

Date: 06th September, 2022

**To,
The Secretary – Listing Department
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai-400051**

Ref: Scrip Code/Symbol: UNIINFO

Subject: Filing of the Notice of 12th Annual General Meeting to be held on 29th September, 2022.

Dear Sir/Madam,

We are pleased to submit a copy of the Notice of the 12th Annual General Meeting of the Company to be held on Thursday, the 29th day of September, 2022 at 12:00 P.M. through Video Conferencing (VC)/Other Audio Visual Means (OVAM) for which purpose the Registered Office of the Company situated at 403, Chetak Centre, 12/2 RNT Marg, Indore (M.P.)- 452001 shall be deemed as the venue for the meeting and the proceedings of the AGM shall be deemed to be made thereat.

Kindly take the same on your records and oblige.

Thanking You

Yours Faithfully,

For Uniinfo Telecom Services Limited

**Astha Jain
Company Secretary & Compliance Officer**

Enclosed: Notice of 12th Annual General Meeting.

NOTICE

NOTICE is hereby given that the 12th Annual General Meeting (AGM) of the Members of **Uniinfo Telecom Services Limited** will be held on Thursday the 29th September, 2022 at 12:00 PM through Video Conferencing (VC) or Other Audio Video Means (OAVM) for which purposes the Registered Office of the company situated at 403, Chetak Centre, 12/2 RNT Marg, Indore (M.P.) shall be deemed as the venue for the Meeting and the proceedings of the Annual General Meeting, 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, 2022, including the Audited Balance Sheet as on 31st March, 2022, 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, 2022 including Audited Balance Sheet as at 31st March, 2022, 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 who 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. RE-APPOINTMENT OF MR. KISHORE KUMAR BHURADIA (DIN:03257728) AS CHAIRMAN AND MANAGING DIRECTOR (KEY MANAGERIAL PERSONNEL) OF THE COMPANY:

To consider and pass, the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Sections 117, 196, 197 and 203 read with Schedule V and Article of Association of the Company as amended from time to time and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment (s) thereof for the time being in force), the approval of the members of the Company be and is hereby accorded to approve the terms of re-appointment and remuneration of Mr. Kishore Kumar Bhuradia (DIN: 03257728) as the Chairman and Managing Director (Key Managerial Personnel) of the Company, for a period of Five (5) years effective from December 29, 2022 to December 28, 2027 as recommend by the Nomination & Remuneration Committee and approved by the Board of Directors, on the terms and conditions including remuneration as set out in explanatory statement annexed to the notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be agreed by Mr. Kishore Kumar Bhuradia, subject to the applicable provisions of the Companies Act, 2013 or any statutory modifications or re-enactment thereof."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds and things as may be considered necessary, proper or expedient to give effect to this resolution."

4. **RE-APPOINTMENT OF MR. PRANAY KUMAR PARWAL (DIN:03257731) AS A WHOLETIME DIRECTOR OF THE COMPANY:**

To consider and pass, the following resolution as **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Sections 117, 152, 196, 197 and 203 read with Schedule V and Article of Association of the Company as amended from time to time and all other applicable provisions of the Companies Act, 2013, and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or reenactment (s) thereof for the time being in force) the approval of the members of the Company be and is hereby accorded to approve the terms of re-appointment and remuneration of Mr. Pranay Kumar Parwal (DIN:03257731) as a Whole Time Director of the Company, for a period of Five (5) years effective from December 29, 2022 to December 28, 2027 as recommend by the Nomination & Remuneration Committee and approved by the Board of Directors, on the terms and conditions including remuneration as set out in explanatory statement annexed to the notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be agreed by Mr. Pranay Kumar Parwal, subject to the applicable provisions of the Companies Act, 2013 or any statutory modifications or re-enactment thereof.

"**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds and things as may be considered necessary, proper or expedient to give effect to this resolution."

5. **RE-APPOINTMENT OF MR. ANIL KUMAR JAIN (DIN:00370633) AS A WHOLETIME DIRECTOR OF THE COMPANY:**

To consider and pass, the following resolution as **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Sections 117, 152, 196, 197 and 203 read with Schedule V and Article of Association of the Company as amended from time to time and all other applicable provisions of the Companies Act, 2013, and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or reenactment (s) thereof for the time being in force) the approval of the members of the Company be and is hereby accorded to approve the terms of re-appointment and remuneration of Mr. Anil Kumar Jain (DIN:00370633) as a Whole Time Director of the Company, for a period of Five (5) years effective from December 29, 2022 to December 28, 2027 as recommend by the Nomination & Remuneration Committee and approved by the Board of Directors, on the terms and conditions including remuneration as set out in explanatory statement annexed to the notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be agreed by Mr. Anil Kumar Jain, subject to the applicable provisions of the Companies Act, 2013 or any statutory modifications or re-enactment thereof.

