume of business in year ahead.

UOL Business:

During the year under review, export sales contributed major role in source of income in total

revenue of the Company. The export activities were focused on broadly on cereals, animal feed ingredients whereas domestic activities were focused on cattle feed and other animal nutritional products. Cereals and feed ingredients were the major contributor the export sales during the year under review. Your Company identified the demand of above products and has been focusing on its exports mainly on these. Further, your company is working to identify more such high demand products and is hopeful of developing a good market base on international level.

Total revenue of the Company increased by 91.34% this year as compared to previous year. Export turnover of the Company increased by 124% this year as compared to previous year. The export activities were majorly focused on cereals, animal feed ingredients whereas domestic activities were focused on cattle feed and other animal nutritional products. Rice, Maize, Soybean Meal/Extractions and, Barley, RSM and De-oiled Rice Bran were the major contributor to the export sales during the year under review.

The management of your company has been continuously working on to identify and select new products and markets. Further, the management anticipates good volume of business in year ahead.

Opportunities:

The advantage of your company is its 30 years of experience in the sector of agricultural produce exports that has created a trust among its customers worldwide. The management policies are aimed at satisfying the requirements of the present customers while adding on new customers, products and markets. The company is continue to manufacture and supply cattle feed and animal feed supplements under the brand name 'ROHINI' with an aim to tap the domestic market and diverse its portfolio. Company also supplying feed products to reputed milk producing companies in Rajasthan as well as adjoining states on contract basis and joining hands with new entrants in the dairy field.

Your company is hopeful of positive results in the exports and domestic market on the basis of:

Productive and effective leadership having a dedicated and committed team.

- Following the ethical, transparent and clearly defined business practices.
- Strong buyer and seller base – enhanced competitiveness.
- Positive reputation among the buyers and the sellers worldwide.
- Utilization of in-house manufacturing and testing facility.

Threats:

Major products of your Company being related to agriculture produce, your company exposed to various unpredictable and inevitable circumstances that have the capacity to affect the industry and the business as a whole. The factors are briefly mentioned as below:

- Weather forecasts, monsoon season, climate condition and rain.
- Government policies for exports and Fiscal policies.
- Prices of various Agri commodities and exchange rate volatility.
- Demand and supply in local and global market.
- Changing purchasing and pricing patterns across the Globe.
- Political situation at national and international level.
- Foreign policy of India as well as importing Countries.
- Currency fluctuations.

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

Segment-wise performance:

a) 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.

b) Geographical (Secondary) Segment

- i. 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/ Revenue (Gross Sales)	F.Y. 2022-23 (Lakhs)	F.Y. 2021-22 (Lakhs)

India	1297.04	1932.85
Overseas	16780.74	7495.44
Total	18077.78	9428.29

Refer Note-34 to P&L for more details.

- ii. Non-Current Assets: All non-current assets other than financial instruments of the company are located in India.

Outlook:

A business environment is a combination of risks and opportunities; success and failure. Macro environmental factors specific to an industry cannot be avoided in a liberalized market. However, your company, through market research, trend analysis and other techniques, tend to forecast the risks and take pro-active steps to reduce the impact of such risks.

Management is hopeful that in coming years the trade in exports as well as domestic sector will improve. Your company is aggressively making efforts to add new products and markets in the portfolio both at domestic and international levels.

Analyzing the present situation, the company will prefer taking prudent risks so that the negative factors in the business environment may be faced in the most efficient manner with minimum loss. The Internal Audit Control and Risk Management Policies are constantly reviewed and modified as per the changing market situations.

Risk and concerns:

In the usual course of the business, the company is exposed to varied types and levels of risks. For instance, price fluctuations of the dealing commodities at national and international level, currency fluctuations, legal, market and financial risks, Govt. Policies etc. Due to liquidity concerns in the market and volatility of the prices, the threat of defaults by customers is high at both national and international level and your company is already making efforts to avoid this circumstance by thoroughly checking buyer credentials and taking 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, their likelihood of occurrence and taking

appropriate actions to address the same. Also it involves periodic review of the operations so that proper actions can be taken to minimize the risk.

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 increased in the year under review from Rs. 18532.91 lakhs to Rs. 9685.79 lakhs, registering an increment of 91.34% in total revenue as compared to previous financial year.

Human Resources:

Company strongly 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, 2023, Company has 34 Employees on its roll.

Impact of COVID-19 on the Business:

During the year under review there was no impact of COVID-19 on the operation of the Company.

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, suppliers and all stakeholders 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 directors’ wish to place on record their sincere thanks and appreciation.

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

Sd/- Jyoti Prakash Kanodia DIN: 00207554 Managing Director	Sd/- Madhu Kanodia DIN: 00207604 Director
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Jaipur, September 01, 2023

Registered Office:
E-521, Sitapura Industrial Area,
Jaipur-302022 (Raj.) India
Phone No. +91 141 2770315/509
Email: compliance@uniqueorganics.com
CIN: L24119RJ1993PLC007148

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 transactions under third proviso thereto

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

S.No.	Particulars	Details
(a)	Name(s) of the related party and nature of relationship	There were no Transactions or Arrangements which were not at Arm's length basis during the year ended March 31, 2023
(b)	Nature of contracts/arrangements/transactions	
(c)	Duration of the contracts / arrangements/transactions	
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	
(e)	Justification for entering into such contracts or arrangements or transactions	
(f)	date(s) of approval by the Board	
(g)	Amount paid as advances, if any	
(h)	Date on which the special 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:

S.No.	Particulars	Details
(a)	Name of the Related Party	There were no contracts or arrangements or transactions entered into during the year ended March 31, 2023, which were at Arm's length basis.
(b)	Nature of Relationship	
(c)	Nature of contract / arrangement / transaction	
(d)	Duration of contract / arrangement / transaction	
(e)	Salient terms of the contract or arrangement or transaction	
(f)	Justification for entering into such contracts or arrangements or Transaction	
(g)	Date of approval by the Board, if any	
(h)	Amount of transaction during the year	
(i)	Amount paid as advances if any	
(j)	Date on which the resolution was passed in General meeting as required under first proviso to section 188	

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

Sd/-
Jyoti Prakash Kanodia
DIN: 00207554
Managing Director

Sd/-
Madhu Kanodia
DIN: 00207604
Director

Jaipur, September 01, 2023

Registered Office:

E-521, Sitapura Industrial Area,

Jaipur-302022 (Raj.) India

Phone No. +91 141 2770315/509

Email: compliance@uniqueorganics.com

CIN: L24119RJ1993PLC007148

Annexure-2**PRACTICING COMPANY SECRETARIES' CERTIFICATE
ON CORPORATE GOVERNANCE**

*(as per provisions of Chapter IV of SEBI (LODR)
Regulations, 2015, as amended)*

To
The Members of
Unique Organics Limited

We have examined the compliance of the conditions of Corporate Governance by Unique Organics Limited ('the Company') for the year ended on March 31, 2023, as stipulated under Regulations 17 to 27, clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and para C, D & E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has generally complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended on March 31, 2023.

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

For ARMS and Associates LLP
Company Secretaries
ICSI URN: P2011RJ023700
PR 818/2020

Sd/-
Lata Gyanmalani
Partner
FCS 10106 CP No.9774

Date: September 01, 2023
Place: Jaipur
UDIN: F010106E000915978

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**

- (i) The ratio of the remuneration of Director of the Company to the median remuneration of the employees of the Company for the financial year 2022-23:

Ratio of the remuneration of Whole Time Director of the Company (Mr. Jyoti Prakash Kanodia, Managing Director only) to the median remuneration of the employee of the Company is 37.12:1.00 (1 denotes median employees salary).

Note - Information is taken only in respect of Whole Time (Executive) Directors, who are in contractual position with the Company and getting remuneration as on 31st March 2023. 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 (except over time) was taken of the employees who were on roll of the Company during full financial year 2022-23 and previous year for better comparability. Trainees, contractual employees and employees joined/ left 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 2022-23, are as under;

Percentage increase in remuneration of Whole Time Director (Managing Director) is 0.00%, Chief Financial Officer is 40.01% and Company Secretary is 38.78%.

- (iii) The percentage increase in the median remuneration of employees in the financial year;

Median remuneration of employees of the Company increased by 2.84% during the financial year 2022-23, as compared to the financial year 2021-22.

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

The Company had 34 permanent employees on its rolls as on 31st March 2023. (Excluding contractual workman).

- (v) Average percentile increase already made in the salaries of employees of the Company other than its Managerial Personnel (viz. MD, CFO and CS 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 in the salary of employees of the Company during the financial year was 5.68% and the average remuneration increase for the Managerial Personnel of the Company (viz. MD, CFO and CS of the Company) was 26.26%. Remuneration increases/decreases are dependent on the Company's profits and particular employee's working tenure during the year & performance individually and collectively.

- (vi) The key parameters for any variable component of remuneration availed by the directors;

There is no variable component in remuneration of directors.

- (vii) 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.

- (viii) The information required under Section 197 of the Companies Act, 2013 read with rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014;

The statement containing particulars of employees (Annexure-3A) as required under

Section 197 of the Companies Act, 2013 read with rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, will be provided upon request. In terms of Section 136 of the Companies Act, 2013, the Report and Accounts are being sent to the Members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the members at the Registered Office of the Company during business hours on working days of the Company. If any member is interested in obtaining a copy thereof, such Member may write to the Company Secretary in this regard.

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

Sd/- Jyoti Prakash Kanodia DIN: 00207554 Managing Director	Sd/- Madhu Kanodia DIN: 00207604 Director
Jaipur, September 01, 2023	

Registered Office:
E-521, Sitapura Industrial Area,
Jaipur-302022 (Raj.) India
Phone No. +91 141 2770315/509
Email: compliance@uniqueorganics.com
CIN: L24119RJ1993PLC007148

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/ fulfill of minimum requirement	
3)	Discharge of the key functions prescribed for Board/Committee under prevailing law.	
4)	Discharge of other responsibilities prescribed for the Board/Committee.	
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)	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**Form No. MR-3**

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

To,

The Members,

Unique Organics Limited

E-521, Sitapura Industrial Area, P.O. Sitapura,
Jaipur-302022 Rajasthan

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by

Unique Organics Limited (CIN:L24119RJ1993PLC007148) (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 company 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, the explanations and clarifications given to us and the representations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2023 ("Audit Period") 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 the Company for the financial year ended on March 31, 2023 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made there under, however there is delay in filing some forms with MCA;
- ii. The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External

Commercial Borrowings; (Not applicable to the Company during the audit period)

- 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, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time; (Not applicable to the Company during the audit period)
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable to the Company during the audit period)
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable to the Company during the audit period)
 - 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 The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (Not applicable to the Company during the audit period)

- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Company during the audit period)

- vi. As confirmed and certified by the management, there are no sector/industry specific laws that are applicable specifically to the company.

