

UNIINFO TELECOM SERVICES PRIVATE LIMITED

CIN: U64202MP2010PTC024569

ADD: 403, CHETAK CENTRE, 12/2 RNT MARG, INDORE MP 452001

BOARDS' REPORT

To,
The Members,

Your Directors have pleasure in presenting this 7th Annual report on the affairs of the Company together with the Audited Statement of Accounts for the year ended on 31st March, 2017.

Financial summary or highlights/Performance of the Company:

(Amt in Rs.)

Particulars	2016-17	2015-16
Total Revenue	377722901	216322916
Total Expenses	359625271	212125105
Profit or Loss before Tax	18097630	4197810
Less: Current Tax	6367254	1310000
Short/(Excess) Provision for earlier years	(114375)	0
Deferred Tax	(303849)	161570
Profit or Loss After Tax	12148599	2726241

Brief description of the Company's working during the year/ Operations:

The Company has reported total Profit of ₹ 12148599/- for the current year as compared to profit of ₹ 2726241/- in the previous year.

Transfer to reserves:

The Board do not proposes to transfer any amount to reserves.

Dividend:

The Board of Director to conserve the resources of the Company and maintain the liquidity has decided not to be declaring dividend on Equity Shares for the year ended 31st March 2017.

Material Changes between the date of the Board report and end of financial year.

There have been no material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

Significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future:

During the year under review there has been no such significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.



Share Capital:

The paid up share Capital of the company For the financial 2016-17 has been increase from 500000/- (Rupees Five Lacs) to Rs.2282000/- (Rupees Twenty Two Lacs Eighty Two Thousand only under Private Placement/Preferential allotment/Right issue/Employee Stock Option Scheme of the Company.

Statutory Auditor & Audit Report:

Pursuant to the provisions of Section 139 of the Companies Act, 2013, and Rules made thereunder, the current auditors of the Company, **M/S NPM & ASSOCIATES CO.**, Chartered Accountants (Registration no. **17927C**) were appointed as Statutory Auditor of the company for 5 years at the AGM held in 2014, in the forthcoming annual general meeting to the hold office form the conclusion of this annual general meeting till the conclusion of the next annual general meeting.

The members are requested to ratify the appointment of **M/S NPM & ASSOCIATES CO.**, Chartered Accountants (Registration no. **17927C**) as Statutory Auditors of the Company for the year 2017-2018, and to fix their remuneration.

There are no qualifications or observations or remarks made by the Auditors in their Report.

Change in the nature of business:

There is no change in the nature of the business of the company.

Details of directors or key managerial personnel:

Mr. Anil Kumar Jain was appointment in the Board of the Company w.e.f. 01.04.2016 during the financial year.

Deposits:

The Company has not invited/ accepted any deposits from the public during the year ended March 31, 2017. There were no unclaimed or unpaid deposits as on March 31, 2017.

Conservation of energy, technology absorption, foreign exchange earnings and outgo:

Details of conservation of energy, technology absorption and foreign exchange earnings and outgo as stipulated under Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 is forming part of this report as **Annexure - "3"**.



Corporate Social Responsibility:

The Company is not required to constitute a Corporate Social Responsibility Committee as it does not fall within purview of Section 135(1) of the Companies Act, 2013 and hence it is not required to formulate policy on corporate social responsibility.

Company's policy relating to directors appointment, payment of remuneration and discharge of their duties:

The provisions of Section 178(1) relating to constitution of Nomination and Remuneration Committee are not applicable to the Company.

Statement concerning development and implementation of Risk Management Policy of the Company:

The Company does not have any Risk Management Policy as the elements of risk threatening the Company's existence are very minimal.

Corporate Governance Certificate: -

Provisions of Corporate Governance Certificate are **Not Applicable**

Secretarial Audit Report: -

Provisions of Secretarial Audit Report are **Not Applicable**

Audit Committee: -

Provisions of Audit Committee are **Not Applicable**

Extract of Annual Return

In accordance with the provisions of Section 134 (3) (a) of the Companies Act, 2013, the extract of Annual Return as on March 31, 2016 in the prescribed Form No. MGT-9, pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12 (1) of the Companies (Management and Administration) Rules, 2014 is attached herewith and forms part of this Report.

