

UNIINFO TELECOM SERVICES PRIVATE LIMITED
CIN: U64202MP2010PTC024569
REGD OFF: 403,CHETAK CENTRE, 12/2 RNT MARG, INDORE MP 452001 IN

NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF UNIINFO TELECOM SERVICES PRIVATE LIMITED WILL BE HELD ON MONDAY, 08th JANUARY, 2017 AT 11.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 403,CHETAK CENTRE, 12/2 RNT MARG, INDORE MP 452001 IN TO TRANSACT THE FOLLOWING:

SPECIAL BUSINESS

ITEM NO. 1: CONVERSION OF UNIINFO TELECOM SERVICES PRIVATE LIMITED INTO PUBLIC 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 provision of Section 14 and other applicable provision of The Companies Act, 2013, if any, consent of the member of the Company be and is hereby accorded, to the conversion of the Company into a Public Limited Company and consequently the name of the company be and is hereby changed from **"Uniinfo Telecom Services Private Limited"** to **"Uniinfo Telecom Services Limited"** by deletion of the word "Private" from the name of the company.

RESOLVED FURTHER THAT the word "Private" wherever appearing in the Memorandum and Articles of Association of the Company in the name of the company be and is hereby deleted.

RESOLVED FURTHER THAT the board of directors of the company be and are hereby authorised to make application, file forms, etc for change of status of the company and consecutively its name with the Registrar of Companies office and hereby further authorised to do all such acts, deeds and things as may be required or deemed expedient to implement this resolution."

ITEM NO.2 TO REGULARIZE MR. SHALABH AGRAWAL AS AN INDEPENDENT DIRECTOR

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

"RESOLVED THAT pursuant to Sections 160 & 161 of the Companies act, 2013 and any other applicable provisions if any, Mr. Shalabh Agrawal (DIN:02098148), who was appointed as an Additional director on December 29, 2017 be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation in terms of Section 149(4), (10) & (11) and 152(6)(e) of the Companies Act, 2013 to hold office for a term of five years.

RESOLVED FURTHER THAT Mr. Anil Kumar Jain (DIN:00370633), and Mr. Kishore Bhuradia (DIN:03257728), Directors of the Company, be and are hereby severally authorised to file relevant forms with the Registrar of companies, , and to do such other acts, deeds and things as may be considered necessary in connection with the above appointment".



ITEM NO.3 TO REGULARIZE MRS. SUDHA RATHI AS AN INDEPENDENT DIRECTOR

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

"RESOLVED THAT pursuant to Sections 160 & 161 of the Companies act, 2013 and any other applicable provisions if any, Mrs. Sudha Rathi (DIN:00353472), who was appointed as an Additional director on December 29, 2017 be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation in terms of Section 149(4), (10) & (11) and 152(6)(e) of the Companies Act, 2013 to hold office for a term of five years.

RESOLVED FURTHER THAT Mr. Anil Kumar Jain (DIN:00370633), and Mr. Kishore Bhuradia (DIN:03257728), Directors of the Company, be and are hereby severally authorised to file relevant forms with the Registrar of companies, , and to do such other acts, deeds and things as may be considered necessary in connection with the above appointment".

ITEM NO.4 TO REGULARIZE MR. PRAKASH CHHAJED AS AN INDEPENDENT DIRECTOR

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

"RESOLVED THAT pursuant to Sections 160 & 161 of the Companies act, 2013 and any other applicable provisions if any, Mr. Prakash Chhajed (DIN:08037849), who was appointed as an Additional director on December 29, 2017 be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation in terms of Section 149(4), (10) & (11) and 152(6)(e) of the Companies Act, 2013 to hold office for a term of five years.

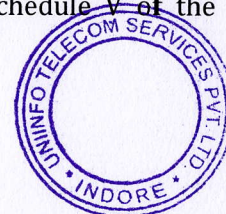
RESOLVED FURTHER THAT Mr. Anil Kumar Jain (DIN:00370633), and Mr. Kishore Bhuradia (DIN:03257728), Directors of the Company, be and are hereby severally authorised to file relevant forms with the Registrar of companies, and to do such other acts, deeds and things as may be considered necessary in connection with the above appointment".