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India with respect to board and general meetings.
- ii. The Listing Agreements entered into by the Company with Stock Exchange
- iii. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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 audit period were carried out in compliance with the provisions of the Act and Listing Regulations.

Adequate notice was given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance for meetings other than those held at shorter notice, 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 (if any) and recorded as part of the minutes.

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



We further report that during the audit period there were no specific events/ actions having a major bearing on the company's affairs.

For ARMS & Associates LLP
Company Secretaries
ICSI URN: P2011RJ023700
PR 818/2020

Sd/-
Lata Gyanmalani
Partner
FCS 10106 CP No.9774
UDIN: F010106E000915912
Jaipur, September 1, 2023

This report is to be read with our letter of even date which is annexed as 'Annexure -A' and form an integral part of this report.

Annexure – A

To,
The Members,
Unique Organics Limited
E-521, Sitapura Industrial area, P.O. Sitapura,
Jaipur-302022 Rajasthan

Our report of even date is to be read along with this letter:

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.

4. Wherever required, we have obtained the Management Representation about the compliance of Laws, Rules and Regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

For ARMS & Associates LLP
Company Secretaries
ICSI URN: P2011RJ023700
PR 818/2020

Sd/-
Lata Gyanmalani
Partner
FCS 10106 CP No.9774
UDIN: F010106E000915912
Jaipur, September 1, 2023

Annexure-6

**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 and export activities consumption of electricity in production process is very less, 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 not much consumption in manufacturing activities. Thus, no alternate source of energy is used at time considering the benefits and cost involved in alternate sources.
- (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 and export based and looking into the present

(C) Details of Foreign Exchange Earnings & Outgo-

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows are as below:

Particulars	2022-23 (In Lakhs)	2020-21 (In Lakhs)
Foreign Exchange Earnings: Export Sales (FOB)	16011.62	6705.26
Foreign Exchange Outgo: Brokerage, claims, deductions and other expenses, if any	213.38	54.85
CIF Value of Imports	NIL	NIL

By order of the Board of Directors of Directors

For Unique Organics Limited

Sd/-
Jyoti Prakash Kanodia
 DIN: 00207554
 Managing Director

Sd/-
Madhu Kanodia
 DIN: 00207604
 Director

Jaipur, September 01, 2023

Registered Office:

E-521, Sitapura Industrial Area,
 Jaipur-302022 (Raj.) India
 Phone No. +91 141 2770315/509
 Email: compliance@uniqueorganics.com
 CIN: L24119RJ1993PLC007148

CORPORATE GOVERNANCE REPORT

 (Forming part of the Board of Directors' Report for the year ended 31st March, 2023)

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, SS 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, provisions of SEBI (LODR) Regulations, 2015. The Board has optimum combination of executive, non-executive and independent directors, accordingly the board comprised of five directors, including one Managing Director, two non-executive non-independent directors (one being woman director) and two independent directors. The independent directors of your company have registered themselves on independent directors date bank portal maintained by IICA. Independent directors of your Company have experience in business, education and finance.

The following members constituted the Board during the year under review:

S. No.	Name of Directors	Executive/ Non-Executive / Independent	Shareholding in the Company
1	Mr. Jyoti Prakash Kanodia	Managing Director (Promoter)	714833 (12.01%)
2	Mrs. Madhu Kanodia	Non-executive Director (Promoter)	433899 (7.29%)
3	Mr. Ashok Kumar Dangaich	Non-executive Director	500 (0.008%)
4	Mr. Sanjay Sharma	Independent Director	-
5	Mr. Ashish Gupta*	Independent Director	-

* appointed w.e.f. 6th May, 2022.

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

All the directors who are members of various committees are within the permissible limits as per Companies Act, 2013 read with rules thereunder and SEBI (LODR) Reg. 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. Jyoti Prakash Kanodia	7/7	YES
2	Mrs. Madhu Kanodia	7/7	YES
3	Mr. Ashok Kumar Dangaich	7/7	YES
4	Mr. Sanjay Sharma	7/7	YES
5	Mr. Ashish Gupta*	6/6	YES

* appointed w.e.f. 6th May, 2022.

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. Jyoti Prakash Kanodia	-	-
2	Mrs. Madhu Kanodia	-	-
3	Mr. Ashok Kumar Dangaich	-	-
4	Mr. Sanjay Sharma	-	-
5	Mr. Ashish Gupta*	-	-

* appointed w.e.f. 6th May, 2022.

d) Number of Board meetings held during the year:

During the year under review, the Board of Directors met 7 (Seven) times on 06.05.2022, 26.05.2022, 02.07.2022, 12.08.2022, 14.11.2022, 07.02.2023 and 31.03.2023.

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 and Mr. Ashok Kumar Dangaich which has been disclosed in point no. 2 (a) above.

g) Familiarization Program for Directors: The Company conducts the familiarization program from time to time 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://uniqueorganics.com/investor/corporate-governance-policies/>
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:

- o Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- o Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- o Examination of the quarterly and annually financial statement and the auditors' report thereon;
- o Approval or any subsequent modification of transactions of the company with related parties;
- o Scrutiny of inter-corporate loans and investments;
- o Valuation of undertakings or assets of the company, wherever it is necessary;
- o Evaluation of internal financial controls and risk management systems;
- o Monitoring the end use of funds raised through public offers and related matters;
- o Implementation and review functioning of the Whistle Blower-cum-Vigil Mechanism.
- o 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 (considering exemptions provided under regulation 15 of

LODR) read with Section 177 of the Companies Act, 2013). The Audit Committee consists of majority of independent directors.

During the year under review five meetings of the committee were held on 26.05.2022, 02.07.2022, 12.08.2022, 14.11.2022 and 07.02.2023.

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. Jyoti Prakash Kanodia	Chairman	5	5
Mr. Sanjay Sharma	Member	5	5
Mr. Ashish Gupta*	Member	5	5

* appointed w.e.f. 6th May, 2022.

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, three meetings of the committee was held on 06.05.2022, 02.07.2022 and 31.03.2023.

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. Sanjay Sharma	Chairman	3	3
Mr. Ashok K Dangaich	Member	3	3
Mr. Ashish Gupta*	Member	2	2

* appointed w.e.f. 6th May, 2022.

(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:

(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://uniqueorganics.com/investor/corporate-governance-policies/>

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://uniqueorganics.com/investor/corporate-governance-policies/>

(iii) **Details of remuneration to all the directors for the year ended 31.03.2023:** Disclosure on the remuneration of directors as required under Schedule V (C) of SEBI (LODR) Regulations, 2015 are as follows:

Name of the Director	Salary (Rs.)	Sitting Fees (Rs.)	Stock Options	Bonus/ Incentive	Comm ission	Pen sion	Total Salary (Rs.)
Mr. Jyoti Prakash Kanodia	84,00,000	-	-	-	-	-	84,00,000
Mrs. Madhu Kanodia	-	41,000	-	-	-	-	41,000
Mr. Sanjay Sharma	-	59,000	-	-	-	-	59,000
Mr. Ashok Kumar Dangaich	-	41,000	-	-	-	-	41,000
Mr. Ashish Gupta*	-	48,000	-	-	-	-	48,000

* appointed w.e.f. 6th May, 2022.

(iv) **Service contract, Notice period and severance fees:** Jyoti Prakash Kanodia (Managing Director) had entered into employment contract with the Company for a term of three year. BOD in its meeting held on 2nd July, 2022 approved his re-appointment from 5th November 2022 to 4th November 2025. The same was further approved by members in 30th AGM held on 29.07.2022. 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.

During the year under review one meeting of the Committee was held on 31.03.2023.

The Committee comprises two directors. The chairperson of the Committee is Madhu

Kanodia. 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
Mrs. Madhu Kanodia	Chairperson	1	1
Mr. Sanjay Sharma	Member	1	1
Mr. Ashish Gupta*	Member	1	1

* appointed w.e.f. 6th May, 2022.

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

Number of Complaints received during the year	2
Number of Complaints resolved during the year	2
Number of Complaints not solved to the satisfaction of shareholders	0
Number of Complaints pending as on 31.03.2023	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 two meeting of the Committee was held on 117.10.2022 and 09.01.2023.

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.oti Prakash Kanodia	Chairman	2	2
Mrs. Madhu Kanodia	Member	2	2
Mr. Sanjay Sharma	Member	2	2

8. Independent Directors' Meeting:

11. General Body Meetings:

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

AGM	Day and Date	Time	Location
28 th	Friday, 28.08.2020	11:30 AM	E-521, Sitapura Industrial Area, Jaipur-302022 (Raj.) Through VC/ OAVM services provided by NSDL.
29 th	Friday, 03.09.2021	12:30 PM	E-521, Sitapura Industrial Area, Jaipur-302022 (Raj.) Through VC/ OAVM services provided by NSDL.
30 th	Friday, 29.07.2022	12:30 PM	E-521, Sitapura Industrial Area, Jaipur-302022 (Raj.) Through VC/ OAVM services provided by NSDL.

The Independent Directors of the Company, Mr. Sanjay Sharma and Mr. Ashish Gupta conducted a meeting on 31.03.2023 during the year under review. Both the independent directors were present in the meeting.

9. 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.

10. 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, designated personnel and insiders.

The trading window is closed each time from 1st day of the quarter, till 48th hours from declaration of the financial results to BSE. The Company has taken yearly disclosures under said regulations from all the Directors/officers/designated employees/insiders.

