



United Telecoms Limited

Regd. off & Works : 18A/19, Doddanekundi Industrial Area

Mahadevapura Post, Bangalore - 560 048.

Phone : 28524050 / 28524088 / 28524032, Fax : 91-80-28524191 / 28524073

CIN:U32301KA1986PLC007800 email:info@utlindia.com web : www.utlindia.com



NOTICE

Notice is hereby given that the Extraordinary General Meeting of the Members of the Company will be held on Friday, 6th August, 2021 at 5 P.M. via VC/OAVM facility and will be deemed to be held at the Registered Office of the Company at 18A/19, Doddanekundi Indul Area, Mahadevapura Post, Whitefield, Bangalore KA 560048, to transact the following business:

SPECIAL BUSINESS

ITEM NO. 1

To authorize increase in the Authorised Share Capital of the Company

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

“RESOLVED THAT in accordance with the provisions of Sections 13, 61(1)(a), 64 and all other applicable provisions if any, of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof, for the time being in force) and the relevant rules framed thereunder and in accordance with the applicable provisions of the Articles of Association of the Company, consent of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from INR 11,50,00,000/- (Indian Rupees Eleven Crores Fifty Lakhs only) divided into 1,15,00,000 (One crore fifteen lakhs only) Equity Shares of INR 10/- (Indian Rupees Ten only) each to INR 10,00,00,00,000/- (Indian Rupees One Thousand Crores Only) divided into 1,00,00,00,000/- (One Hundred Crores only) Equity Shares of INR 10/- (Indian Rupees Ten only) each by creation of 98,85,00,000 (Ninety Eight Crores Eighty Five Lakhs only) Equity Shares of INR 10/- (Indian Rupees Ten only) each ranking pari-passu with the existing Equity Shares of the Company and consequently the relevant clauses of the Memorandum of Association of the Company be altered accordingly.

RESOLVED FURTHER THAT any of the Directors and the Company Secretary of the Company be and are hereby authorized to file the necessary forms with the Registrar of Companies, and to do all such acts and deeds as may be deemed expedient and necessary to give effect to this resolution.”

ITEM NO. 2

To alter the Capital clause of the Memorandum of Association of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 13, 61 and all other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder, consent of the Company be and is hereby accorded to substitute the Capital Clause (Clause V) of the Memorandum of Association of the Company with the following Clause V.



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V. The Authorized Share Capital of the Company is INR 10,00,00,00,000/- (Indian Rupees One Thousand Crores Only) divided into 1,00,00,00,000/- (One Hundred Crores only) Equity Shares of INR 10/- (Indian Rupees Ten only).

“RESOLVED FURTHER THAT any of the Directors and the Company Secretary of the Company be and is hereby authorized to file the necessary forms with the Registrar of Companies, and to do all such acts and deeds as may be deemed expedient and necessary to give effect to this resolution.”

ITEM NO. 3

To appoint Ms. Krantipriya Chakravarty Mitra as the Whole-time Director of the Company

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

“RESOLVED THAT pursuant to the provisions of sec 196, 197, 203 Schedule V and any other applicable provisions of the Companies Act, 2013 read with Rule 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof) and subject to such other approvals as may be required, approval of the members be and is hereby accorded to the appointment of Ms. Krantipriya Chakravarty Mitra (DIN: 02263590) as the Wholetime Director of the Company for a term of 5 years commencing from 01/04/2021 at a remuneration fixed by the Board on the recommendation of the Nomination & Remuneration Committee and on such terms and conditions as mutually agreed upon by the Board and Ms. Krantipriya Chakravarty Mitra and as specified in the Explanatory Statement pursuant to the provisions of Section 102 (1) of the Companies Act, 2013 annexed to this Notice.

RESOLVED FURTHER THAT the Board be and is hereby authorized to alter the terms & conditions of the appointment and/or remuneration as fixed by the Board, subject to the same not exceeding the limit as specified under section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force).

RESOLVED FURTHER THAT the Director of the company be and is hereby authorised to file/sign/execute/to do all such other acts, deeds, and things as may be necessary to give effect to the aforementioned resolution along with the filing of the necessary eforms and documents with the Registrar of Companies, Karnataka.”

