

NOTICE

Notice is hereby given that the 9th Annual General Meeting (“AGM”) of the members of Uniinfo Telecom Services Limited (the “Company”) will be held on Saturday 28th September, 2019 at 12.00 P.M. at the registered office of the Company situated at 403, Chetak Centre, 12/2 RNT Marg, Indore (M.P.)- 452001 to transact the following business:-

ORDINARY BUSINESS: -

1. ADOPTION OF FINANCIAL STATEMENTS: -

To receive, consider and adopt the Audited Financial Statements (including the consolidated financial statements) of the Company for the year ended 31st March, 2019, including the Audited Balance Sheet as on 31st March, 2019, the statement of profit and loss and Cash Flow Statement for the year ended and the Reports of the Board of Directors and Auditors Report thereon and in this regard pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT the Audited Financial Statements of the Company (including the consolidated financial statements) for the financial year ended 31st March, 2019 including Audited Balance Sheet as at 31st March, 2019, the Statement of Profit & Loss Account and the Cash Flow Statement for the year ended together with the Board Reports and Auditors Report thereon be and are hereby considered and adopted.”

2. DIRECTOR LIABLE TO RETIRE BY ROTATION: -

To appoint a Director in place of Mr. Anil Kumar Jain (DIN 00370633), who retires by rotation and being eligible offer himself for re-appointment, and in this regard, pass the following resolution as an Ordinary Resolution: -

“RESOLVED THAT Mr. Anil Kumar Jain(DIN 00370633), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:-

3. REGULARIZATION OF LT COL PRAMOD DEOGIRIKAR AS AN INDEPENDENT DIRECTOR:

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT LT. COL. Pramod Deogirikar (DIN 00064665), who was appointed by the Board of Directors as an Additional Director of the Company with effect from February 13, 2019 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”) but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the appointment of Lt. Col. Pramod Deogirikar (DIN 00064665), who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder, and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing February 13, 2019 be and is hereby approved.”

For Uniinfo Telecom Services Limited

Date: 26.08.2019
Place: Indore

Astha Jain
(Company Secretary)

NOTES:-

- a) A Member entitled to attend and vote at the Annual General Meeting (“AGM”) is entitled to appoint a proxy to attend and vote on a poll his/her behalf and the proxy need not be a Member of the Company. The instrument appointing the proxy, to be effective, should, however be deposited at the Registered Office of the Company, duly completed, signed and stamped, not less than FORTY-EIGHT HOURS before the commencement of the Meeting on behalf of limited companies, societies etc., must be supported by appropriate resolutions / authority, as applicable.
- b) A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10 percent of the total share capital of the Company carrying voting rights. Further, a Member holding more than 10 percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Member. When a Member appoints a proxy and both the Member and proxy attend the Meeting, the proxy stands automatically revoked. The holder of proxy shall prove his identity at the time of attending the Meeting.
- c) Attendance Slip, Proxy Form and a Route Map showing directions to reach the venue of the AGM is given at the end of the Notice as per the requirements of “Secretarial Standard – 2” on General Meetings
- d) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- e) Corporate Members intending to send their authorised representatives to attend the AGM, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of relevant Board Resolution together with the respective specimen signatures of those representative(s) authorised under the said resolution to attend and vote on their behalf at the Meeting.
- f) Members, Proxies and Authorized Representatives are requested to bring their copies of Annual Report to the Meeting. Members who hold shares in dematerialized form are requested to bring their depository account number for easier identification and recording of the attendance at the Meeting. Members are requested to kindly handover the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the Meeting hall where the AGM is proposed to be held. Members are requested to quote Registered Folio/Client Id and DP Id in all their correspondence.
- g) During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided that not less than three days' notice in writing is given to the Company.
- h) Relevant documents referred to in the accompanying Notice and the Statements are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays and public holidays, during business hours up to the date of the Meeting.