"**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds and things as may be considered necessary, proper or expedient to give effect to this resolution."

6. **RE-APPOINTMENT OF MR. PRAKASH CHANDRA CHHAJED (DIN:08037849) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

To consider and pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, approval and recommendation of the Nomination & Remuneration Committee, and the approval of the Board, Mr. Prakash Chandra Chhajed (DIN: 08037849), who holds office as an independent director up to December 28, 2022 be and is hereby reappointed as an independent director, not liable to retire by rotation, for a second term of five years with effect from December 29, 2022 up to December 28, 2027.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation 2018, as amended and other applicable provisions, if any, of the Companies Act, 2013, and Rules framed thereunder, consent of the Members of the Company, be and is hereby also accorded to the re-appointment of Mr. Prakash Chandra Chhajed (DIN: 08037849), as an Independent Director, for his second term of five year ending on December 28, 2027, notwithstanding the fact that, Mr. Prakash Chandra Chhajed, Independent Director of the Company will attain the age of 75 years on 8th

July, 2024, but he will continue to be the Independent Director of the Company till 28th December, 2027, subject to the necessary compliance as applicable in this regards."

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. TO APPROVE RE-APPOINTMENT OF MRS. SUDHA RATHI (DIN:00353472) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

To consider and pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other relevant provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, approval and recommendation of the Nomination & Remuneration Committee, and that of the Board, Mrs. Sudha Rathi (DIN: 00353472), who holds office as an independent director up to December 28, 2022 be and is hereby reappointed as an independent director, not liable to retire by rotation, for a second term of five years with effect from December 29, 2022 up to December 28, 2027.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

For Uniinfo Telecom Services Limited

Date: 05.09.2022

Place: Indore

**Astha Jain
(Company Secretary)**

NOTES:-

1. The Equity Shares of the Company has migrated from the NSE EMERGE to the Main Board of NSE w.e.f. 12th January, 2022.
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Rules framed there under, in respect of the Special Business under Item Nos. 3 to 7 of the accompanying Notice are annexed hereto.
3. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs (MCA) followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 2/2021 dated January 13, 2021, General Circular No. 21/2021 dated December 14, 2021 and General Circular No. 2/2022 dated May 05, 2022 and respectively in relation to and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
4. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the MCA, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
5. Corporate Members whose authorised representatives are intending to attend this AGM through VC/OAVM are requested to send their messages, if any, to the Company addressed to email Id: compliance@uni-info.co.in along with a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting and through remote E-voting.
6. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
7. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. However, this number does not include the large Shareholders holding 2% or more share capital, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Secretarial Auditors, Scrutinizers, etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
8. In case of joint holders, the Member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote at the meeting.
9. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.
10. 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 Circulars issued by the MCA dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 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 made an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, and independent agency for providing necessary platform for Video Conference/OAVM and necessary technical support as may be required. Therefore, 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 CDSL.
11. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise

their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.

12. The Notice calling the AGM alongwith complete Annual Report has been uploaded on the website of the Company www.uni-info.co.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e., National Stock Exchange of India Limited at www.nseindia.com, respectively and the AGM Notice is also available on the website of CSDL (agency for providing the Remote e-Voting facility) i.e., www.evotingindia.com.
13. The recorded transcript of the forthcoming AGM shall also be made available on the website of the Company - www.uni-info.co.in as soon as possible after the Meeting is over.
14. In Compliance with the directions issued by Ministry of Corporate Affairs ("MCA") vide its Circular dated May 5, 2020 read with Circulars dated April 8, 2020, April 13, 2020, January 13, 2021 and December 14, 2021 (collectively referred to as "MCA Circulars") and SEBI vide its Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/ HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (SEBI Circulars). Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice of the AGM along with Annual Report 2021-22 will also be available on the Company's website www.uni-info.co.in, website of the stock exchanges i.e., National Stock Exchange of India Limited at www.nseindia.com at and also on the website of CSDL www.evotingindia.com (agency for providing the Remote e-Voting facility)
15. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
16. The Register of Members and the Share Transfer Books of the Company shall remain closed from Friday, 23rd September, 2022 to Thursday 29th September, 2022 (both days inclusive).
17. CS Manish Maheshwari, Practicing Company Secretary (M. No. FCS 5174 & C.P. No. 3860) and Proprietor of M/s. M. Maheshwari & Associates, Company Secretaries, Indore has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.
18. The Members are requested to:
 - a) Intimate changes, if any, in their registered addresses immediately.
 - b) Quote their ledger folio number in all their correspondence.
 - c) Send their Email address to us for prompt communication and update the same with their D.P to receive soft copy of the Annual Report of the Company.
19. Members desirous of obtaining any information concerning Accounts and Operations of the Company are requested to address their questions in writing to the Company at least 7 days before the date of the Meeting at its email ID compliance@uni-info.co.in so that the information required may be made available at the Meeting.
20. Members are requested to notify immediately changes, if any, pertaining to their name, postal address, email 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., to their DPs and to the Company's Registrar and Share Transfer Agents Link Intime India Private Limited, 247, Lal Bahadur Shastri Marg, Surya Nagar, Gandhi Nagar, Vikhroli West, Mumbai (Maharashtra) - 400083 having email Id mumbai@linkintime.co.in