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

AGM	Date of AGM	Special Resolutions passed
28 th	Friday, 28.08.2020	<p><u>Resolution No. 4:</u> Re-appoint of Mr. Jyoti Prakash Kanodia as Managing Director for a term of three year and approval of remuneration payable to him.</p> <p><u>Resolution No. 5:</u> Re-appointment of Mr. Himanshu Chodhary as independent director of the company for another term of 5 years.</p>
29 th	Friday, 03.09.2021	NIL
30 th	Friday, 29.07.2022	<p><u>Resolution No. 4:</u> Re-appointment of Mr. Jyoti Prakash Kanodia (DIN: 00207554) as Managing Director of the Company and approval of remuneration payable to him.</p> <p><u>Resolution No. 5:</u> Appointment of Mr. Ashish Gupta (DIN: 09586177) as an Independent Non-Executive Director of the Company.</p>

(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, if any, 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.

12. 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.

13. Unclaimed/ unpaid Dividend:

All the shareholders are requested to claim their unpaid/ unclaimed dividend lying with IEPF Authority by filing form IEPF-5. The details of the unclaimed/unpaid dividend of the Company is available on IEPF website as well as on Company's website as on respective dates at the following web-link: <http://uniqueorganics.com/investor/unpaid-unclaimed-dividend/>

14. Means of Communication:

(i) The quarterly, half yearly and annual results are published in one English and one Hindi Newspapers. Information released to the press, if any 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://uniqueorganics.com/investor/company-information/>

(i) The financial results of the Company are normally published in the Financial Express (English) and Business Remedies (Hindi).

(ii) The information also displayed on Company's website at following web-link:

<http://uniqueorganics.com/investor/financial-reports/>

- (iii) In case extra ordinary performance of output in quarterly, half yearly or annul 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://uniqueorganics.com/investor/press-release/>
- (iv) The Presentations made to the analysts/ institutional investors, if any, are also placed on the website of the Company under investor center page.

15. General Shareholder Information:

- (i) **AGM: Date, time and venue:** Friday 29th September, 2023 at 12:30 p.m. through video conferencing / other audio visual means (VC / OAVM).
- (ii) **Financial Year:** Company's financial year covers the period from April 1st to March 31st. Tentative Financial Calendar of the company for the financial year remains as under:

Quarterly Results for:

First quarter ending	on or before Aug 14
Half year ending	on or before Nov 15
Third quarter ending	on or before Feb 14
Fourth quarter and year ending	on or before May 30

- (iii) **Date of Book Closure:** From 23.09.2023 to 29.09.2023 (both days inclusive).
- (iv) **Dividend Payment Date:** No dividend declared for the year 2022-23.
- (v) **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 59,53,000 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.

- (vi) **Listing fees:** Annual Listing fees for the financial year 2022-23 has been paid by the Company.
- (vii) **Security Code:** Bombay Stock Exchange Limited (BSE) : 530997
- (viii) **ISIN:** Number in NSDL and CDSL for equity Shares: INE333E01019
- (ix) **Market Price Data:** The price of the Company's Share- High, Low, number of shares and total turnover during each month in the financial year 2022-23, on the BSE, were as under:

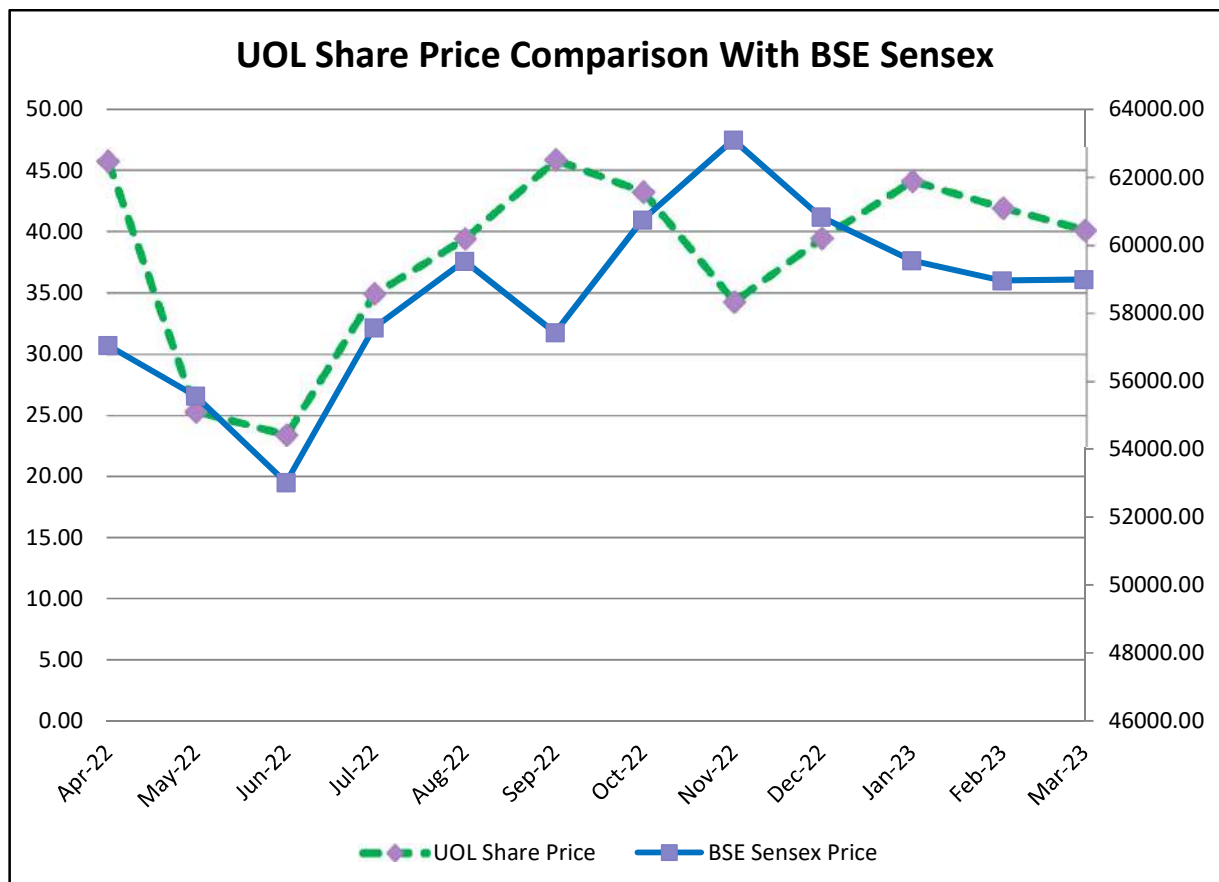
Month	High Price	Low Price	No. of Shares	Total Turnover (Rs.)
Apr-22	49.90	34.10	290060	12622311.00
May-22	46.95	24.55	342145	11242205.00
Jun-22	29.20	21.50	113185	2920460.00
Jul-22	36.95	22.50	192142	5992244.00
Aug-22	41.50	32.05	69843	2561075.00
Sep-22	58.50	37.50	632761	32796210.00
Oct-22	51.40	42.00	143776	6672165.00
Nov-22	46.75	33.00	156892	5946665.00
Dec-22	42.25	33.60	123561	4601515.00
Jan-23	45.70	35.55	137142	5732423.00
Feb-23	49.40	38.05	194218	8662349.00
Mar-23	45.25	37.40	72671	3017233.00

(x) Performance in comparison to BSE SENSEX:

Unique Organics Limited Share Price and BSE Sensex Comparison date sheet (Closing price basis):

Months	UOL Share Price	BSE Sensex Price
Apr-22	45.75	57060.87
May-22	25.35	55566.41
Jun-22	23.45	53018.94
Jul-22	34.95	57570.25
Aug-22	39.45	59537.07
Sep-22	45.85	57426.92
Oct-22	43.25	60746.59
Nov-22	34.30	63099.65
Dec-22	39.50	60840.74
Jan-23	44.15	59549.90
Feb-23	41.95	58962.12
Mar-23	40.13	58991.52

Unique Organics Limited Share Price and BSE Sensex Comparison graph:



(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/processing of IEPF-5 claims for shares and dividends etc. The address/contact details of the Registrar & Share Transfer Agent is as follows:

Name	ABS Consultants (P) Ltd.
Address	99, Stephen House, 6th Floor, 4, B.B.D. Bag, (East) Kolkata-700001 (WB)
Telephone No.	Phone: 033-22301043
E-mail ID	absconsultant99@gmail.com
Website	www.absconsultant.in

(xii) **Share Transfer System:** The shares of the company are compulsorily traded in dematerialized form. As per SEBI guideline, Company make delivery of physical share in demat mode only. For transfer/transmission 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, M/s. Arms & Associates LLP, 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 M/s. Arms & Associates LLP, 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 31.03.2023:

No. of Shares	Nominal Value of Shares (Rs.)	Number of Share Holders	% To Total Holders	No. of Shares	Value of Shares	% To Total Holding
001 - 500	UPTO - 5000	2519	75.58	535128	5351280	8.99
501 - 1000	5001 - 10000	378	11.34	312783	3127830	5.25
1001 - 2000	10001 - 20000	175	5.25	262760	2627600	4.41
2001 - 3000	20001 - 30000	86	2.28	216349	2163490	3.63
3001 - 4000	30001 - 40000	27	0.81	96900	969000	1.63
4001 - 5000	40001 - 50000	35	1.05	165201	1652010	2.78
5001 - 10000	50001 - 100000	60	1.80	437416	4374160	7.35
10001 - 50000	100001 - 500000	53	1.59	3926463	39264630	65.96
Total		3333	100.00	5953000	59530000	100.00

b) Shareholding Pattern as on 31.03.2023 (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	2034506	2034506	34.18	34.18
Mutual Funds & UTI	-	-	-	-	-
Bank, Financial Institutions, Ins. Companies (Central/ State Govt. Inst., Non-Govt. Inst.)	-	-	-	-	-
Foreign Inst. Investors	-	-	-	-	-
Bodies Corporates	18	170376	146076	2.86	2.45
Indian Public	3282	3055319	2551319	51.32	42.85
NRI's	28	27995	17195	0.47	0.29
IEPF	1	664804	664804	11.17	11.17
Grand Total	3333	5953000	5413900	100.00	90.94

(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 90.94 % of the paid up capital have so far been dematerialized by investors as on 31.3.2023. 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) Company's manufacturing plant is located at its registered office address at E-521, Sitapura Industrial Area, Jaipur- 302022 (raj.).