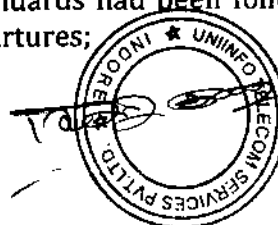
Number of meeting of the Board:

During the year 2016-17, the Board of Directors met 7 times viz on 28th June, 2016, 3rd September 2016, 08th September, 2016 20th December, 2016 and 31st March, 2017. *1st April, 2016, 30th September, 2016*

Directors' Responsibility Statement:

Pursuant to the requirement under section 134(3) (C) of the Companies Act, 2013 with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- (i) In the preparation of the annual accounts for the financial year ended 31st March, 2017, the applicable accounting standards had been followed along with proper explanation relating to material departures;



- (ii) 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 as at March 31, 2017 and of the profit and loss of the company for that period;
- (iii) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (iv) The directors had prepared the annual accounts on a going concern basis; and
- (v) 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.

Declaration by Independent Directors:

The Company was not required to appoint Independent Directors under Section 149(4) and Rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014 hence no declaration has been obtained.

Particulars of loans, guarantees or investments under section 186:

Pursuant to Section 134(3)(g) of the Companies Act, 2013 particulars of loans, guarantees or investments under Section 186 of the Act as at end of the Financial Year 2016-17 are attached herein Financial Statements which forms part of this report

Particulars of Employee:

None of the employee has received remuneration exceeding the limit as stated in rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014


Related Party Transactions:

Particulars of contracts or arrangements with related parties referred to in sub-section (1) of section 188 in the form AOC-2 has been attached herewith and forms part of Director's Report.

Acknowledgements:

Your Directors place on record their sincere thanks to bankers, business associates, consultants, and various Government Authorities for their continued support extended to your Companies activities during the year under review. Your Directors also acknowledges gratefully the shareholders for their support and confidence reposed on your Company.

FOR AND ON BEHALF OF BOARD OF DIRECTOR


KISHORE BHURADIA
DIRECTOR
(DIN:03257728)


PRANAY KUMAR PARWAL
DIRECTOR
(DIN: 03257731)

Place : Indore
Date : 08.09.2017

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 arms length transaction under third proviso thereto.

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

SL. No.	Particulars	Details
1	Name (s) of the related party & nature of relationship	NIL
2	Nature of contracts/arrangements/transaction	NIL
3	Duration of the contracts/arrangements/transaction	NIL
4	Salient terms of the contracts or arrangements or transaction including the value, if any	NIL
5	Justification for entering into such contracts or arrangements or transactions'	NIL
6	Date of approval by the Board	NIL
7	Amount paid as advances, if any	NIL
8	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	NIL

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

SL. No.	Particulars	Details
1	Name (s) of the related party & nature of relationship	NIL
2	Nature of contracts/arrangements/transaction	NIL
3	Duration of the contracts/arrangements/transaction	NIL
4	Salient terms of the contracts or arrangements or transaction including the value, if any	NIL
5	Justification for entering into such contracts or arrangements or transactions'	NIL
6	Date of approval by the Board	NIL
7	Amount paid as advances, if any	NIL
8	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	NIL

FOR AND ON BEHALF OF BOARD OF DIRECTOR


KISHORE BHURADIA
DIRECTOR
(DIN:03257728)


PRANAY KUMAR PARWAL
DIRECTOR
(DIN: 03257731)

Place : Indore
Date : 08.09.2017

ANNEXURE- 3
Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo
[Section 134(3)(m) of The Companies Act, 2013 read with Rule 8(3) of The Companies Accounts) Rules, 2014]

(A) Conservation of energy

S.No	Particulars		
i.	the steps taken or impact on conservation of energy;	All efforts are made to conserve and optimize use of energy with continuous monitoring, improvement in maintenance and distribution systems and through improved operational techniques.	
ii.	the steps taken by the company for utilising alternate sources of energy;	NA	
iii.	the capital investment on energy conservation equipments	NIL	NIL
Technology absorption			
(i)	the efforts made towards technology absorption	Updation of in house Technology is a Continuous process, absorption implemented in our Industry & Technology developed by R & D department is fully absorbed for development in the existing product and new models. As per requirement by our company's R & D.	
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution	The Company has been able to successfully indigenize the toolings to a large extent. Increased efficiency, better performance and wider product range.	
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year	NIL	
	(a) the details of technology imported	NA	
	(b) the year of import	NA	
	(c) whether the technology been fully absorbed	NA	
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	NA	
(iv)	the expenditure incurred on Research and Development	NIL	NIL
Foreign exchange earnings and Outgo		2016-17	2015-16
(i)	The Foreign Exchange earned in terms of actual inflows during the year;	0	0.00
(ii)	The Foreign Exchange outgo during the year in terms of actual outflow	46348	0.00

