

UTSL/NSE/2023-24

Date: 12th October, 2023

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: Submission of Minutes of the 13th Annual General Meeting of the Company held on 28th September, 2023.

Dear Sir/Madam,

We are enclosing herewith Minutes of 13th Annual General Meeting (AGM) of the Company held on Thursday, 28th September, 2023, at 12.00 PM and concluded at 12.18 PM through Video Conferencing /Other Audio-Visual Means (OVAM).

You are requested to please take on record the above said document for your reference and further needful

Thank You,

For Uniinfo Telecom Services Limited

SANDEEP PATEL
Digitally signed by SANDEEP PATEL
DN: c=IN, postalCode=485775, st=MAHARASHTRA, serialNumber=0209411c3af594481ea843ca58039dc79224e3688057, postalCode=485775, st=MAHARASHTRA, postalCode=485775, o=Personal, ou=2411, email=SANDEEP.PATEL@UNIINFO.COM, cn=SANDEEP PATEL
Date: 2023.10.12 16:24:23 +05'30'

Sandeep Patel
Company Secretary and Compliance Officer

Enclosed: Minutes of the 13th Annual General Meeting

HELD AT.....ON.....TIME.....

MINUTES OF THE 13TH ANNUAL GENERAL MEETING OF THE MEMBERS OF UNIINFO TELECOM SERVICES LIMITED HELD ON THURSDAY, 28TH SEPTEMBER, 2023 AT 12.00 P.M. THROUGH VIDEO CONFERENCING (VC)/OTHER AUDIO-VISUAL MEANS (OAVC) FOR WHICH PURPOSE THE REGISTERED OFFICE SITUATED AT 403, CHETAK CENTRE, 12/2 RNT MARG, INDORE (M.P.) - 452001, WAS DEEMED AS THE VENUE FOR THE MEETING.

Serial Number of the meeting - AGM/13/2022-23

Time of Commencement of Meeting: 12.00 p.m.

Time of Conclusion of Meeting: 12.18 p.m.

1. DIRECTORS PRESENT:

Mr. Kishore Kumar Bhuradia	: Chairman & Managing Director
Mr. Pranay Kumar Parwal	: Wholetime Director
Mr. Anil Kumar Jain	: Wholetime Director
Mr. Prakash Chandra Chhajer	: Independent Director (also, as the Chairman Audit Committee, Nomination & Remuneration Committee & Independent Director Meeting)
Mr. Manish Sharma	: Independent Director
Mrs. Sudha Rathi	: Independent Director (also, as the Chairperson of Corporate Social Responsibility Committee & Stakeholder Relationship Committee)

OTHER, PRESENT:

Mr. Brijesh Kumar Shrivastava	: Chief Financial Officer (CFO)
CS Manish Maheshwari	: Secretarial Auditor & Scrutinizer
CA Abhay Sharma	: Statutory Auditor

IN ATTENDANCE

Ms. Sandeep Patel	: Company Secretary & Compliance Officer
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NUMBER OF MEMBERS AS ON THE CUT-OFF DATE AND REQUIREMENT OF QUORUM FOR THE AGM:

As per records made available by M/s. Link Intime India Private Limited, the Registrar & Share Transfer Agent on the Cut-off date i.e., 21st September, 2023

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there were 2399 members of the Company who were entitled to attend and vote at the 13th Annual General Meeting and Minimum 15 members were required to constitute the valid quorum for the 13th AGM.

CHAIRMAN:

Mr. Kishore Kumar Bhuradia was the Chairman & Managing Director of the Meeting. Mr. Kishore Kumar Bhuradia took the chair.

PRESENCE OF QUORUM:

At the 13th Annual General Meeting total 21 (Twenty-One) Members were present through Video Conferencing and participated at the AGM.

BOOKS & STATUTORY REGISTER:

The Company Secretary informed that the Register of Director and Key Managerial Personnel and their shareholding and Share Transfer Book and the Register of Members along with other statutory books, as required under provisions of the Companies Act, 2013 have been available for inspection of the members.

PROCEEDINGS AT THE AGM:

As per Article 102 of the Article of Association of the Company Mr. Kishore Kumar Bhuradia, Chairman of the Company occupied the Chair for the Meeting. The requisite quorum being present, the Chairman called the meeting in order.

CS Sandeep Patel, Company Secretary & Compliance Officer of the Company welcomed all the Members, Statutory Auditors, Secretarial Auditor & Scrutinizer and introduced the Directors through roll call, to the 13th Annual General Meeting (AGM) of the members of Uniinfo Telecom Services Limited held on Thursday, the 28th day of September, 2023 at 12:00 pm through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") in accordance with the circulars and guidelines issued by Ministry of Corporate Affairs and Securities and Exchange Board of India. All the Directors, KMP and Auditors of the Company attended the meeting through Video Conferencing.