(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: absconsultant99@gmail.com
Website: www.absconsultant.in

b) Details of Nodal Officer for IEPF

Ramavtar Jangid
Company Secretary
Address: E-521, Sitapura Industrial Area,
Jaipur-302022 (Raj.)
E-mail: compliance@uniqueorganics.com
Phone: +91-141-2770315/ 2770509

c) Registered Office & Works:

E-521, Sitapura Industrial Area, Jaipur-
302022 (Raj.)
Phone: +91-141-2770315/ 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: <https://uniqueorganics.com/investor/corporate-governance-policies/>

(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://uniqueorganics.com/investor/corporate-governance-policies/>

17. Auditors Certificate on Corporate Governance:

The company has obtained a certificate from Practicing Company Secretary 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.

**CERTIFICATE FROM MANAGING DIRECTOR & CFO:**

We, Jyoti Prakash 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, 2023, 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 31.03.2023 which are fraudulent, illegal or violate 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: 01.09.2023

Sd/-

Harish Panwar

(Chief Financial Officer)

Sd/-

J.P. Kanodia

(Managing Director)

(DIN: 00207554)

COMPLIANCE WITH THE CODE OF CONDUCT BY THE DIRECTORS' & SENIOR MANAGEMENT OF THE COMPANY FOR THE FINANCIAL YEAR 2022-23:

This is to confirm that the Company has adopted the Code of Conduct for its Directors and KMP's. The Code of Conduct is posted on the website of the Company.

I confirm that the Company has in respect of the financial year ended 31.03.2023, received from the directors and KMP's of the Company, a declaration of compliance with the Code of Conduct as applicable to them.

For **Unique Organics Limited**

Place: Jaipur

Date: 01.09.2023

Sd/-

Jyoti Prakash Kanodia

Managing Director

DIN: 00207554

Registered Office:

E-521, Sitapura Industrial Area,

Jaipur-302022 (Raj.) India

Phone No. +91 141 2770315/509

Email: compliance@uniqueorganics.com

CIN: L24119RJ1993PLC007148



INDEPENDENT AUDITOR'S REPORT

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, 2023, 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, 2023, 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 controls 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</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 compliance in terms of Ind AS 115 'Revenue from contracts with customers'. • 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

key audit matter in our audit of the standalone Ind AS financial statements	been recognised as per the incoterms / when the conditions for revenue recognitions are satisfied. <ul style="list-style-type: none"> 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.
Assessment of impairment of Trade Receivables	
As indicated in Note 5, the Company's Trade receivables from M/s. Amritcon Agrovvet Pvt. Ltd. amounting to Rs.10198.44 thousands, involves assessment of impairment. The Management determines the recoverable amount on the basis of the value-in-use approach, wherein the Management applies significant judgment, assumptions and uses significant unobservable inputs and estimates to determine the recoverable amount.	In response to this key matter, our audit included, among others, the following principal audit procedures: <ul style="list-style-type: none"> Evaluated the design of internal controls relating to the Management's assessment of the impairment workings. Assessed the reasonableness of the key business assumptions by understanding the management's plan and performing retrospective testing. Performed a stress test around the key assumptions, including that of COVID 19 impact, to determine if any changes to key assumptions would impact the recoverable amounts

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 Annexure 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, 2020 ("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, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 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 has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- iv) (a) The Management has represented that, to the best of its knowledge and belief, other than as disclosed in notes to accounts, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ('Intermediaries') with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (b) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ('Funding Parties') with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our attention that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11 (e) as provided under (a) and (b) above, contain any material misstatement
- v) The company has not declared or paid any dividend during the year and therefore compliance of section 113 of the Companies Act, 2013 is not required.
- vi) Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of accounts using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023 and accordingly, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

For Gourisaria Goyal & Co.

Chartered Accountants

Firm's Registration No. 016681C

Place: Jaipur

Dated: 24th May, 2023

UDIN: 23419994BGXUJP2409

Sd/-

(CA. Ravi Gupta)

Partner

Membership Number: 419994

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 Gourisaria Goyal & Co.

Chartered Accountants

Firm's Registration No. 016681C

Place: Jaipur

Dated: 24th May, 2023

UDIN: 23419994BGXUJP2409

Sd/-

(CA. Ravi Gupta)

Partner

Membership Number: 419994

ANNEXURE 'B' TO THE AUDITOR'S REPORT

(Referred to in paragraph 1 of our report of even date)

- i) a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipments.
(B) The Company has maintained proper records showing full particulars of intangible assets;
- b) Property, Plant and Equipment have been physically verified by the Management at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
- 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 disclosed in the financial statement are held in the name of the Company.
- d) The company has not revalued its property, plant and equipment or intangible assets or both during the year.
- e) According to the information and explanations given to us, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made there under.
- ii) (a) The Inventory has been physical verified at reasonable interval by the management. In our opinion, the coverage and procedure of such verification is appropriate having regard to the size of the company and nature of its operation. No discrepancies of 10% or more in the aggregate for each class of inventory were noticed on such physical verification of inventories when compared to books of accounts.
- (b) The company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets; The quarterly returns or statements filed by the company with such banks or financial institutions are in agreement with the books of account of the company, the differences, if any are either not material or minor in nature.
- iii) a) (A) Based on the audit procedures carried on by us and as per the information and explanations given to us, the Company has not granted any loan to subsidiaries, associates and joint ventures;
(B) Based on the audit procedures carried on by us and as per the information and explanations given to us, the Company has not granted any loan to companies other than subsidiaries, associates and joint ventures;
- b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments, provided any guarantee or security or granted any loans or advances in the nature of loans. Accordingly, the sub-clause (b) to (f) clause (iii) of the Order is not applicable to the Company.
- 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, sales tax, value added tax, duty of customs, duty of excise, service tax, Cess, Goods & Service Tax, cess and other material statutory dues, wherever applicable, 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 2023 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 referred to in sub clause (a) that have not been deposited with the appropriate authorities on account of any dispute.
- viii) There are no transactions relating to the previously unrecorded income that were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- ix) (a) 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 any lenders. The Company has not issued any debentures.
- (b) The company is not declared wilful defaulter by any bank or financial institution or other lender
- (c) In our opinion and according to the information and explanations given to us, the company has utilized the money obtained by way of term loans during the year for the purposes for which they were obtained.
- (d) According to the information and explanations given to us, and on the overall examination of the financial statements of the company, we report that no funds raised on short-term basis have been used for long-term purposes by the company.
- (e) According to the information and explanations given to us and on an overall examination of the financial statements of the company, we report that the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- x) (a) 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 (including debt instruments) during the year.
- (b) During the year the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause (x)(b) of the Order is not applicable to the Company.
- xi) (a) In our opinion and according to information and explanations given to us, no fraud by the company or on the Company has been noticed or reported during the year.
- (b) To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
- (c) According to the information and explanations given to us there are no instances whistle-blower complaints received during the year by the company;
- xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xi) 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) (a) In our opinion and based on our examination, the company has an internal audit system commensurate with the size and nature of its business.”
- (b) We have considered Internal Audit Report issued to the company during the year and

covering the period up to 31st March 2023 for the period under audit;

- 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 Companies Act, 2013.
- xvi) (a) According to the information and explanations given to us and based on our examination of the records of the Company, the company is not required to be registered under section 45IA of the Reserve Bank of India Act, 1934.
 - (b) The Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid certificate of registration (CoR) from The Reserve Bank of India as per Reserve Bank of India Act, 1934.
 - (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.
 - (d) The company is not part of any 'group' as defined in the applicable regulations/guidelines.
- xvii) The Company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- xviii) There is no resignation of the statutory auditors during the year, and accordingly this clause is not applicable;
- xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date;
- xx) In our opinion and according to the information and explanations given to us, the provisions of section 135 of the Companies Act, 2013 read with Schedule VII to the Act and related regulations and Companies (CSR Policies) Rules,

2014 are not applicable to the Company during the year under audit. Hence reporting under clause xx) (a) and (b) of the Order is not applicable.

For Gourisaria Goyal & Co.

Chartered Accountants

Firm's Registration No. 016681C

Place: Jaipur

Dated: 24th May, 2023

UDIN: 23419994BGXUJP2409

Sd/-

(CA. Ravi Gupta)

Partner

Membership Number: 419994

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 2023 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 2023, 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 Gourisaria Goyal & Co.

Chartered Accountants

Firm's Registration No. 016681C

Place: Jaipur

Dated: 24th May, 2023

UDIN: 23419994BGXUJP2409

Sd/-

(CA. Ravi Gupta)

Partner

Membership Number: 419994

UNIQUE ORGANICS LIMITED

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

BALANCE SHEET AS AT 31ST MARCH, 2023

(Amount in Rs.'000)

	NOTES	AS AT 31ST MARCH, 2023	AS AT 31ST MARCH, 2022
ASSETS			
Non-Current Assets			
Property, Plant and Equipment	2A	14,918.97	16,041.28
Other Intangible Assets	2B	19.85	7.74
Financial Assets			
(i) Other Financial Assets	3	217.60	217.60
Total Non-Current Assets		15,156.42	16,266.62
Current Assets			
Inventories	4	36,458.78	38,382.92
Financial Assets			
(i) Trade Receivables	5	236,748.92	189,977.43
(ii) Cash and Cash Equivalents	6	62.68	134.81
(iii) Other Bank Balances	7	-	855.20
(iv) Loans	8	1,500.00	1,500.00
Current Tax Assets (Net)	9	-	-
Other Current Assets	10	25,730.99	32,931.39
Total Current Assets		300,501.36	263,781.75
Total Assets		315,657.77	280,048.37
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	11	59,683.50	59,683.50
Other Equity	12	102,406.19	64,037.09
Total Equity		162,089.69	123,720.59
Non-Current Liabilities			
Financial Liabilities			
(i) Borrowings	13	14,583.33	15,000.00
Provisions	14	916.51	855.92
Deferred Tax Liabilities (Net)	15	979.05	243.41
Total Non-Current Liabilities		16,478.90	16,099.33
Current Liabilities			
Financial Liabilities			
(i) Borrowings	16	74,586.19	103,979.95
(ii) Trade Payables	17		
(A) total outstanding dues of micro enterprises and small enterprises		-	147.80
(B) total outstanding dues of creditors other than micro enterprises and small enterprises		41,779.75	17,831.55
(iii) Other Financial Liabilities	18	16,705.49	16,371.85
Other Current Liabilities	19	3,453.11	1,431.12
Provisions	20	277.84	272.58
Current Tax Liabilities (Net)	21	286.81	193.61
Total Current Liabilities		137,089.19	140,228.45
Total Equity and Liabilities		315,657.77	280,048.37
Significant Accounting Policies	1		