ITEM NO.5: TO APPOINT MR. KISHORE BHURADIA (DIN:03257728) AS A MANAGING DIRECTOR OF THE COMPANY

To consider and pass the following Resolution with respect to conversion of the Company, with or without modification(s) as a Special Resolution:-

RESOLVED THAT pursuant to the provisions of sections 196, 197, 198 and section 203 and Schedules as when applicable and other provisions, if applicable of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, approval of the members be and hereby granted to the appointment of Mr. Kishore Bhuradia (DIN: 03257728), as Managing Director of the Company for a period of Five (Five) years from 29th December, 2017 till 28th December, 2022, and to the payment of his remuneration, perquisites, and benefits arising out of such appointment on the terms and conditions as set out in the Explanatory Statement to this notice.

Provided always that remuneration payable to Mr. Kishore Bhuradia during his tenure as Managing Director shall not exceed the limits specified in Section II (A) of Part II of Schedule V of the Companies Act, 2013.



In the event of Loss or inadequacy of profits, minimum remuneration as per Schedule V of the Companies Act, 2013 shall be paid to Mr. Kishore Bhuradia.

RESOLVED FURTHER THAT Mr. Anil Kumar Jain (DIN: 00370633) and Mr. Pranay Kumar Parwal (DIN: 03257731) Directors of the company be and are hereby severally authorised to file the necessary forms with the Registrar of Companies, entries be made in Register of Director and comply with all other formalities in this regard to give effect to this resolution."

ITEM NO.6: TO APPOINT MR. ANIL KUMAR JAIN (DIN:00370633) AS A WHOLE TIME DIRECTOR OF THE COMPANY

To consider and pass the following Resolution with respect to conversion of the Company, with or without modification(s) as a Special Resolution:-

"RESOLVED THAT pursuant to the provisions of sections 196, 197, 198 and section 203 and Schedules as when applicable and other provisions, if applicable of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force) approval of the members be and hereby granted to the appointment of Mr. Anil Kumar Jain as Whole Time Director of the Company of the Company for a period of Five (Five) years from 29th December, 2017 till 28th December, 2022, and to the payment of his remuneration, perquisites, and benefits arising out of such appointment on the terms and conditions as set out in the Explanatory Statement to this notice.

Provided always that remuneration payable to Mr. Anil Kumar Jain during his tenure as Whole Time Director shall not exceed the limits specified in Section II (A) of Part II of Schedule V of the Companies Act, 2013.

In the event of Loss or inadequacy of profits, minimum remuneration as per Schedule V of the Companies Act, 2013 shall be paid to Mr. Anil Kumar Jain.

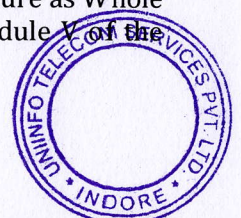
RESOLVED FURTHER THAT, Mr. Kishore Bhuradia (DIN: 03257728) and Mr. Pranay Kumar Parwal (DIN: 03257731) Directors of the company be and are hereby severally authorised to file the necessary forms with the Registrar of Companies, entries be made in Register of Director and comply with all other formalities in this regard to give effect to this resolution."

ITEM NO.7: TO APPOINT MR. PRANAY KUMAR PARWAL (DIN:03257731) AS A WHOLE TIME DIRECTOR OF THE COMPANY

To consider and pass the following Resolution with respect to conversion of the Company, with or without modification(s) as a Special Resolution:-

"RESOLVED THAT pursuant to the provisions of sections 196, 197, 198 and section 203 and Schedules as when applicable and other provisions, if applicable of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force) approval of the members be and hereby granted to the appointment of Mr. Pranay Kumar Parwal (DIN: 03257731) as Whole Time Director of the Company for a period of 5 (Five) years from 29th December, 2017 till 28th December, 2022, and to the payment of his remuneration, perquisites, and benefits arising out of such appointment on the terms and conditions as set out in the Explanatory Statement to this notice.

Provided always that remuneration payable to Mr. Pranay Kumar Parwal during his tenure as Whole Time Director shall not exceed the limits specified in Section II (A) of Part II of Schedule V of the Companies Act, 2013.