21. The report on the Corporate Governance and Management Discussion and Analysis also form part to the report of the Board Report.
22. The Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the directors are interested, maintained under the Companies Act, 2013 will be available for inspection by the Members electronically during the 12th AGM. Members seeking to inspect such documents can send an email to compliance@uni-info.co.in.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Monday, 26th September, 2022 at 9.00 a.m. and ends on Wednesday 28th September, 2022 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22nd September, 2022, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing 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 Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 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 No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. 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. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. 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
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, 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. 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.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
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
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 toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on "Shareholders" module.
 - 3) Now enter your User ID
 - i) For CDSL: 16 digits beneficiary ID,
 - ii) For NSDL: 8 Character DPID followed by 8 Digits Client ID,
 - iii) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; compliance@uni-info.co.in (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING AREAS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
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 meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

- 1. For Physical shareholders-** please provide necessary details like Folio No., Name of shareholder, 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) by email to Company/RTA email id.
- 2. For Demat shareholders -** Please update your email id & mobile no. with your respective Depository Participant (DP)
- 3. For Individual Demat shareholders -** Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

24. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e., 22nd September, 2022 (Thursday) only shall be entitled to avail the facility of remote e-voting as well as e-voting at the AGM.
25. The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow e-voting to all those members who are present/logged in at the AGM but have not cast their votes by availing the remote e-voting facility.
26. The Results of the voting on the resolutions along with the report of the Scrutinizer shall be declared and placed on the website of the Company - www.uni-info.co.in and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to National Stock Exchange of India Limited.
27. For any other queries relating to the shares of the Company, you may contact the Share Transfer Agents at the following address:

Link Intime India Private Limited

Address: - 247, Lal Bahadur Shastri Marg, Surya Nagar, Gandhi Nagar, Vikhroli West,

Mumbai (Maharashtra) - 400083

Email Id mumbai@linkintime.co.in

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

Item No. 3: The Board of Directors at their meeting held on 29th December, 2017 had appointed Mr. Kishore Kumar Bhuradia (DIN: 03257728) as Chairman and Managing Director of the Company for a term of 5 years which is going to be expired on 29th December, 2022. Mr. Kishore Kumar Bhuradia has been associated with our Company since incorporation. He is a techno-commercial entrepreneur and has rich experience and exposure of trade, business and industry of over 38 years. It would be in the interest of the Company to continue to avail of his considerable expertise as Chairman and Managing Director. The Nomination and Remuneration Committee of the Board of Directors has also approved his reappointment for next term of 5 years w.e.f. 29th December, 2022.

Further as required under regulation 17(6)(e)(i) & (ii) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with applicable provisions of the Companies Act, 2013 and as per the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the members are also required to be accorded to the continuation of payment of remuneration as per existing terms and conditions during the Term of Re-Appointment i.e. up to 28th December, 2027 to Mr. Kishore Kumar Bhuradia, as Chairman and Managing Director (DIN: 03257728), notwithstanding that his annual remuneration may exceeds 2.5% of the net profit and Rs. 5.00 Cr. which is higher or aggregate Annual remuneration of the all Executive Directors exceeds 5.00% of the Net profits of the company calculated as per the provision of Section 198 of the Companies Act, 2013.

In view of above, the Board of Directors recommends the reappointment of Mr. Kishore Kumar Bhuradia, as Chairman and Managing Director for approval of the members of the Company and pass the Special Resolution as set out at item no. 3 of the Notice.