ITEM NO. 4

To appoint Mr. Vijay Jain (DIN: 05244195) as an Independent Director of the Company

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



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“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), Mr. Vijay Jain (DIN: 05244195), who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013, be and is hereby appointed to hold office as an Independent Director of the Company, for five consecutive years, w.e.f. 23rd June, 2021, not liable to retire by rotation.”

RESOLVED FURTHER THAT the Board be authorised to fix the sitting fees and any commissions payable to independent directors.”

RESOLVED FURTHER THAT the Directors of the company be and are hereby severally authorised to file/sign/execute/ to do all such acts, deeds, and things as may be necessary to give effect to the aforementioned resolution along with the filing of the E-forms with the Registrar of Companies, Karnataka.”

ITEM NO. 5

To ratify the remuneration of M/s S. Shekhar & Co, Cost Accountants as the Cost Auditors of the Company for the financial year ended 31st March, 2018

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

“RESOLVED THAT pursuant to section 148 (3) and all other applicable provisions, of the Companies Act, 2013, Companies (Cost Records and Audit) Rules, 2014, and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to M/s S. SHEKHAR & CO., Cost Accountant (Firm Registration No. 000452) appointed by the Board of Directors as the Cost Auditors to conduct audit of cost records for the financial year ended 31st March 2018, amounting to INR 40,000/- (Indian Rupees Forty Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses, if any, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT approval of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds matters and things and to take all such steps as may be deemed expedient and necessary to give effect to this resolution.”

ITEM NO. 6

To ratify the remuneration of M/s S. Shekhar & Co, Cost Accountants as the Cost Auditors of the Company for the financial year ended 31st March, 2019

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

“RESOLVED THAT pursuant to section 148 (3) and all other applicable provisions, of the Companies Act, 2013, Companies (Cost Records and Audit) Rules, 2014, and the Companies



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(Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to M/s S. SHEKHAR & CO., Cost Accountant (Firm Registration No. 000452) appointed by the Board of Directors as the Cost Auditors to conduct audit of cost records for the financial year ended 31st March 2019, amounting to INR 40,000/- (Indian Rupees Forty Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses, if any, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT approval of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds matters and things and to take all such steps as may be deemed expedient and necessary to give effect to this resolution.”

ITEM NO. 7

To ratify the remuneration of M/s S. Shekhar & Co, Cost Accountants as the Cost Auditors of the Company for the financial year ended 31st March, 2020

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

“RESOLVED THAT pursuant to section 148 (3) and all other applicable provisions, of the Companies Act, 2013, Companies (Cost Records and Audit) Rules, 2014, and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to M/s S. SHEKHAR & CO., Cost Accountant (Firm Registration No. 000452) appointed by the Board of Directors as the Cost Auditors to conduct audit of cost records for the financial year ended 31st March 2020, amounting to INR 40,000/- (Indian Rupees Forty Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses, if any, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT approval of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds matters and things and to take all such steps as may be deemed expedient and necessary to give effect to this resolution.”

By Order of the Board

Date: 14.07.2021

Place: Bangalore

Mrs. Dipika Todi
Company Secretary
ACS 24348



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NOTES FOR MEMBERS' ATTENTION:

1. The Ministry of Corporate Affairs (MCA) has issued General Circular No. 10/2021 dated 23rd June, 2021, allowing Companies to hold EGMs on or before 31.12.2021 through Video-Conferencing mode. The Board of Directors, as advised by its Chairman, has decided to enable all the members to participate in the Extraordinary General Meeting through Video Conferencing (VC)/Other Audio-Visual Means (OAVM), which does not require physical presence of Members at a common venue. Requisite link of Video Conferencing (VC)/Other Audio-Visual Means (OAVM) along with login credentials is provided in the email. Participation of Members through VC/ OAVM will be reckoned for the purpose of quorum for the Meeting as per section 103 of the Companies Act, 2013. Further, the facility of joining the Extraordinary General Meeting through VC/ OAVM shall be open for 15 minutes before the time scheduled for the meeting and Members who need assistance before or during the meeting may contact Ms Dipika Todi at +91-9980199739.
2. The link for attending the Meeting is given below:

Topic: UTL's EGM - 6th August, 2021
Time: Aug 6, 2021 05:00 PM India

Join Zoom Meeting
<https://zoom.us/j/96671566243?pwd=Y29rM1Nrck1hdzArZ1l4YVJreFFHZZ09>

Meeting ID: 966 7156 6243
Passcode: 594316

Members can login with the above ID and Password to participate in the Extraordinary General Meeting of the Company.
3. As per Section 105 of the Companies Act, 2013, a member entitled to attend and vote at the meeting is entitled to appoint any other person as a proxy to attend and vote at the meeting on his/her behalf and such proxy need not be a member of the company. Since this EGM is being held through VC therefore physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM.
4. Members should confirm their attendance by roll call at the time of starting and during the meeting, as and when asked.
5. Corporate members intending to send their authorised representatives to attend the meeting are advised to email a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the meeting to companysecretary@utlindia.com or via post to the Registered Office of the Company addressed to the undersigned.
6. Designated email id for the purpose of e-voting is companysecretary@utlindia.com The members may cast their vote to the designated email address, whenever a poll is demanded during the EGM on any resolution.



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7. Members are requested to intimate the changes, if any, in their address or other communication details registered with the company.
8. An Explanatory statement pursuant to section 102 (1) of the Companies Act, 2013 is annexed hereto and forms part of this notice.
9. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (09:00 a.m. to 05:00 p.m.) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No. 1:

The Company in order to meet its long overdues, growth objectives and to strengthen its financial position requires to generate long term resources by issuing securities. It is therefore deemed appropriate to increase the Authorized Share Capital of the Company from INR 11,50,00,000/- (Indian Rupees Eleven Crores Fifty Lakhs only) to INR 10,00,00,00,000/- (Indian Rupees One Thousand Crores Only) and for that purpose, the company needs members consent by passing ordinary resolution.

Your Board of Directors recommend Resolution No. 1 for your approval.

None of the Directors, other key managerial personal or their relatives are concerned or interested in these resolutions, except to the extent of their shareholding.

Item No. 2:

Consequent upon the change in the Authorised Capital of the company from INR 11,50,00,000/- (Indian Rupees Eleven Crores Fifty Lakhs only) to INR 10,00,00,00,000/- (Indian Rupees One Thousand Crores Only), the Memorandum of Association of the Company is proposed to be suitably altered by passing ordinary resolution.

Your Board of Directors recommend Resolution No. 2 for your approval.

None of the Directors, other key managerial personal or their relatives are concerned or interested in these resolutions, except to the extent of their shareholding.

Item No. 3:

The Members are informed that it is proposed to appoint Ms. Krantipriya Chakravarty Mitra (DIN: 02263590) as the Wholtime Director of the Company w.e.f. 01/04/2021.

As per the requirement of Sections 196, 197, 203 and Schedule V of the Companies Act, 2013 read with the prescribed rules of the Companies Rules, 2014, the Board has upon the recommendation of the Nomination & Remuneration Committee appointed Ms. Krantipriya Chakravarty Mitra as the Wholtime Director (Key Managerial Personnel) at their Board Meeting held on 18th March, 2021. The terms and conditions regarding the appointment and remuneration are mentioned below:

- I. Term: 5 years commencing from 01/04/2021
- II. Basic salary: 1,50,000/- per month
- III. Allowance & Perquisites: Fuel expenses (on actual basis) and Driver's salary upto INR 20,000/-
- IV. Reimbursement of actual business promotion expenses, travelling, boarding and lodging expenses incurred by her in connection with the Company's business.

The Company seeks the approval of the Members by way of ordinary resolution as per the provisions of Sections 196, 197 and Schedule V of the Companies Act, 2013 read with the Companies rules, 2014 (including any statutory modifications or re-enactment thereof) and



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other applicable provisions if any, for the appointment of Ms. Krantipriya Chakravarty Mitra as the Wholetime Director from 01/04/2021 till 31/03/2026 and the fixation of remuneration in case of having profit or no profit or inadequacy of profit.