In the event of Loss or inadequacy of profits, minimum remuneration as per Schedule V of the Companies Act, 2013 shall be paid to Mr. Pranay Kumar Parwal.

RESOLVED FURTHER THAT, Mr. Anil Kumar Jain (DIN:00370633), and Mr. Kishore Bhuradia (DIN:03257728) Directors of the company be and are hereby severally authorised to file the necessary forms with the Registrar of Companies, entries be made in Register of Director and comply with all other formalities in this regard to give effect to this resolution."

ITEM NO. 08: BORROWING POWERS OF THE COMPANY

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

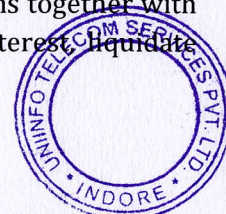
RESOLVED THAT pursuant to the provisions of Section 180 (1) (c) and (2) and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications, amendments or re-enactments thereto for the time being in force) consent of the Company be and is hereby accorded to the Board of Directors of the Company to the Board of Directors of the Company (hereinafter referred to as "the Board") for borrowing any sum or sums of monies from time to time for the purpose of the Company's business on such terms and conditions and with or without security from any bank, financial institution or any other lending institutions, firms, bodies corporate or persons, both in the national and international markets, as may be considered suitable by the Board notwithstanding that the sum or sums of monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, provided that the total amount so borrowed by the Board shall not at any time exceed the limit of **Rs.100 Crores (Rupees Hundred Crores only)** over and above the paid up capital of the Company and its free reserves.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may consider necessary desirable, expedient, usual or proper to give full effect to this resolution."

ITEM NO. 09: AUTHORIZATION TO BOARD FOR CREATION OF CHARGE

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments) thereof, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to create such mortgages, charges, and hypothecations in addition to the existing mortgages, charges and hypothecations created by the Company, on all or any of the immovable and movable properties of the Company whosoever situated, both present and future, and the whole or any part of the undertaking of the Company in certain events, in such manner as the Bank may deem fit, to or in favour of all or any of the financial institutions/ banks/ lenders/ any other investing agencies or any other person(s)/bodies corporate by private placement or otherwise, to secure rupee/ foreign currency loan and / or the issues of debentures, bonds or other financial instruments (hereinafter collectively referred to as loans), provided that the total amount of loans together with interest thereon at the respective agreed rates, compound interest, additional interest, Liquidate



damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company to the aforesaid parties or any of them under agreements entered into/ to be entered into by the Company in respect of the said loans, shall not, at time exceed the limit of **Rs.100 Crores (Rupees Hundred Crores only)**.

RESOLVED FURTHER THAT the Board be and is hereby authorized to undertake all such acts, deeds, matters and things as it may consider necessary desirable, expedient, usual or proper to give full effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard."

ITEM NO. 10: INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of section 13 & 61 of the Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules, 2014 and other applicable provision (s), if any, approval of the members be and is hereby accorded to the increase of authorized share capital of the company from Rs. 51,00,000/- (Rupees Fifty One Lacs only) to Rs. 12,00,00,000/- (Rupees Twelve Crores only) by the creation of 1,14,90,000 (One Crore Fourteen Lacs Ninety Thousand Only) Equity Shares of Rs.10/- each, ranking paripassu in all respects with the existing equity shares of the company and that the existing Clause V of the Memorandum of Association of the Company be and is hereby amended by deletion of the existing Clause V and by substitution thereof by the following clause:

The Authorized Share Capital of the Company is Rs. 12,00,00,000/- (Rupees Twelve Crores only) divided into 12,00,00,00 (One Crores Twelve Lacs) equity shares of Rs. 10/- (Rupees Ten) each.

RESOLVED FURTHER THAT Mr. Kishore Bhuradia (DIN: 03257728) and Mr. Pranay Kumar Parwal (DIN: 03257731) Directors be and are hereby authorized to do all such acts, deeds, matters and thing as it may consider necessary, expedient, usual or proper to give full effect to this resolution."