The Chairman thereafter delivered the chairman speech to the members at the Annual General Meeting. The Company Secretary further informed that Notice of convening 13th Annual General Meeting, Director's report along with annexures thereto, the Audited Financial statements along with notes for the financial year ended March 31st, 2023, the Statutory Auditor's Report and Secretarial Audit Report for the financial year ended March 31st, 2023 have already been circulated to members by electronic mode as per the records of Registrar.

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Thereafter the Company Secretary requested the Members to consider and cast the e-votes on the Ordinary Business and Special Business if not done so as mentioned in the Notice of AGM for Item No. 1 to 3 and on the instructions of the Chairman the CS read out the following Agenda Items one by one.

Sr. No.	Type of Resolution	Item
A.	Ordinary Business	
1.	Ordinary	To receive, consider and adopt the Audited Financial Statements (including the Consolidated Financial Statements) of the Company for the year ended 31 st March, 2023, including the Audited Balance Sheet as on 31 st March, 2023, 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.
2.	Ordinary	To appoint a director in place of Mr. Kishore Kumar Bhuradia (DIN: 03257728), who retires by rotation and being eligible offer himself for re-appointment.
B.	Special Business	
3.	Special	To confirm and approve the appointment of Mr. Manish Sharma (DIN: 10259255) as an Independent Director for a first term of 5 (five) consecutive years w.e.f. 12 th August, 2023.

REMOTE E-VOTING & VOTING AT AGM VENUE

The Company Secretary, CS Sandeep Patel informed that as per the requirements of the Companies Act, 2013 the Remote-E-voting was commenced from 25th September, 2023 at 9:00 A.M. and has already completed on 27th September, 2023 at 5.00 P.M. (I.S.T.) and voting at the General Meeting shall be conducted electronically.

The Members who are in the records of the Company as on the cut-off date i.e., 21st September, 2023 shall only be entitled to participate in the voting process.

The members can vote electronically in the meeting. Member who has already casted his vote by Remote E-voting shall not be entitled to caste their e-vote during the meeting.

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Company Secretary further informed that the company has not received any request from member prior to cut-off date for seeking opportunity to speak at AGM as speaker member. Thereafter, Company Secretary invited members to ask questions or queries, through chat box and questions/ queries that were raised by shareholders were properly answered by the Chairman of the company.

The Company Secretary considered and informed to the members that the results of the Meeting would be announced within 48 hours from the conclusion of the Annual General Meeting upon receipt of report from Scrutinizer and the same shall be posted on the website of the Company, NSE and CDSL. The date of passing of resolutions would be the date of AGM i.e. 28th September, 2023.

ALL THE RESOLUTIONS AS PER THE NOTICE CONVENING THE AGM WERE PASSED AS DETAILED BELOW: -

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, 2023, including the Audited Balance Sheet as on 31st March, 2023, 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, 2023 including Audited Balance Sheet as at 31st March, 2023, 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.”

The Results of the Voting are as under: -

Resolution required: (Ordinary/Special)			Ordinary						
Whether Promoter/Promoter group are interested in the agenda/resolution?			No						
Category	Mode of Voting	No. of shares held	No. of Votes Polled	% of Votes Polled on Outstan	No. of Votes - in favour	No. of Votes - in against	% of Votes Polled in favour on votes	% of Votes Polled in against	

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		(1)	(2)	(3)	(4)	(5)	(6)	(7)
				ding Shares = [(2)/(1)]*100			polled = (4)/(2)]* 100	on votes polled = (5)/(2)]* 100
Promoter and Promoter group	E-Voting	5444080	5444080	100	5444080	0	100	0
	Poll							
	Postal Ballot							
	Total	5444080	5444080	100	5444080	0	100	0
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll							
	Postal Ballot							
	Total	0	0	0	0	0	0	0
Public Non-Institutions	E-Voting	5249040	1399649	26.66	1399645	4	100	0
	Poll							
	Postal Ballot							
	Total	5249040	1399649	26.66	1399645	4	100	0
Total	10693120	6843729	64	6843725	4	100	0	

Based on the aforesaid results, given by the Scrutinizer, Chairman declared that Resolution No. 1 was passed by requisite Majority as an Ordinary Resolution.