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

As per our report of even date

For and on behalf of the Board

For Gourisaria Goyal & Co.
Firm Registration Number- 016681C
Chartered Accountants

Sd/-
Jyoti Prakash Kanodia
Managing Director (DIN: 00207554)

Sd/-
Madhu Kanodia
Director (DIN: 00207604)

Sd/-
(CA Ravi Gupta)
Partner
M. N. - 419994
Place: Jaipur
Date: 24.05.2023

Sd/-
Harish Panwar
(Chief Financial Officer)

Sd/-
Ramavtar Jangid
(Company Secretary)

UNIQUE ORGANICS LIMITED

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

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2023 (Amount in Rs.'000)

	NOTES	For the Year 2022-2023	For the Year 2021-2022
<u>INCOME</u>			
Revenue from Operations	22	1,818,860.24	959,190.02
Other Income	23	34,430.62	9,389.42
Total Income		1,853,290.87	968,579.44
<u>EXPENSES</u>			
Cost of Materials Consumed	24	86,997.83	123,352.08
Purchases of Stock-in-Trade	25	1,326,625.89	631,789.59
Changes in Inventories	26	5,065.67	(21,376.70)
Employee Benefits Expense	27	16,834.62	16,801.42
Finance Costs	28	8,146.78	6,256.51
Depreciation & Amortisation	29	1,637.99	1,654.36
Others expenses	30	353,704.36	209,678.63
Total Expenses		1,799,013.14	968,155.89
Profit/(Loss) Before Tax		54,277.73	423.55
Tax Expense:			
Current Tax		(15,300.22)	(228.94)
Tax of earlier years		-	-
Deferred Tax		(700.25)	(2.52)
Profit/(Loss) for the Period		38,277.27	192.09
Other Comprehensive Income			
(i) Items that will not be reclassified to Statement of Profit and Loss.			
Remeasurement of defined benefit plans		127.23	173.49
Income tax relating to remeasurement of defined benefit plans		(35.40)	(45.00)
Total Other Comprehensive Income/(Loss)		91.84	128.49
Total Comprehensive Income for the period		38,369.11	320.58
Earnings Per Equity Share - Basic & Diluted	31	6.43	0.03
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 and on behalf of the Board

For Gourisaria Goyal & Co.

Firm Registration Number- 016681C

Chartered Accountants

Sd/-

Jyoti Prakash Kanodia

Managing Director (DIN: 00207554)

Sd/-

Madhu Kanodia

Director (DIN: 00207604)

Sd/-

(CA Ravi Gupta)

Partner

M. N.- 419994

Place: Jaipur

Date: 24.05.2023

Sd/-

Harish Panwar

(Chief Financial Officer)

Sd/-

Ramavtar Jangid

(Company Secretary)

UNIQUE ORGANICS LIMITED

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

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2023

(Amount in '000)

PARTICULARS	YEAR ENDED ON 31st March, 2023		YEAR ENDED ON 31st March, 2022	
	Rs.	P.	Rs.	P.
1 CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit Before Tax	54,277.73		423.55	
<u>Addition:</u>				
Depreciation	1,637.99		1,654.36	
Interest Received	95.61		-	
Re-measurement gains/(losses) on employee defined benefit plans	127.23		173.49	
Profit/Loss on sale of property, plant and equipment	-		(18.22)	
Cash Flow from Operating Activities before Working Capital changes	56,138.57		2,233.19	
<u>Adjustments:</u>				
Decrease/(increase) in inventories	1,924.14		(27,616.42)	
Decrease/(increase) in trade receivables	(46,771.49)		(53,480.54)	
Decrease/(increase) in Loans	-		-	
Decrease/(increase) in other financial and non financial assets	7,200.40		(3,436.89)	
Increase/(decrease) in trade payables	23,800.41		12,339.23	
Increase/(decrease) in other financial and non financial liabilities	2,514.68		455.32	
Cash Generated From Operation	44,806.70		(69,506.10)	
Taxes Paid	(15,300.22)		(228.94)	
Cash Flow from Operating Activities	29,506.48		(69,735.04)	
2 CASH FLOW FROM INVESTING ACTIVITIES				
Increase/Decrease in Property, Plant and equipment and Other Intangible Assets	(527.79)		(788.98)	
Interest Received	(95.61)		-	
Proceeds on disposal of subsidiary - Net				
Net Cash Flow from Investing Activities	(623.40)		(788.98)	
3 CASH FLOW FROM FINANCING ACTIVITIES				
Increase/Decrease in Borrowings	(29,810.42)		68,721.20	
Increase/Decrease in Share Capital	-		-	
Net Cash Flow from Financing Activities	(29,810.42)		68,721.20	
NET CHANGE IN CASH & CASH EQUIVALENT	(927.34)		(1,802.82)	
Opening Balance of Cash & Cash Equivalent	134.81		360.86	
Opening Bank Balances other then above	855.20		2,431.97	
CLOSING BALANCE OF CASH & CASH EQUIVALENT	62.68		134.81	
Closing Bank Balances other then above	-		855.20	

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 and on behalf of the Board

For Gourisaria Goyal & Co.

Firm Registration Number- 016681C
Chartered Accountants

Sd/-

Jyoti Prakash Kanodia

Managing Director (DIN: 00207554)

Sd/-

Madhu Kanodia

Director (DIN: 00207604)

Sd/-

(CA Ravi Gupta)

Partner

M. N. - 419994

Place: Jaipur

Date: 24.05.2023

Sd/-

Harish Panwar

(Chief Financial Officer)

Sd/-

Ramavtar Jangid

(Company Secretary)

UNIQUE ORGANICS LIMITED

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

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2023

A. EQUITY SHARE CAPITAL

(Amount in '000)

(1) For the year ended 31st March, 2023:

Balance at the beginning of the year	Changes in Equity Share Capital due to prior period errors	Restated Balance at the beginning of the year	Changes in Equity Share Capital during the year	Balance at the end of the year
59,683.50	-	59,683.50		59,683.50

(2) For the year ended 31st March, 2022:

Balance at the beginning of the year	Changes in Equity Share Capital due to prior period errors	Restated Balance at the beginning of the year	Changes in Equity Share Capital during the year	Balance at the end of the year
59,683.50	-	59,683.50	-	59,683.50

B. OTHER EQUITY

(Amount in '000)

(1) For the year ended 31st March, 2023:

Particulars	Reserves and Surplus					Remeasurement of defined benefit plans (Other Comprehensive Income)	Total
	Capital Reserve	Securities Premium	Capital Redemption Reserve	General Reserve	Retained Earnings		
Balance at the beginning of the year	1,807.66	-	10,000.00	4,470.82	47,811.90	(53.30)	64,037.09
Changes in Accounting Policy / Prior Period Errors	-	-	-	-	-	-	-
Restated Balance	1,807.66	-	10,000.00	4,470.82	47,811.90	(53.30)	64,037.09
Add/(Less):							
Profit for the year	-	-	-	-	38,277.27	-	38,277.27
Other Comprehensive Income/(Loss) for the year	-	-	-	-	-	91.84	91.84
Transfer to Retained Earnings	-	-	-	-	-	-	-
Balance as at 31st March, 2023	1,807.66	-	10,000.00	4,470.82	86,089.17	38.54	102,406.20

UNIQUE ORGANICS LIMITED

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

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2023

(Amount in '000)

(2) For the year ended 31st March, 2022:

Particulars	Reserves and Surplus					Remeasurement of defined benefit plans (Other Comprehensive Income)	Total
	Capital Reserve	Securities Premium	Capital Redemption Reserve	General Reserve	Retained Earnings		
Balance at the beginning of the year	1,807.66	-	10,000.00	4,470.82	47,619.81	(181.79)	63,716.51
Changes in Accounting Policy/ / Prior Period Errors	-	-	-	-	-	-	-
Restated Balance	1,807.66	-	10,000.00	4,470.82	47,619.81	(181.79)	63,716.51
<u>Add/(Less) :</u>							
Profit for the year	-	-	-	-	192.09	-	192.09
Other Comprehensive Income/(Loss) for the year	-	-	-	-	-	128.49	128.49
Transfer to Retained Earnings	-	-	-	-	-	-	-
Balance as at 31st March, 2022	1,807.66	-	10,000.00	4,470.82	47,811.90	(53.30)	64,037.09

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

As per our report of even date

For and on behalf of the Board

For Gourisaria Goyal & Co.

Firm Registration Number- 016681C

Chartered Accountants

Sd/-
Jyoti Prakash Kanodia
Managing Director (DIN: 00207554)

Sd/-
Madhu Kanodia
Director (DIN: 00207604)

Sd/-
(CA Ravi Gupta)
Partner
M. N.- 419994
Place: Jaipur
Date: 24.05.2023

Sd/-
Harish Panwar
(Chief Financial Officer)

Sd/-
Ramavtar Jangid
(Company Secretary)

UNIQUE ORGANICS LIMITED

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

Notes to Financial Statements for the year ended 31st March, 2023

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 and manufacturing of cattle feed 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.

UNIQUE ORGANICS LIMITED

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

Notes to Financial Statements for the year ended 31st March, 2023

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.

UNIQUE ORGANICS LIMITED

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

Notes to Financial Statements for the year ended 31st March, 2023

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.

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Notes to Financial Statements for the year ended 31st March, 2023

(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.