ITEM NO.11: CAPITALIZATION OF RESERVES

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

"RESOLVED THAT the consent be and is hereby accorded to capitalize Rs.6,61,41,750/- (Rs. Six Crores Sixty One Lacs Forty One Thousand Seven Hundred and fifty Only) standing to the credit of Profit & Loss Account as at 31st March, 2017 and transferred from Profit & Loss Account to Share Capital and the aforesaid sum of Rs.6,61,41,750/- (Rs. Six Crores Sixty One Lacs Forty One Thousand Seven Hundred and fifty Only) be applied for allotment of bonus shares to the persons who, on a date to be hereafter fixed by the Directors, shall be the holders of the existing 1 (One) equity shares of Rs.10/- each and 15 (Fifteen) new equity shares out of the Company's unissued equity shares, credited as fully paid, be accordingly allotted as bonus shares to such persons respectively as aforesaid, in the proportion of 15 (Fifteen) new equity shares for every 1 (One) existing equity share held by such persons respectively on the said date, upon the footing that they become entitled thereto for all purposes as capital.



RESOLVED FURTHER THAT the 66,14,175 new equity shares of Rs.10/- each shall be subject to the Memorandum and Articles of Association of the Company and shall rank paripassu in all respects with and carry the same rights as the existing equity shares and shall be entitled to participate in full in any dividends to be declared for the financial year in which the Bonus Shares are allotted.

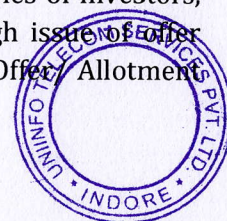
RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors be and are hereby authorised to give such directions as may be necessary or desirable and to settle any questions or difficulties whatsoever that may arise with regard to the issue, allotment and distribution of the new equity shares.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby severally authorized Shri Anil Kumar Jain (DIN:00370633) and Shri Kishore Bhuradia (DIN:03257728) to take all such actions and give such directions as may be desirable to settle and question or difficulties that may arise in giving effect to this Resolution.”

ITEM NO. 12:AUTHORISATION FOR INITIAL PUBLIC OFFER (IPO)

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the Act) (including any statutory modification or re-enactment thereof for the time being in force), read with the Memorandum of Association and Articles of Association of the Company and the Listing Agreements to be entered into with the Stock Exchange, where the Company’s equity shares are proposed to be listed and subject to the approval to the extent necessary of the Government of India, Securities and Exchange Board of India (SEBI), Foreign Investment Promotion Board (FIPB), Reserve Bank of India (RBI) and all other concerned statutory and other authorities and to the extent necessary, such other approvals, consents, permissions, sanctions and the like, as may be necessary, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions, sanctions and the like, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the Board which shall include a duly authorized Committee for the time being exercising the powers conferred upon it by the Board), consent of the members in this General Meeting be and is hereby granted, and the Board be and is here by authorized to create, offer, issue and allot equity shares of the face value of Rs. 10/- (Rupees Ten Only) each, ranking pari-passu with the existing equity shares of the Company (the Equity Shares), at par or at a premium, so however that the total amount to be raised including amount of securities premium by such offerings shall not exceed Rs. 50,00,00,000/- (Rupees Fifty Crores Only) (the Issue); to such person or persons, who may or may not be the Members of the Company and as the Board may at its sole discretion decide, including one or more of the Members, Promoters (that is to say persons in present management and control of the Company) and their associates, Directors, their friends, relatives and associates, foreign / resident investors, foreign institutional investors (FIIs), sub account of FIIs, foreign venture capital investors, Indian and/or multilateral financial institutions, mutual funds, Non Resident Indians, qualified institutional buyers, employees and/or workers of the Company or its subsidiaries, in or out of India, or the Promoters, members of group companies, Indian public, bodies corporate, any other company/companies, private or public or other body corporate(s) or entities whether incorporated or not, authorities and such other persons in one or more combinations thereof and/or any other categories of investors, whether they be holders of equity shares of the Company or not, and/or through issue of offer documents (Initial Public Offer or IPO), Pre IPO placement or under Preferential Offer/ Allotment



regulations of SEBI, and on the terms and conditions as the Board may in its absolute sole discretion decide including the price at which the equity shares are to be issued, at par or at premium and for cash or other consideration and the decision to determine the category or categories of investors to whom the offer, issue and allotment/transfer shall be made to the exclusion of all other categories of investors on such terms and conditions as may be finalized by the Board and that the Board may finalize all matters incidental thereto as it may in its absolute discretion think fit.