Your Board of Directors recommend Resolution No. 3 for your approval.

None of the Directors, apart from Mrs. Krantipriya Chakravarty Mitra, other key managerial personnel or their relatives are concerned or interested in this resolution.

Item No. 4

The Members are informed that as per the provisions of Section 149(10) and (11) of the Companies Act, 2013, an independent director shall hold office for a term of five consecutive years on the Board of a Company, subject to a maximum of two consecutive terms. It is proposed to appoint Mr. Vijay Jain (DIN: 05244195) as an Independent Director of the Company for a period of 5 (five) years effective from 23rd June, 2021, in compliance with the provisions of Sections 149 and 152 of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2012.

Mr. Jain is a seasoned Senior Technocrat, with over 22 years of global experience in starting new business lines, turning around businesses and bringing valuations to businesses. He has been part of over US\$ 9 Billion in M&A and creating businesses with cumulative valuation of over US\$130 Billion and has brought innovation, created teams and channels across globe for increasing revenues and profitability.

An alumnus of IIT Kharagpur, India and Concordia University, Montreal, holds two Master's degrees in Technology, Certified PMP with over 22 global patents. Mr. Jain has served in/as the Board/CEO/COO/MD/President/Sr VP positions at groups such as Reliance India, Vedanta India, Verizon USA and Nortel Canada. Currently, in board/advisory board of multiple startups and mid-sized companies in USA (backed by Google, NTT and Bain Capital) and investor in multiple global startups and mid-sized companies.

Your Directors recommends Resolution No. 4 for your approval.

None of the Directors, apart from Mr. Vijay Jain, other key managerial personal or their relatives are concerned or interested in this resolution.

Item No. 5

The Members are informed that as per the provisions of Section 148(3) of the Companies Act, 2013, the cost audit shall be conducted by a Cost Accountant in practice who shall be appointed by the Board on such remuneration as may be determined by the members in such manner as may be prescribed.

The Board had appointed M/s S. Shekhar & Co, Cost Accountants as the Cost Auditors of the Company for the financial year ended 31st March, 2018 at a remuneration of INR 40,000/- (Indian Rupees Forty Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses, if any. The same is to be ratified and confirmed by the Members of the Company.



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Your Board of Directors recommend Resolution No. 5 for your approval.

None of the Directors, other key managerial personnel or their relatives are concerned or interested in this resolution.

Item No. 6

The Members are informed that as per the provisions of Section 148(3) of the Companies Act, 2013, the cost audit shall be conducted by a Cost Accountant in practice who shall be appointed by the Board on such remuneration as may be determined by the members in such manner as may be prescribed.

The Board had appointed M/s S. Shekhar & Co, Cost Accountants as the Cost Auditors of the Company for the financial year ended 31st March, 2019 at a remuneration of INR 40,000/- (Indian Rupees Forty Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses, if any. The same is to be ratified and confirmed by the Members of the Company.

Your Board of Directors recommend Resolution No. 6 for your approval.

None of the Directors, other key managerial personnel or their relatives are concerned or interested in this resolution.

Item No. 7

The Members are informed that as per the provisions of Section 148(3) of the Companies Act, 2013, the cost audit shall be conducted by a Cost Accountant in practice who shall be appointed by the Board on such remuneration as may be determined by the members in such manner as may be prescribed.

The Board had appointed M/s S. Shekhar & Co, Cost Accountants as the Cost Auditors of the Company for the financial year ended 31st March, 2020 at a remuneration of INR 40,000/- (Indian Rupees Forty Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses, if any. The same is to be ratified and confirmed by the Members of the Company.

Your Board of Directors recommend Resolution No. 7 for your approval.

None of the Directors, other key managerial personnel or their relatives are concerned or interested in this resolution.

By Order of the Board

Date: 14.07.2021

Place: Bangalore

Mrs. Dipika Todi
Company Secretary
ACS 24348