Item No. 4: The Board of Directors at their meeting held on 29th December, 2017 had appointed Mr. Pranay Kumar Parwal (DIN:03257731) as Whole time Director of the Company for a term of 5 years which is going to be expired on 29th December, 2022. Mr. Pranay Kumar Parwal has been associated with our Company since incorporation. He has around 21 years of experience in training personnel in information technology involving networking, hardware and software usage. It would be in the interest of the Company to continue to avail of his considerable expertise as a Whole time Director. The Nomination and Remuneration Committee of the Board of Directors has also approved his reappointment for next term of 5 years w.e.f. 29th December, 2022 and ending on 28th December, 2027.

Further as required under regulation 17(6)(e)(i) & (ii) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with applicable provisions of the Companies Act, 2013 and as per the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the members are also required to be accorded to the continuation of payment of remuneration as per existing terms and conditions during the Term Re-Appointment i.e. up to 28th December, 2027 to Mr. Pranay Kumar Parwal, Wholetime Director (DIN: 03257728), notwithstanding that his annual remuneration exceeds 2.5% of the net profit and Rs. 5.00 Cr. which is higher or aggregate Annual remuneration of the all Executive Directors exceeds 5.00% of the Net profits of the company calculated as per the provision of Section 198 of the Companies Act, 2013.

In view of above, the Board of Directors recommends the reappointment of Mr. Pranay Kumar Parwal, Wholetime Director (DIN: 03257728) for approval of the members of the Company and pass the Special Resolution as set out at item no. 4 of the Notice.

Item No. 5: The Board of Directors at their meeting held on 29th December, 2017 had appointed Mr. Anil Kumar Jain (DIN:00370633) as a Whole Time Director of the Company for a term of 5 years which is going to be expired on 29th December, 2022. Mr. Anil Kumar Jain has been associated with our Company since 2016. He has experience of more than 30 years in the manufacturing industry. As a Whole-time Director of our Company, he is currently responsible for managing the financial matters, administration and logistics of our Company. Also, he was appointed as Chief Financial Officer of the Company on June, 2020, it would be in the interest of the Company to continue to avail of his considerable expertise as a Wholetime Director. The Nomination and Remuneration Committee of the Board of Directors has also approved his reappointment for next term of 5 years w.e.f. 29th December, 2022.

Further as required under regulation 17(6)(e)(i) & (ii) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with applicable provisions of the Companies Act, 2013 and as per the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the members are also required to be accorded to the continuation of payment of remuneration as per existing terms and conditions during the Term Re-Appointment i.e. up to 28th December, 2027 to Mr. Anil Kumar Jain, Wholetime Director

(DIN: 03257728) , notwithstanding that his annual remuneration exceeds 2.5% of the net profit and Rs. 5.00 Cr. which is higher or aggregate Annual remuneration of the all Executive Directors exceeds 5.00% of the Net profits of the company calculated as per the provision of Section 198 of the Companies Act, 2013.

In view of above, the Board of Directors recommends the reappointment of Mr. Anil Kumar Jain (DIN:00370633) as a Whole Time Director for approval of the members of the Company and pass the Special Resolution as set out at item no. 5 of the Notice.

Item No. 6: The Members at the General Meeting held on January 08, 2018 had appointed Mr. Prakash Chandra Chhajed (DIN: 08037849), as an Independent Director to hold office for a term of 5 years. Accordingly, the tenure of Mr. Prakash Chandra Chhajed as an Independent Director, is expiring on December 28, 2022. The Board has considered that, in view of need to continue avail the advantage of his well-off experience, and knowledge, it is in the interest of the Company to re-appoint him for a second term of 5 years. The Nomination and Remuneration Committee has recommended his re-appointment. Also, the company has received consent from Mr. Prakash Chandra Chhajed to act as director in the prescribed form DIR-2 under section 152 (5) of the act and rule 8 of the Companies (Appointment and qualification of directors) rules 2014 along with the declaration on criteria of the independence as per section 149(6) of the Act and listing regulations.

In terms of provisions of section 149(10) of the Companies Act, 2013, reappointment of an independent director shall be made by shareholder by passing special resolution. Further listing regulation SEBI (LODR) Regulations, 2015, requires that a person who has attained the age of 75 Years can be appointed or continued (as the case may be) as Non-executive Director, if share holder approve the appointment as special resolution. Hence after taking into account the performance during his first term of five years and considering the knowledge, acumen, expertise and experience in respective fields and the substantial contribution made by Mr. Prakash Chandra Chhajed during his tenure as an Independent Non-Executive Director, since his appointment, it is recommended by the Board to appoint Mr. Prakash Chandra Chhajed as a Non-executive independent Director for a term of 5 years which is going to be expired on 28th December, 2027 by passing a special resolution, even if he is going to attain the age of 75 years on 8th July, 2024, subject to all necessary compliances as applicable.