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Notes to Financial Statements for the year ended 31st March, 2023

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

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PROPERTY, PLANT & EQUIPMENT AND INTANGIBLE ASSETS

2A. PROPERTY, PLANT AND EQUIPMENT

Rs.in '000

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, 2021	1,777.67	14,300.31	606.43	2,742.14	14,399.97	2,258.82	1,480.70	1,892.07	1,007.70	1,023.89	41,489.71
Add: Addition	-	1,006.08	120.32	-	6.90	20.16	-	-	-	10.15	1,163.61
Less: Disposal/Adjustments	-	-	-	182.92	687.00	158.46	-	-	-	-	1,028.39
Balance as at March 31, 2022	1,777.67	15,306.39	726.75	2,559.22	13,719.87	2,120.52	1,480.70	1,892.07	1,007.70	1,034.04	41,624.94
Add: Addition	-	-	175.61	-	-	-	-	177.37	-	159.82	512.79
Less: Disposal/Adjustments	-	-	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2023	1,777.67	15,306.39	902.36	2,559.22	13,719.86	2,120.52	1,480.70	2,069.44	1,007.70	1,193.86	42,137.73

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, 2021	-	8,430.67	520.81	1,912.71	8,345.18	1,700.55	1,393.80	779.52	803.12	719.95	24,606.32
Add: Depreciation Expense	-	443.30	51.57	309.38	535.68	46.04	12.86	134.84	37.52	78.11	1,649.30
Less: Disposal/Adjustments	-	-	-	173.78	498.20	-	-	-	-	-	671.97
Balance as at March 31, 2022	-	8,873.97	572.38	2,048.31	8,382.66	1,746.60	1,406.67	914.36	840.64	798.07	25,583.65
Add: Depreciation Expense	-	472.33	81.35	255.59	531.99	31.18	-	135.56	37.45	89.65	1,635.10
Less: Disposal/Adjustments	-	-	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2023	-	9,346.30	653.73	2,303.91	8,914.65	1,777.78	1,406.67	1,049.91	878.08	887.72	27,218.75

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, 2023	1,777.67	5,960.09	248.63	255.31	4,805.21	342.74	74.04	1,019.53	129.62	306.13	14,918.97
As at 31st March, 2022	1,777.67	6,432.42	154.37	510.91	5,337.20	373.92	74.04	977.72	167.07	235.97	16,041.28

2B. INTANGIBLE ASSETS

Gross Carrying Amount	Computer Software
Balance as at April 1, 2021	154.74
Balance as at March 31, 2022	154.74
Add: Addition	15.00
Balance as at March 31, 2023	169.74

Accumulated Depreciation	Computer Software
Balance as at April 1, 2021	141.95
Add: Depreciation Expense	5.05
Balance as at March 31, 2022	147.00
Add: Depreciation Expense	2.89
Balance as at March 31, 2023	149.89

Net Book Value	Computer Software
As at 31st March, 2023	19.85
As at 31st March, 2022	7.74

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Notes to Financial Statements for the year ended 31st March, 2023

(Amount in '000)

NOTE - 3

OTHER - NON CURRENT FINANCIAL ASSETS

(Unsecured, considered good)

Security Deposits

	<u>AS AT</u> 31ST MARCH, 2023	<u>AS AT</u> 31ST MARCH, 2022
Security Deposits	217.60	217.60
	217.60	217.60

NOTE - 4

INVENTORIES

(At lower of cost and net realisable value)

Raw Materials

Trading Goods

Packing Materials

Finished Goods

Raw Materials	16,287.81	12,572.82
Trading Goods	17,652.28	22,578.97
Packing Materials	1,947.68	2,521.15
Finished Goods	571.00	709.98
	36,458.78	38,382.92

NOTE - 5

TRADE RECEIVABLES

Trade Receivables considered good - Secured

Trade Receivables considered good - Unsecured

Trade Receivables which have significant increase in credit Risk

Trade Receivable- Credit Impaired

Less: Provision for Impairment

Trade Receivables considered good - Secured	-	-
Trade Receivables considered good - Unsecured	236,748.92	179,778.99
Trade Receivables which have significant increase in credit Risk	-	10,198.44
Trade Receivable- Credit Impaired	10,205.48	53,007.99
Less: Provision for Impairment	(10,205.48)	(53,007.99)
	236,748.92	189,977.43

The above includes to related parties

Due from related parties

The above includes to related parties	-	-
Due from related parties	-	-

Trade Receivables Ageing Schedule as at 31st March, 2023:

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 Year	1-2 Years	2-3 Years	More than 3 Years	
(i) Undisputed Trade Receivables - considered good	234212.44	-	327.29	132.77	2076.42	236748.92
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables - considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	10,205.48	10,205.48

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Notes to Financial Statements for the year ended 31st March, 2023

(Amount in '000)

Trade Receivables Ageing Schedule as at 31st March, 2022:

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 Year	1-2 Years	2-3 Years	More than 3 Years	
(i) Undisputed Trade Receivables - considered good	176562.04	0	140.534	1177.845	1898.572	179778.99
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables - considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	10,198.44	10,198.44
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	53,007.99	53,007.99

There is no unbilled dues at the end of the financial year. An amount of Rs.234194.11 thousand (Previous Year Rs.165210.83 thousand) for trade receivables which are not due at the end of the period, included in Undisputed Trade receivables- considered good for less than six months.

NOTE - 6

CASH & CASH EQUIVALENTS

Balances with bank:
 On Current Accounts
 Cash in hand (As certified by the management)

(Amount in '000)	
<u>AS AT</u>	<u>AS AT</u>
<u>31ST MARCH, 2023</u>	<u>31ST MARCH, 2022</u>
-	-
62.68	134.81
62.68	134.81

NOTE - 7

OTHER BANK BALANCES

Balances with bank:
 On Fixed Deposit Accounts
 Unclaimed Dividend Account

-	-
-	855.20
-	855.20

NOTE - 8

CURRENT FINANCIAL ASSETS- LOANS

To Others
 Considered Good- Secured
 Considered Good- Unsecured
 Loans Receivables which have significant increase in Credit Risk
 Loans Receivables- Credit Impaired

-	-
-	-
1,500.00	1,500.00
-	-
1,500.00	1,500.00

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Notes to Financial Statements for the year ended 31st March, 2023

(Amount in '000)

NOTE - 9

CURRENT TAX ASSETS (NET)

Advance Income Tax (net of provisions)

	AS AT 31ST MARCH, 2023	AS AT 31ST MARCH, 2022
	-	-
	-	-

NOTE -10

OTHER CURRENT ASSETS

Advances other than capital advances

Balances with Govt. Authorities

Advances to others

Advances to Suppliers

Prepaid Expenses

	24,755.85	31,160.09
	133.20	24.97
	20.36	1,027.24
	821.58	719.09
	25,730.99	32,931.39

Advances other than capital advances consitutes:

Considered Good

Considered doubtful, provided

	25,730.99	32,931.39
	-	-

NOTE - 11

EQUITY SHARE CAPITAL

Authorised Shares:

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

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

	10,000.00	10,000.00
	60,000.00	60,000.00

Issued Shares

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

	59,715.00	59,715.00
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Subscribed & Paid - up Shares

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

	59,715.00	59,715.00
	59,715.00	59,715.00

Less: Face Value of 18500 (P.Y: 18,500) Equity Shares

Forfieted

	185.00	185.00
	59,530.00	59,530.00

Add: Forfieted Shares(Amount Originally Paid Up)

	153.50	153.50
	59,683.50	59,683.50

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. The equity shareholders have all other rights as available to the equity shareholders as per the provisions of Companies Act, 2013 read together with the Memorandum of Association and Articles of Association of the Company as applicable.

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

	AS AT 31ST MARCH, 2023		AS AT 31ST MARCH, 2022	
	No. of Shares	% Holding	No. of Shares	% Holding
Equity Shares of Rs.10 each fully paid up				
Jyoti Prakash Kanodia	714,833	12.01%	714,833	12.01%
Sarla Devi Kanodia	727,599	12.22%	727,599	12.22%
Madhu Kanodia	433,899	7.29%	433,899	7.29%

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Notes to Financial Statements for the year ended 31st March, 2023

NOTE - 11 (Contd..)

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

<u>Particulars</u>	<u>AS AT</u>	<u>AS AT</u>
	31ST MARCH, 2023 No. of Shares	31ST MARCH, 2022 No. of Shares
<u>Equity Shares</u>		
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

d) **Details of shareholding of promoters:**

Shares held by promoters at the end of the year				% Change during the year
Sl. No.	Promoter Name	No. Of Shares	% of Total Shares	
1	Jyoti Prakash Kanodia	714,833	12.01%	0.00%
2	Sarla Devi Kanodia	727,599	12.22%	0.00%
3	Harsh Vardhan Kanodia	158,171	2.66%	0.00%
4	Madhu Kanodia	433,899	7.29%	0.00%

NOTE - 12

(Amount in '000)

OTHER EQUITY

RESERVE AND SURPLUS

	<u>AS AT</u>	<u>AS AT</u>
	31ST MARCH, 2023	31ST MARCH, 2022
Capital Reserve	1,807.66	1,807.66
Capital Redemption Reserve	10,000.00	10,000.00
General Reserve	4,470.82	4,470.82
Retained Earnings	86,089.17	47,811.91
	102,367.65	64,090.38

OTHER COMPREHENSIVE INCOME

Remeasurement of Defined Benefit Plans	38.54	(53.30)
	38.54	(53.30)
	102,406.19	64,037.09

NOTE - 13

FINANCIAL LIABILITIES-LONG TERM BORROWINGS

Secured- At Amortised Cost		
Term Loan From Bank	15,000.00	15,000.00
Less: Current Maturity (Refer Note No.16)	(416.67)	-
	14,583.33	15,000.00

Note: For Security and other details please refer Note No. 16(a)

NOTE - 14

PROVISIONS - NON CURRENT

Provision for employee benefits	916.51	855.92
	916.51	855.92

NOTE - 15

DEFERRED TAX LIABILITIES (NET)

Deferred Tax Liabilities

On Fixed Assets	1,305.63	1,335.72
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Deferred Tax Asset

On expenditures charged to the statement of profit & loss but allowable for tax purpose on payment basis	(326.57)	(289.15)
MAT Credit Entitlement	-	(803.16)
	979.05	243.41

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Notes to Financial Statements for the year ended 31st March, 2023

(Amount in '000)

	<u>AS AT</u> 31ST MARCH, 2023	<u>AS AT</u> 31ST MARCH, 2022
NOTE - 16		
<u>BORROWINGS - CURRENT</u>		
Secured- At Amortised Cost		
Loans from Bank		
Foreign Bill Purchase	23,979.04	82,464.19
Packing Credit	10,000.00	-
Cash Credit	35,779.39	21,515.76
Working Capital Demand Loan	4,411.10	-
Current maturities of Long Term Borrowings	416.67	-
	74,586.19	103,979.95

- a) Term Loan, 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 & Machinerics 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 guarntees of Director's, bearing interest @10.35% p.a. and 10.25% (Previous Year 7.85% p.a. and 7.75% p.a.) in case of PC & FBP and 9.75% p.a.(Previous Year 7.25% p.a.) in case of CC limit and 10.00% (PY: 7.50%) in case of Term Loan. Term Loan is repayable in 36 monthly installment after the moratorium period of 24 months from the date of 1st installment.
- b) Working Capital demand loan from State Bank of India is sured by pledge of warehouse receipts (resulting in charge over under-lying goods) issued by Bank's empenalled collateral managers with lien marked in favour of the bank and personal guarentee of Mr. Jyoti Prakash Kanodia and Mrs. Madhu Kanodia, directors of the company, bearing interest @ 10.40% p.a.