2. **DIRECTOR LIABLE TO RETIRE BY ROTATION: -**

To appoint a director in place of Mr. Kishore Kumar Bhuradia (DIN: 03257728), 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. Kishore Kumar Bhuradia (DIN: 03257728), 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."

The Results of the Voting are as under: -

Resolution (Ordinary/Special)		required:		Ordinary				
Whether Promoter/Promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held	No. of Votes Polled	% of Votes Polled on Outstanding Shares = [(2)/(1)]*100	No. of Votes - in favour	No. of Votes - in against	% of Votes Polled in favour on votes polled = (4)/(2)]*100	% of Votes Polled in against on votes polled = (5)/(2)]*100

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		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter group	E-Voting	5444080	5444080	100	5444080	0	100	0
	Poll							
	Postal Ballot							
	Total	5444080	5444080	100	5444080	0	100	0
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll							
	Postal Ballot							
	Total	0	0	0	0	0	0	0
Public Non-Institutions	E-Voting	5249040	1399649	26.66	1399635	14	100	0
	Poll							
	Postal Ballot							
	Total	5249040	1399649	26.66	1399635	14	100	0
Total		10693120	6843729	64	6843715	14	100	0

Based on the aforesaid results, given by the Scrutinizer, Chairman declared that Resolution No. 2 was passed by requisite Majority as an Ordinary Resolution.

3. TO CONFIRM AND APPROVE THE APPOINTMENT OF MR. MANISH SHARMA (DIN NO: 10259255) AS AN INDEPENDENT DIRECTOR FOR A FIRST TERM OF 5 (FIVE) CONSECUTIVE YEARS W.E.F. 12TH AUGUST, 2023:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2015 read with Schedule IV of the Companies Act, 2013 and the provisions of the SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Manish Sharma (DIN No: 10259255), who was appointed by the Board as an Additional Director under the category of Independent Director w.e.f. 12th August, 2023, in terms of Section 161 of the Companies Act, 2013 and Article of Association of the Company and a declaration has been received from him confirming that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) Consecutive Years w.e.f. 12th August, 2023 till 11th August, 2028 and his office shall not be liable to retire by rotation”.

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The Results of the Voting are as under: -

Resolution (Ordinary/Special)		required:	Special					
Whether Promoter/Promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of Votes Polled	% of Votes Polled on Outstanding Shares = $[(2)/(1)]*100$	No. of Votes - in favour	No. of Votes - in against	% of Votes Polled in favour on votes polled = $(4)/(2)*100$	% of Votes Polled in against on votes polled = $(5)/(2)*100$
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter group	E-Voting	5444080	5444080	100	5444080	0	100	0
	Poll							
	Postal Ballot							
	Total	5444080	5444080	100	5444080	0	100	0
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll							
	Postal Ballot							
	Total	0	0	0	0	0	0	0
Public Non-Institutions	E-Voting	5249040	1399649	26.66	1399645	4	100	0
	Poll							
	Postal Ballot							
	Total	5249040	1399649	26.66	1399645	4	100	0
Total		10693120	6843729	64	6843725	4	100	0

Based on the aforesaid results, given by the Scrutinizer, Chairman declared that Resolution No. 3 was passed by requisite Majority as Special Resolution.

The Company Secretary considered and informed to the members that the results of the Meeting would be announced within 48 hours from the conclusion of the Annual General Meeting upon receipt of report from Scrutinizer and the same shall be posted on the website of the Company, NSE and CDSL. The date of passing of resolutions would be the date of AGM i.e., 28th September, 2023.

SCRUTINIZERS REPORT:

After receiving the Scrutinizers and Consolidated Report on Remote E-Voting and E-Voting at AGM for the 13th Annual General Meeting dated 28th September, 2023, the Chairman declared the following results, on the basis or report submitted by the scrutinizer on 29th September, 2023 for the 13th Annual General Meeting and also declared that the date of the passing of the resolutions shall be considered as

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the date of the Annual General Meeting, i.e. 28th September, 2023, as under for all the purposes.

DECLARATION OF RESULTS FOR THE BUSINESSES PROPOSED AT THE 13TH ANNUAL GENERAL MEETING:

With due consideration of the Scrutinizer's Report, the Chairman declared the following results for the 13th Annual General Meeting held on Thursday, 28th September, 2023 at 12:00 P.M

VOTE OF THANKS:

There was no other business to be transacted the Meeting declared as concluded by the Chairman, at 12:18 P.M. on 28th September, 2023, with a vote of thanks to the Chair given by Kishore Kumar Bhuradia Chairman & Managing Director.

Place: Indore

Date: 12.10.2023



Kishore Kumar Bhuradia
Chairman

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