None of the other Directors/Key Managerial Personnel (KMP) of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 6 of the notice. The Board of Directors recommends the Special Resolution as set out at item no. 6 of the Notice for approval by the shareholders.

Item No. 7: The Members at the General Meeting held on January 08, 2018 appointed Mrs. Sudha Rathi as an Independent Director to hold office for a term of 5 years. Accordingly, the tenure of Mrs. Sudha Rathi as an Independent Director, is expiring on December 28, 2022 and to take advantage of her knowledge and understanding, it is in the interest of the company to re-appoint her for a second term of 5 years. The Nomination and Remuneration Committee has recommended her re-appointment. Also, the company has received consent from Mrs. Sudha Rathi to act as director in the prescribed form DIR-2 under section 152 (5) of the act and rule 8 of the companies (Appointment and qualification of directors) rules 2014 along with the declaration on criteria of the independence as per section 149(6) of the Act and listing regulations.

In terms of provisions of section 149(10) of the Companies Act, 2013, an independent director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment on passing of a special resolution by the Shareholders of the Company. After taking into account the performance during his first term of five years and considering the knowledge and experience in respective fields and the contribution made by Mrs. Sudha Rathi during her first tenure as an Independent Director since her appointment, the board has recommended her reappointment to the members of the Company, for approval by passing special resolution placed at item no. 7.

None of the other Directors/Key Managerial Personnel (KMP) of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 7 of the notice. The Board of Directors recommends the Special Resolution as set out at item no. 7 of the Notice for approval by the shareholders.

ANNEXURE TO NOTICE:

BRIEF PROFILE OF THE DIRECTOR SEEKING RE-APPOINTMENT AS PER ITEM NO. 2 & ITEM NO. 5 OF THE NOTICE OF ENSUING ANNUAL GENERAL MEETING IN PURSUANT TO REGULATION 36(3) OF SEBI (LODR) REGULATION, 2015

1.	Name of Director	Mr. Anil Kumar Jain
2.	Date of Birth	01st May, 1958
3.	Date of Appointment	01st April, 2016
4.	Qualification	Bachelors' degree (Hons) in Mechanical Engineering
5.	Brief Profile & Expertise in specific functional areas	Mr. Anil Kumar Jain, aged 64 years is Promoter, Wholetime Director & Chief Financial Officer of the Company. He has been associated with our Company since April, 2016. He holds a Bachelors' degree (Hons) in Mechanical Engineering from BITS, Pilani. He has experience of more than 30 years in the manufacturing industry. As a Whole-time Director of our Company, he is currently responsible for managing the financial matters, administration and logistics of our Company.
6.	Directorship held in other Companies	NIL
7.	Memberships / Chairmanships of committees of other companies	NIL
8.	Chairman/Member of the Committee of Board of the Directors of the Company	NIL
9.	Number of shares held in the Company	184000

BRIEF PROFILE OF THE DIRECTOR SEEKING RE-APPOINTMENT AS PER ITEM NO. 3 OF THE NOTICE OF ENSUING ANNUAL GENERAL MEETING IN PURSUANT TO REGULATION 36(3) OF SEBI (LODR) REGULATION, 2015

1.	Name of Director	Mr. Kishore Kumar Bhuradia
2.	Date of Birth	03rd November, 1959
3.	Date of Appointment	19th October, 2010
4.	Qualification	Bachelor's degree (Hons) in Electronics & Telecommunications Engineering
5.	Brief Profile & Expertise in specific functional areas	<p>Mr. Kishore Kumar Bhuradia, aged 63 years is Promoter, Managing Director and Chairman of the Company. He has been associated with our Company since inception. He is a techno-commercial entrepreneur with vast business experience of over 39 years.</p> <p>He has played a vital role in identifying, developing and formulating business strategies of our Company. With his technical understanding of telecommunication networks and capabilities to drive ground level implementation, he has been able to expand our Company's business with great success. He is taking care of overall business vision, strategy, planning and implementation.</p>
6.	Directorship held in other Companies	NIL
7.	Memberships / Chairmanships of committees of other companies	NIL
8.	Chairman/Member of the Committee of Board of the Directors of the Company	<p>Audit Committee - Member</p> <p>Stakeholders Relationship Committee - Member</p> <p>Corporate Social Responsibility (CSR) Committee - Member</p>
9.	Number of shares held in the Company	4616240