FOR AND ON BEHALF OF BOARD OF DIRECTOR

KISHORE BHURADIA
DIRECTOR
(DIN:03257728)

PRANAY KUMAR PARWAL
DIRECTOR
(DIN: 03257731)

Place : Indore
Date : 08.09.2017

Annexure - 1 to the Directors' Report

**FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN**

As on financial year ended on 31.03.2017

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:		
1	CIN	U64202MP2010PTC024569
2	Registration Date	19.10.2010
3	Name of the Company	UNIINFO TELECOM SERVICES PRIVATE LIMITED
4	Category/Sub-category of the Company	Company Limited By Share Indian Non Government Company
5	Address of the Registered office & contact details	403,CHETAK CENTRE, 12/2 RNT MARG, INDORE MP 452001 IN
6	Whether listed company	No
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	N.A.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY			
(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)			
S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Provision of basic telecom service, telephone, telex and telegraph (includes the activities of STD/ISD booths)	64201	100.00%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES					
SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section

IV. SHARE HOLDING PATTERN
(Equity share capital breakup as percentage of total equity)

(i) Category-wise Share Holding									
Category of Shareholders	No. of Shares held at the beginning of the year [As on 1-APRIL-2016]				No. of Shares held at the end of the year [As on 31-March-2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	-	50,000	50,000	100.00%	-	228,200	228,200	100.00%	0.00%
b) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%
e) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub Total (A) (1)	-	50,000	50,000	100.00%	-	228,200	228,200	100.00%	0.00%
(2) Foreign									
a) NRI Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Other Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub Total (A) (2)	-	-	-	0.00%	-	-	-	0.00%	0.00%
TOTAL (A)	-	50,000	50,000	100.00%	-	228,200	228,200	100.00%	0.00%
B. Public									
I. Institutions									
a) Mutual Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
e) Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Insurance	-	-	-	0.00%	-	-	-	0.00%	0.00%
g) FIs	-	-	-	0.00%	-	-	-	0.00%	0.00%
h) Foreign Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
i) Others (specify)	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub-total (B) (I)-	-	-	-	0.00%	-	-	-	0.00%	0.00%



2. Non-Institutions									
a) Bodies Corp.									
i) Indian	-	-	-	0.00%	-	-	-	0.00%	0.00%
ii) Overseas	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh				0.00%				0.00%	0.00%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh				0.00%				0.00%	0.00%
c) Others (specify)									
Non Resident	-	-	-	0.00%	-	-	-	0.00%	0.00%
Overseas Corporate Bodies	-	-	-	0.00%	-	-	-	0.00%	0.00%
Foreign Nationals	-	-	-	0.00%	-	-	-	0.00%	0.00%
Clearing Members	-	-	-	0.00%	-	-	-	0.00%	0.00%
Trusts	-	-	-	0.00%	-	-	-	0.00%	0.00%
Foreign Bodies - D R	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub-total (B)(2)-	-	-	-	0.00%	-	-	-	0.00%	0.00%
Total Public (B)	-	-	-	0.00%	-	-	-	0.00%	0.00%
C. Shares held by Custodian for GDRs & ADRs	-	-	-	0.00%	-	-	-	0.00%	0.00%
Grand Total	-	50,000	50,000	100.00%	-	228,200	228,200	100.00%	0.00%

(ii) Shareholding of Promoter

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Pranay Kumar Parwal	25000	50.00%	0	83500	36.59%	0	-13.41%
2	Kishore Bhuradia	25000	50.00%	0	133200	58.37%	0	8.37%
3	Anil Jain	0	0.00%	0	11500	5.04%	0	5.04%
	Total	50000	100.00%		228200	100.00%		0.00%

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

SN	Particulars	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares	No. of shares	% of total shares
1	Anil Kumar Jain					
	At the beginning of the year	-	-	0.00%	-	0.00%
	Changes during the year	-	11,500	5.04%	11,500	5.04%
	At the end of the year	-	11,500	5.04%	11,500	5.04%
	Kishore Bhuradia					
	At the beginning of the year	-	25,000	10.95%	-	0.00%
	Changes during the year	-	108,200	47.41%	-	0.00%
	At the end of the year	-	133,200	58.36%	133,200	58.36%
	Pranay Kumar Parwal					
	At the beginning of the year	-	25,000	10.95%	-	0.00%
	Changes during the year	-	58,500	25.63%	-	0.00%
	At the end of the year	-	83,500	36.58%	83,500	36.58%