NOTE - 17

TRADE PAYABLES

Trade Payables (please refer Note No. 33)

Total outstanding due of micro & small Enterprises (including interest)	-	147.80
Other Trade Payables	41,779.75	17,831.55
	41,779.75	17,979.34

Trade Payables Ageing Schedule as at 31st March, 2023:

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 Years	2-3 Years	More than 3 Years	
(i) MSME	0.00	-	-	-	-
(ii) Others	41,779.75	-	-	-	41,779.75
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

Trade Payables Ageing Schedule as at 31st March, 2022:

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 Years	2-3 Years	More than 3 Years	
(i) MSME	147.80	-	-	-	147.80
(ii) Others	17,831.55	-	-	-	17,831.55
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

There is no unbilled dues at the end of the financial year. An amount of Rs.41779.75 thousand (Previous Year Rs.17979.34 thousand) for trade payable which are not due at the end of the period, included in Undisputed Trade payable for less than one year.

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Notes to Financial Statements for the year ended 31st March, 2023

(Amount in '000)

	<u>AS AT</u> 31ST MARCH, 2023	<u>AS AT</u> 31ST MARCH, 2022
<u>NOTE - 18</u>		
<u>OTHER FINANCIAL LIABILITIES - CURRENT</u>		
Sundry Creditors for Expenses & Others	16,705.49	15,516.65
Unclaimed Dividend*	-	855.20
	16,705.49	16,371.85
* Investor Education & Protection Fund, is credited during the year as the amount were due during the year.		
<u>NOTE - 19</u>		
<u>OTHER LIABILITIES - CURRENT</u>		
Statutory Dues	3,453.11	882.19
Advance from Customers	-	548.94
	3,453.11	1,431.12
<u>NOTE - 20</u>		
<u>PROVISIONS - CURRENT</u>		
Provision for employee benefits	277.84	272.58
	277.84	272.58
<u>NOTE - 21</u>		
<u>CURRENT TAX LIABILITIES (NET)</u>		
Provision for Income Tax (net of advances)	286.81	193.61
	286.81	193.61

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Notes to Financial Statements for the year ended 31st March, 2023

(Amount in '000)

<u>NOTE - 22</u>	<u>For the Year</u> <u>2022-2023</u>	<u>For the Year</u> <u>2021-2022</u>
<u>REVENUE FROM OPERATION</u>		
Sale of Products	1,807,778.12	942,828.62
Other Operating Revenue		
Export Incentives	8,494.34	13,644.67
Job Work	2,587.78	2,716.74
	1,818,860.24	959,190.02
<u>NOTE - 23</u>		
<u>OTHER INCOME</u>		
Interest Income	95.61	-
Foreign Exchange Gain (net)	28,796.53	8,979.95
Other Receipts	5,538.48	409.47
	34,430.62	9,389.42
<u>NOTE - 24</u>		
<u>COST OF RAW MATERIALS & COMPONENTS CONSUMED</u>		
Opening Stock	15,093.97	8,854.26
Add: Purchases	90,139.36	129,591.80
	105,233.33	138,446.05
Less: Closing Stock	18,235.50	15,093.97
	86,997.83	123,352.08
<u>NOTE - 25</u>		
<u>PURCHASE OF STOCK-IN-TRADE</u>		
Purchases	1,326,625.89	631,789.59
	1,326,625.89	631,789.59
<u>NOTE - 26</u>		
<u>CHANGES IN INVENTORIES</u>		
<u>Inventories at the end of the year</u>		
Stock-in-Trade	17,652.28	22,578.97
Finished Goods	571.00	709.98
	18,223.28	23,288.95
<u>Inventories at the beginning of the year</u>		
Stock-in-Trade	22,578.97	572.30
Finished Goods	709.98	1,339.95
	23,288.95	1,912.25
	5,065.67	(21,376.70)
<u>NOTE - 27</u>		
<u>EMPLOYEE BENEFITS EXPENSES</u>		
Salaries,Wages & Bonus	16,149.43	16,092.21
Contribution to Provident Fund & Other Funds	496.49	548.69
Staff Welfare Expenses	188.70	160.52
	16,834.62	16,801.42

UNIQUE ORGANICS LIMITED

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Notes to Financial Statements for the year ended 31st March, 2023

NOTE - 28	For the Year 2022-2023	(Amount in '000) For the Year 2021-2022
<u>FINANCE COST</u>		
<u>Interest Expenses</u>		
Cash Credit	2,201.94	3,013.58
Packing Credit	322.16	633.77
Foreign Bill Purchase	787.86	1,414.91
Term Loan	2,216.93	52.40
Discounting & Bank Charges	2,617.89	1,141.85
	8,146.78	6,256.51
<u>NOTE - 29</u>		
<u>DEPRECIATION AND AMORTISATION</u>		
Depreciation on Property, Plant and Equipment	1,635.10	1,649.31
Depreciation on Other Intangible Assets	2.89	5.05
	1,637.99	1,654.36
<u>NOTE - 30</u>		
<u>OTHER EXPENSES</u>		
Freight, Clearing & Forwarding Expenses	158,026.76	134,467.93
Cess Custom Duty on Exports	147,966.19	
Other Operational Expenses	460.82	1,016.03
Payment to Auditor (Refer details below)	250.00	250.00
Advertisement & Business Promotion Expenses	456.63	258.38
Commission Expenses	9,572.67	3,713.77
Claims & Deductions	11,395.87	2,641.34
Traveling Expenses	640.37	195.68
Rent Paid	762.72	433.32
Testing & Sampling Expenses	1,909.68	1,460.95
Power & Fuel	2,031.80	2,834.51
Insurance/ECGC Premiums	5,280.86	2,725.21
Legal & Professional Fees	577.24	592.26
<u>Repair & Maintenance</u>	-	-
On Machinery	320.97	840.91
On Buldings	555.64	391.07
On Others	195.26	265.58
Bad Debts for doubtful recivables	10,205.48	53,136.58
Miscellaneous Expenes	3,095.41	4,455.13
	353,704.36	209,678.63
<u>Payment to Auditor</u>		
<u>As Auditor (Including Service Tax)</u>		
Statutory Audit Fee	200.00	200.00
Tax Audit Fee	50.00	50.00
	250.00	250.00
<u>NOTE - 31</u>		
<u>EARNINGS PER SHARE(EPS)</u>		
Net profit/(loss) after tax as per statement of Profit and Loss	38,277.27	192.09
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	6.43	0.03

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Notes to Financial Statements for the year ended 31st March, 2023

NOTE - 32

The company has utilised the borrowings from banks and financial institutions for the specific purpose for which it was taken at the balance sheet date.

NOTE - 33

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

<u>Description</u>	<u>As at</u> 31st March, 2023	(Amount in '000) <u>As at</u> 31st March, 2022
i) Principal amount outstanding as at year end	-	147.80
ii) Interest due on above and unpaid as at year end	-	-
iii) Interest paid to the supplier	-	-
iv) Payments made to the supplier beyond the appointed day during the year	-	-
v) Interest due and payable for the year of delay	-	-
vi) Interest accrued and remaining unpaid as at end of year	-	-
vii) Amount of further interest remaining due and payable in succeeding year	-	-

NOTE - 34

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 Ind AS-108 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 :

<u>Particulars</u>	<u>For the Year</u> <u>2022-2023</u>	(Amount in '000) <u>For the Year</u> <u>2021-2022</u>
Revenue (Gross Sales)		
India	129,704.36	193,284.84
Overseas	1,678,073.76	749,543.78
Total	1,807,778.12	942,828.62

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.**

<u>Particulars</u>	<u>For the Year</u> <u>2022-2023</u>	(Amount in '000) <u>For the Year</u> <u>2021-2022</u>
Agro Agriculture Joint Stock Company	185,905.47	-
Hoang Dat Co. Ltd.	300,882.89	-
Le Anh Agriculture Products One member Co. Ltd.	366,100.64	-
TH Milk Food Jsc, Vietnam	-	130,129.84

UNIQUE ORGANICS LIMITED

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Notes to Financial Statements for the year ended 31st March, 2023

NOTE - 35

RELATED PARTY DISCLOSURE

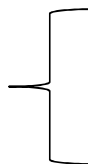
As per Indian Accounting Standard - 24, the disclosures of transactions with the related parties are given below:

i) **Name of the Related Party and Nature of Relationship**

Name of the Related Party

Relationship

Jyoti Prakash Kanodia
Madhu Kanodia
Rajyashree Kanodia
Harish Panwar
Ramavtar Jangid



Key Managerial Person & Relatives

ii) **Transaction during the year with related parties:**

Nature of Transactions

(Amount in '000)

Nature of Transactions	Key Managerial Person	Relative of the key management personnel	Total
Remuneration		-	
Jyoti Prakash Kanodia	8,400.00 (8,400.00)		8,400.00 (8,400.00)
Rajyashree Kanodia		89.53 (314.98)	89.53 (314.98)
Harish Panwar	930.00 (664.25)		930.00 (664.25)
Ramavatar Jangid	808.75 (582.75)		808.75 (582.75)
Unsecured Loan Taken			
Jyoti Prakash Kanodia	11,150.00		11,150.00
	-		-
Unsecured Loan repaid			
Jyoti Prakash Kanodia	11,150.00		11,150.00
	-		-
Board Meeting Fees			
Madhu Kanodia		15.00 (7.20)	15.00 (7.20)

ii) **Balances with related parties:**

(Amount in '000)

Particulars	As At 31ST MARCH, 2023	Total
	-	-
	-	-

Figures in brackets represent previous year's figures.