BRIEF PROFILE OF THE DIRECTOR SEEKING RE-APPOINTMENT AS PER ITEM NO. 4 OF THE NOTICE OF ENSUING ANNUAL GENERAL MEETING IN PURSUANT TO REGULATION 36(3) OF SEBI (LODR) REGULATION, 2015

1.	Name of Director	Mr. Pranay Kumar Parwal
2.	Date of Birth	03rd November, 1976
3.	Date of Appointment	19th October, 2010
4.	Qualification	B.E. Electronics & Master's degree in Management (MBA)
5.	Brief Profile & Expertise in specific functional areas	Mr. Pranay Kumar Parwal, aged 46 years is Promoter, Wholetime Director of the Company. He has been associated with our Company since inception. He has around 22 years of experience in training personnel in information technology involving networking, hardware and software usage. He is responsible for guiding the Human Resources Department and Management strategy and execution of Training Management for the employees of our Company and for hiring and training of technical manpower, also he holds the directorship in Ypsilon IT Solutions Private Limited.
6.	Directorship held in other Companies	Ypsilon IT Solutions Private Limited
7.	Memberships / Chairmanships of committees of other companies	NIL
8.	Chairman/Member of the Committee of Board of the Directors of the Company	NIL
9.	Number of shares held in the Company	643840

BRIEF PROFILE OF THE DIRECTOR SEEKING RE-APPOINTMENT AS PER ITEM NO. 6 OF THE NOTICE OF ENSUING ANNUAL GENERAL MEETING IN PURSUANT TO REGULATION 36(3) OF SEBI (LODR) REGULATION, 2015

1.	Name of Director	Mr. Prakash Chandra Chhajed
2.	Date of Birth	08th July, 1949
3.	Date of Appointment	29th December, 2017
4.	Qualification	M.A., M.COM., LL.B. CAIIB
5.	Brief Profile & Expertise in specific functional areas	Mr. Prakash Chandra Chhajed, aged 73 years is a Non-Executive Independent Director of our Company. He has been associated with our Company since December 2017. He holds a Master's degree in Arts (Economics) and Commerce from Indore University and a bachelors' degree in commerce and law from Indore University. He is having 40 years of experience in banking sector and has been previously associated with State Bank of Indore (currently merged with State Bank of India) as General Manager (DGM).
6.	Directorship held in other Companies	NIL
7.	Memberships / Chairmanships of committees of other companies	NIL
8.	Chairman/Member of the Committee of Board of the Directors of the Company	Audit Committee - Chairman Stakeholders Relationship Committee - Member Nomination & Remuneration Committee - Chairman Corporate Social Responsibility (CSR) Committee - Member
9.	Number of shares held in the Company	NIL

BRIEF PROFILE OF THE DIRECTOR SEEKING RE-APPOINTMENT AS PER ITEM NO. 6 OF THE NOTICE OF ENSUING ANNUAL GENERAL MEETING IN PURSUANT TO REGULATION 36(3) OF SEBI (LODR) REGULATION, 2015

1.	Name of Director	Mrs. Sudha Rathi
2.	Date of Birth	17th April, 1956
3.	Date of Appointment	29th December, 2017
4.	Qualification	BA (Hons)
5.	Brief Profile & Expertise in specific functional areas	Mrs. Sudha Rathi, aged 66 years is a Non-Executive Independent Director of our Company. She has been associated with our Company since December 2017. She holds a Bachelor's degree in Arts (Hons) from University of Rajasthan. She has been managing the entire accounts and finance of the partnership firm running under the name and style of Universal Transformers which is engaged in the business of transformers, electric control panel and electrical system automation of manufacturing units. She has around 35 years of experience in business management.
6.	Directorship held in other Companies	Universal Power Control and Automation Private Limited
7.	Memberships / Chairmanships of committees of other companies	NIL
8.	Chairman/Member of the Committee of Board of the Directors of the Company	Audit Committee - Member Stakeholders Relationship Committee - Chairperson Nomination & Remuneration Committee - Member Corporate Social Responsibility (CSR) Committee - Chairperson
9.	Number of shares held in the Company	NIL

For Uniinfo Telecom Services Limited

Date: 05.09.2022

Place: Indore

**Astha Jain
(Company Secretary)**