(iv) Shareholding Pattern of top ten Shareholders

(Other than Directors, Promoters and Holders of GDRs and ADRs): NIL

SN	For each of the Top 10 shareholders	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares	No. of shares	% of total shares
	At the beginning of the year	-	0.00%	-	0.00%	
	Changes during the year	-	0.00%	-	0.00%	
	At the end of the year	-	0.00%	-	0.00%	



(v) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares	No. of shares	% of total shares
1	Anil Kumar Jain					
	At the beginning of the		-	0.00%	-	0.00%
	Changes during the year		11,500	5.04%	11,500	5.04%
	At the end of the year		11,500	5.04%	11,500	5.04%
2	Kishor Bhuradia					
	At the beginning of the		25,000	10.95%	-	0.00%
	Changes during the year		108,200	47.41%	-	0.00%
	At the end of the year		133,200	58.36%	133,200	58.36%
3	Pranay Kumar Parwal					
	At the beginning of the		25,000	10.95%	-	0.00%
	Changes during the year		58,500	25.63%	-	0.00%
	At the end of the year		83,500	36.58%	83,500	36.58%

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(Amt. Rs.)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
(i) Principal Amount	16,763,106.00	88,149,276.00	NIL	104,912,382.00
(ii) Interest due but not paid	NIL	NIL	NIL	NIL
(iii) Interest accrued but not	NIL	NIL	NIL	NIL
Total (i+ii+iii)	16,763,106.00	88,149,276.00	-	104,912,382.00
Change in Indebtedness during the financial year				
* Addition	26,083,171.00	48,725,471.00	-	74,808,642.00
* Reduction	(565,694.00)	(18,535,188.00)	-	(19,100,882.00)
Net Change	25,517,477.00	30,190,283.00	-	55,707,760.00
Indebtedness at the end of the Financial Year				
(i) Principal Amount	42,280,583.00	118,339,559.00	NIL	160,620,142.00
(ii) Interest due but not paid	NIL	NIL	NIL	NIL
(iii) Interest accrued but not	NIL	NIL	NIL	NIL
Total (i+ii+iii)	42,280,583.00	118,339,559.00	-	160,620,142.00

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

SN	Particulars of Remuneration	Name of MD/WTD/ Manager	Name of MD/WTD/ Manager		Total Amount (Rs/Lac)
			PRANAY KUMAR PARWAL	KISHORE BHURADIA	
		Director	Director		
1	Gross salary	1200000	2400000	3,600,000.00	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	
2	Stock Option	-	-	-	
3	Sweat Equity	-	-	-	
	Commission	-	-	-	
4	- as % of profit	-	-	-	
	- others, specify	-	-	-	
5	Others, please specify	-	-	-	
	Total (A)	1,200,000	2,400,000	3,600,000.00	
	Ceiling as per the Act	N.A.	N.A.	N.A.	

B. Remuneration to other Directors

SN	Particulars of Remuneration	Name of Directors		Total Amount (Rs/Lac)
1	Independent Directors	-	-	-
	Fee for attending board committee	-	-	-
	Commission	-	-	-
	Others, please specify	-	-	-
	Total (1)	-	-	-
2	Other Non-Executive Directors	-	-	-
	Fee for attending board committee	-	-	-
	Commission	-	-	-
	Others, please specify	-	-	-
	Total (2)	-	-	-
	Total (B)=(1+2)	-	-	-
	Total Managerial Remuneration	-	-	-
	Overall Ceiling as per the Act	-	-	-



C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD N.A

SN.	Particulars of Remuneration		Name of Key Managerial Personnel			Total Amount (Rs/Lac)
	Name	Designation	CEO	CFO	CS	
1	Gross salary		-	-	-	-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act.		-	-	-	-
	(b) Value of perquisites u/s 17(2)		-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961		-	-	-	-
2	Stock Option		-	-	-	-
3	Sweat Equity		-	-	-	-
4	Commission		-	-	-	-
	- as % of profit		-	-	-	-
	- others, specify		-	-	-	-
5	Others, please specify		-	-	-	-
	Total		-	-	-	-

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty		-	-	-	-
Punishment		-	-	-	-
Compounding		-	-	-	-
B. DIRECTORS					
Penalty		-	-	-	-
Punishment		-	-	-	-
Compounding		-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty		-	-	-	-
Punishment		-	-	-	-
Compounding		-	-	-	-

FOR AND ON BEHALF OF BOARD OF DIRECTORS

(KISHORE BHURADIA)
DIRECTOR
DIN:03257728



(PRANAY KUMAR PARWAL)
DIRECTOR
DIN: 03257731



Date : 08/09/2017

Place : Indore