- i) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the Members at the AGM.
- j) **VOTING SYSTEM: -**
- Pursuant to the provisions of Section 108 of the Companies Act, 2013, rules 20 of the Companies (Management & Administration) Rules 2014 and sub Reg. (1) & (2) of Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is not required to provide mandatorily to its members the electronic facility to exercise their right to vote at the AGM. Therefore, the facility for voting through polling paper shall be made available at the meeting and the members attending the Meeting shall be able to exercise their right at the Meeting through polling paper. A Proxy can vote in the poll process.
 - A Member present in person or by Proxy shall, on a poll, have votes in proportion to his share in the paid up equity share capital of the company, subject to differential rights as to voting, if any, attached to certain shares as stipulated in the Articles or by the terms of issue of such shares. A Member who is a related party is not entitled to vote on a Resolution relating to approval of any contract or arrangement in which such Member is a related party.
- k) The requirement to place the matter relating to appointment of Auditors for ratification by Members at every Annual General Meeting is done away with vide notification dated 7th May, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, M/S A P G & Associates.
- l) Securities and Exchange Board of India ("SEBI") & Ministry of Corporate Affairs encourage paperless communication as a contribution to greener environment. The Companies Act, 2013 (the "Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 permit Companies to send soft copies of the Annual Report to all those Shareholders who have registered their e-mail addresses with the Company's Registrar and Share Transfer Agent. To support this green initiative, the Annual Report for 2018-19, Notice for Annual General Meeting, Attendance Slip, Proxy Form, etc. are being sent in electronic mode to Members whose e-mail addresses are registered with the Company's Registrar and Share Transfer Agent/Depository Participant(s) for communication purpose, unless any Member has requested for physical copy of the same. This will help us in prompt sending of Notices, Annual Reports and other Shareholder communications in electronic form. For Members whose email addresses are not available with the Company's Registrar and Share Transfer Agent/Depository Participant(s), physical copy of the Annual Report for the financial year 2018-19, the Notice of 9th AGM, etc. are being sent in the permitted mode.
- m) As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio

management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Link Intime India Private Limited for assistance in this regard.

- n) As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form has been enclosed herewith. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to Link Intime India Private Limited in case the shares are held in physical form

- o) Notice of the AGM along with the Annual Report 2018-19 is being sent by electronic mode to those Members whose email addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their email addresses, physical copies are being sent by the permitted mode. Members may note that the Notice and Annual Report 2018-19 will also be available on the Company's website: www.uni-info.co.in.

ANNEXURE TO NOTICE:

Explanatory Statement pursuant to SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and as required by Section 102 of the Companies Act, 2013.

ITEM No. 2:-Details of Directors seeks re-appointment at the Annual General Meeting (In pursuance of Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015: -

1.	Name of Director	Mr. Anil Kumar Jain
2.	Date of Birth	01/05/1958
3.	Date of Appointment	01/04/2016
4.	Qualification	B.E. (Hons.) Mechanical
5.	Other Directorship held excluding Private Companies as on 31st March 2019	Nil
6.	List of outside Directorship held in Other Listed Co.	Nil
7.	Chairman/Member of the Committee of Board of the Directors of the Company	Nil

Except Mr. Anil Kumar Jain and his relatives, none of the Directors or Key Managerial Personnel of the Company or their respective relative(s) is / are in any way concerned or interested, in passing of the resolution set out at Item No. 2 of the Notice.

ITEM NO. 3:- Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (the Act) any person appointed as an Additional Director of the Company can hold office only upto the date of ensuing Annual General Meeting. Since Lt. Col. Pramod Deogirikar (DIN: 00064665) was appointed as an Additional Director of the Company w.e.f. 13thFebruary, 2019, his term of office would expire at ensuing Annual General Meeting and eligible for the appointment as an Independent Director.

The Company has received declaration from Lt. Col. Pramod Deogirikar that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013. The Company has also received a Notice from Lt. Col. Pramod Deogirikar in writing as prescribed under Section 160 of the Act, proposing his candidature for the office of Independent Director, not liable to retire by rotation, under Section 149 of the Companies Act, 2013. In the opinion of the Board, he fulfills the conditions for appointment as Independent Director, as specified in the Companies Act, 2013. A copy of the draft letter of appointment setting out the terms and conditions of appointment of Independent Director is available for inspection, without any fee, by the members at the Company's registered office during normal hours on working days upto the date of the AGM.

Further brief profile of from Lt. Col. Pramod Deogirikar is given as annexure to this notice

The Board recommends the resolution for approval of Equity Shareholders of the Company at Item No. 3 as an Ordinary Resolution.

Except Mr. Lt. Col. Pramod Deogirikar and his relatives, none of the Directors or Key Managerial Personnel of the Company or their respective relative(s) is / are in any way concerned or interested, in passing of the resolution set out at Item No. 3 of the Notice.

For Uniinfo Telecom Services Limited

Date: 26.08.2019

Place: Indore

Astha Jain
(Company Secretary)