NOTE - 36

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

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Notes to Financial Statements for the year ended 31st March, 2023

NOTE - 36 (Contd..)

B. Details of Plans are as follows:

	<u>For the Year</u> <u>2022-2023</u>	(Amount in '000) <u>For the Year</u> <u>2021-2022</u>
(a) Expenses Recognised as Employee Benefits Expenses in the Statement of Profit or Loss during the year		
(i) Current Service Cost	126.42	136.55
(ii) Net Interest	62.59	61.48
(iii) Expenses recognised during the year	189.01	198.03
(b) Expenses Recognised in Other Comprehensive Income during the year		
(i) Expected return on Plan Assets	-	-
(ii) Actuarial (gain) / Losses on obligation	(127.23)	(173.49)
(iii) Net (Income)/Expenses Recognised during the year	(127.23)	(173.49)
(c) Amount Recognized in Balance Sheet		
(i) Present value of obligation as at end of the year	61.78	24.54
(ii) Fair value of Plan Assets as at end of the year	-	-
(iii) Amount Recognized in Balance Sheet	61.78	24.54
(d) Change in Present Value of obligation		
(i) Obligation as at the beginning of the year	862.10	837.56
(ii) Current Service Cost	126.42	136.55
(iii) Interest Cost	62.59	61.48
(iv) Actuarial (Gain) / Losses		
Arising from Changes in Experience Adjustments	(135.96)	(126.55)
Arising from Changes in Financial Assumptions	8.73	(46.94)
(v) Benefits Paid	-	-
(vii) Obligation as at the end of the year	923.88	862.10
(e) Changes in Fair Value of Plan Assets		
(i) Fair Value of Plan Assets as at the beginning of the year	-	-
(ii) Expected return on Plan Assets	-	-
(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	7.26%	7.34%
(ii) Expected return on Plan Assets	0.00%	0.00%
(iii) Inflation Rate	6.00%	6.00%
(iv) Remaining Working Life	21 Years	23 Years
(v) Mortality Table	IALM 2012-14 ULTIMATE	IALM 2012-14 ULTIMATE

C. Sensitivity Analysis :

A quantitative analysis for significant assumptions are as follows :

	<u>For the Year</u> <u>2022-2023</u>	(Amount in '000) <u>For the Year</u> <u>2021-2022</u>
(a) Effect of 1% change in assumed discount rate		
1% increase	871.19	808.06
1% decrease	981.19	921.34

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Notes to Financial Statements for the year ended 31st March, 2023

NOTE - 36 (Contd..)

	<u>For the Year</u> <u>2022-2023</u>	(Amount in '000) <u>For the Year</u> <u>2021-2022</u>
(b) Effect of 1% change in assumed salary escalation rate		
1% increase	981.35	921.29
1% decrease	870.59	807.63
(c) Effect of 10% change in assumed Attrition rate		
1% increase	923.62	861.48
1% decrease	924.14	862.72
(d) Effect of 10% change in assumed Mortality rate		
1% increase	924.11	862.21
1% decrease	923.65	861.99

NOTE - 37

INCOME TAX EXPENSES

(i) Income Tax Expense

The major components of income tax expenses for the year ended March 31, 2023 and for the year ended March 31, 2022 are:

<u>Particulars</u>	<u>For the Year</u> <u>2022-2023</u>	(Amount in '000) <u>For the Year</u> <u>2021-2022</u>
Current Tax	15,300.22	228.94
Deferred Tax Charge/(Credit)	700.25	2.52
Total Income Tax Expense recognised in Statement of	16,000.46	231.46

(ii) Reconciliation of effective tax rate:

Profit before Tax	54,277.73	423.55
Enacted Tax Rate in India (under section 115JB)	27.82	15.6
Expected Tax Expense	15,100.07	66.08
Tax Effect on items which are not deductible/deductible		
Additional Deduction under Income Tax Act, 1961	200.15	-
Deferred Tax	700.25	968.54
MAT Credit Entitlement	-	(803.16)
Effect due to Change in Rate	-	-
Income Tax Expenses	16,000.46	231.46

NOTE - 38

Details of borrowings from banks or financial institutions taken on the basis of security of current assets:

Details of borrowings	Quarterly returns or statements filed are in agreement with the books of accounts	Summary of Reconciliation	Reasons of material discrepancies
Bank of Baroda-CC	Yes	NA	No material Discrepancies

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Notes to Financial Statements for the year ended 31st March, 2023

NOTE - 39

FINANCIAL RATIOS:

<u>Ratio</u>	<u>Numerator</u>	<u>Denominator</u>	<u>2022-2023</u>	<u>2021-2022</u>	<u>% variance</u>
(a) Current Ratio	Current Assets	Current Liabilities	2.19	1.88	16.53%
(b) Debt Equity Ratio (Note 1)	Total Debt	Shareholders Equity	0.55	0.96	-42.80%
(c) Debt Service Coverage Ratio (Note-2)	Earning before Interest & Tax	Debt Service	5.90	1.29	356.54%
(d) Return on Equity Ratio (Note-3)	Net Profit after Tax	Equity	0.27	0.00	17129.00%
(e) Turnover Ratio (Note-4)	Sales	Average Inventory	48.31	38.37	25.92%
(f) Receivables Turnover Ratio (Note- 5)	Sales	Average Account receivables	8.47	5.78	46.69%
(g) Trade Payables Turnover Ratio (Note- 6)	Purchases/Service s utilised	Average account payables	47.42	64.47	-26.45%
(h) Net Capital Turnover Ratio (Note- 7)	Sales	Working Capital	11.06	7.63	44.97%
(i) Net Profit Ratio	Net profit after Tax	Sales	0.02	0.00	2.10%
(j) Return on Capital employed (Note-8)	Earning before Interest & Tax	Capital employed	0.25	0.03	800.10%
(k) Return on Investment				Not Applicable	

Explanation for change in variance in ratio for more than 25% as compared to the preceding year

Note-1

The company has positive cash flow and therefore debts are reduced as well as the shareholders equity is increased because of the profit for the year.

Note-2

Earning of the company is increased substantially and therefore the debt service ratio is improved accordingly.

Note-3

Net profit after tax is increased substantially during the year and therefore return on equity is improved accordingly

Note-4

Inventory conversion to sales were more frequent during this year as compared to previous year

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Notes to Financial Statements for the year ended 31st March, 2023

Note-5

More frequent conversion of inventory to sales on one hand were as trade cycle remain similar.

Note-6

Since the cash flow of the company is increasing gradually, payout to creditors improved substantially,

Note-7

Since the company is ploughing back the cash accruals in the working of the company.

Note-8

Earning of the company is increased sunbtentially and therefore return on capital employed is improved.

NOTE - 40

The Company has not disclosed or surrendered any income during the year in the tax assessment under the Income Tax Act, 1961, such as, search or survey or any other relevant provisions of the Income Tax Act, 1961 and therefore details is required for any transaction not recorded in the books of accounts.

NOTE - 41

No proceeding has been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder

NOTE - 42

The company do not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956

NOTE - 43

FINANCIAL INSTRUMENTS AND RELATED DISCLOSURES

(a) Capital Management

The Company's objective when managing capital (defied 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 benefi 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	(Amount in '000)	
	As at 31st March, 2023	As at 31st March, 2022
Financial Assets		
Measured at Amortised Cost		
Cash and Cash Balances	62.68	134.81
Other Bank Balances	-	855.20
Trade Receivables	236,748.92	189,977.43
Other Financial Assets - Non Current	217.60	217.60
Loans	1,500.00	1,500.00
Financial Liabilities		
Measured at Amortised Cost		
Borrowings - Non Current	14,583.33	15,000.00
Borrowings - Current	74,586.19	103,979.95
Trade Payables	41,779.75	17,979.34
Other Financial Liabilities	16,705.49	16,371.85

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

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Notes to Financial Statements for the year ended 31st March, 2023

(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'000		In Indian Rupees in '000	
	31st March, 2023	31st March, 2022	31st March, 2023	31st March, 2022
Trade receivables	2676.36	1,946.90	220,013.97	147,340.82
Advance against supply	-	7.11	-	536.81

For the year ended March 31, 2022 and March 31, 2021, 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.

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Notes to Financial Statements for the year ended 31st March, 2023

(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 - 44

NOTES ON CSR EXPENDITURES

The provisions of section 135 of Companies Act, 2013 read with Schedule VII to the Act and related regulations, Companies (CSR Policies) Rules, 2014 is not applicable to the Company during the year and corresponding previous year.

NOTE - 45

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

NOTE - 46

The Company do not have any due commitments and contingent liabilities at the year end.

NOTE - 47

The Company do not have any subsidiary company and therefore disclosure in terms of Schedule V of SEBI (Listing Obligation & Disclosure Requirements) Regulation 2015 is not applicable to the company.

As per our report of even date

For and on behalf of the Board

For Gourisaria Goyal & Co.

Firm Registration Number- 016681C

Chartered Accountants

Sd/-

Jyoti Prakash Kanodia

Managing Director (DIN: 00207554)

Sd/-

Madhu Kanodia

Director (DIN: 00207604)

Sd/-

(CA Ravi Gupta)

Partner

M. N. - 419994

Place: Jaipur

Date: 24.05.2023

Sd/-

Harish Panwar

(Chief Financial Officer)

Sd/-

Ramavtar Jangid

(Company Secretary)