RESOLVED FURTHER THAT all the new equity shares as aforesaid to be issued and allotted in the manner aforesaid shall be subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu inter-se in all respects with the then existing equity shares of the Company.

RESOLVED FURTHER THAT such of these equity shares to be issued as are not subscribed may be disposed of by the Board to such persons and in such manner and on such terms as the Board in its absolute sole discretion may think most beneficial to the Company including offering or placing them with Banks/ Financial Institutions / Investment Institutions/ Mutual Funds/ Foreign Institutional Investors/ Bodies Corporate/ such other persons or otherwise as the Board may in its absolute sole discretion decide.

RESOLVED FURTHER THAT for the purpose of giving effect to these resolutions, the Board be and is hereby authorized, on behalf of the Company, to decide and approve the terms and conditions of the Issue, including but not limited to reservations for employees or other permitted categories, and shall be entitled to vary, modify or alter any of the terms and conditions, including the size of the Issue, as it may consider expedient and to do all such acts, deeds, matters and things, as it may in its absolute sole discretion deem necessary, proper, desirable and to settle any question, difficulty or doubt that may arise in regard to the above offer, issue and allotment and utilization of the proceeds of the Issue, to liaise with regulatory authorities and further to do all such acts, deeds, matters and things and to negotiate and finalize all such deeds, documents and writings as may be necessary, desirable or expedient to give effect to the above resolution and to negotiate terms, appoint advisor(s), Merchant Banker (s), Registrar(s), any other intermediary/ intermediaries registered with SEBI, legal counsel or legal experts, advertising agents/agencies, consultants and to pay any fees, commission, remuneration, incur expenses and take such further steps as may be required necessary, incidental or ancillary for the allotment and listing of the aforesaid equity shares on the Stock Exchanges where the Company's equity shares are proposed to be listed, as may be decided by the Board, and to make such modifications without being required to seek further consents or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby severally authorized to execute and sign the documents including consent letter, power of attorney, certificates etc., as may be required in connection with the above.

RESOLVED FURTHER THAT the Board and/or any Committee of the Board, be and is hereby authorized to take such action, give such directions, as may be necessary or desirable to give effect to this resolution and to do all such acts, matters, deeds and things, including but not limited to the allotment of equity shares against the valid applications received in the Initial Public Offering, as are in the best interests of the Company.

RESOLVED FURTHER THAT any of the Directors or member(s) of the Committee be and is hereby authorized severally to file the required forms with the Registrar of Companies, and to do all such



acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company."

ITEM NO. 13: ADOPTION OF NEW SET ARTICLE OF ASSOCIATION

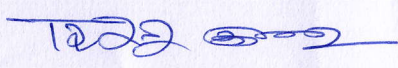
To consider and if thought fit to pass with or without modifications the following resolution as **Special Resolution.**

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013, the set of regulations appended to this Notice be and are hereby adopted as the Articles of Association of the Company in substitution, and to the entire exclusion, of the set of regulations contained in the existing Articles of Association of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all such actions as may be necessary, desirable or expedient and to do all such necessary acts, deeds and things that may be incidental or pertinent to give effect to the aforesaid resolution."

**BY ORDER OF THE BOARD
UNIINFO TELECOM SERVICES PRIVATE LIMITED**

**Place: Indore
Date: 29.12.2017**


**KISHORE BHURADIA
DIRECTOR
DIN 03257728**

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and, on poll, to vote instead of himself and the proxy need not be a member of the Company. Proxies, in order to be effective, must be received at the Registered Office of the Company not less than forty-eight hours before the time fixed for the meeting.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts is annexed hereto.
3. The documents relating with the businesses as mentioned above are available for inspection till the date of Extra Ordinary General Meeting on all working days (except Sunday and Public Holidays) at the Registered Office of the Company from 10:00 a.m. to 1:00 p.m.

