



# 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 39<sup>th</sup> Annual General Meeting of the Members of the Company will be held on Saturday, 23<sup>rd</sup> day of December, 2023 at 4.00 PM via VC/OAVM facility and 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:**

### **ORDINARY BUSINESS**

To consider and if thought fit to pass, the following as **Ordinary Resolutions**:

1. To consider, approve and adopt the Consolidated and Standalone Audited Financial Statements of the Company comprising the Balance Sheet as on March 31, 2023, Statement of Profit & Loss and Cash Flow Statement and Notes thereto for the financial year ended on March 31, 2023 together with the Report of the Board of Directors and Auditors' thereon.
2. To appoint a director in place of Ms. Rekha Rajagopal (DIN 09012617), who retires by rotation, and being eligible offers herself for reappointment.

### **SPECIAL BUSINESS**

3. **Appointment of Mr. Cherukuri Venkata Varaprasad (DIN 00556469) as 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** Mr. Cherukuri Venkata Varaprasad (DIN 00556469), who was appointed as an Additional Director who holds office up to the date of this Annual General Meeting in terms of provisions of section 161(1) of the Companies Act, 2013 (the “Act”) by the Board of Directors with effect from March 7, 2023 and who is eligible for appointment and has consented to act as Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.”

**“RESOLVED FURTHER THAT** any of the directors of the company be and are hereby authorized to complete all the formalities and to sign all the papers and forms and to file necessary documents with Registrar of Companies / Ministry of Corporate Affairs and to do all such acts, deeds and things as may be necessary in this regard.”

4. **Appointment of Mr. Bhiva Rao Rajdhar Patil (DIN 03279483) as Director (Non-Executive Independent) 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 other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors for appointment of Mr. Bhiva Rao Rajdhar Patil (DIN: 03279483) as an Additional Director in the capacity of an Independent Director of the Company w.e.f. 23.06.2023, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act , and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act and who holds office as such up to the date of ensuing Annual General Meeting, be and is hereby, appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation, to hold office for a period of five years with effect from 23.06.2023 till 22.06.2028”.

**“RESOLVED FURTHER THAT** any of the directors of the company be and are hereby authorized to complete all the formalities and to sign all the papers and forms and to file necessary documents with Registrar of Companies / Ministry of Corporate Affairs and to do all such acts, deeds and things as may be necessary in this regard.”

**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, 2024**

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 2024, 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**

**SD/-**

Date: 29.11.2023  
Place: Bangalore

**Ms. Payal Kumari**  
**Company Secretary**  
**M.No. A68084**



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## **NOTES FOR MEMBERS' ATTENTION:**

1. The Ministry of Corporate Affairs (MCA), Government of India vide its General circular Nos. 12/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, latest being 10/2022 dated December 28, 2022 (collectively referred to as "MCA Circulars" has permitted the holding of AGM through video conferencing (VC) or other audio visual means (OAVM), without physical presence of the Members at a common venue. In line with MCA Circulars, the AGM of the members of the Company will be held through VC/OAVM and will be considered in compliance with the relevant provisions of the Companies Act, 2013. The proceedings of the AGM are deemed to be conducted at the Registered office of the Company.
2. Requisite link of Video Conferencing (VC)/Other Audio-Visual Means (OAVM) along with login credentials shall be shared by the Company Secretary separately. 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 Annual 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 Payal Kumari at +91-7755919260.
3. Pursuant to provisions of Section 105 of the Companies Act, 2013, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote at the meeting on his/her behalf, such proxy need not be a member of the company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Members should confirm their attendance by roll call at the time of starting and during the meeting, as and when asked.
5. The voting will be conducted through show of hands. All members who will join the meeting through VC/OAVM shall be eligible to vote at the meeting.
6. 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](mailto:companysecretary@utlindia.com) or via post to the Registered Office of the Company addressed to the undersigned.
7. Designated email id for the purpose of e-voting is [bimlendu@bgsmishra.com](mailto:bimlendu@bgsmishra.com). The members may cast their vote to the designated email address, whenever a poll is demanded during the AGM on any resolution.
8. Members seeking any information with regard to the accounts or any other matter to be placed at the AGM, are requested to write to the Company latest by 13<sup>th</sup> December, 2023 through email on [companysecretary@utlindia.com](mailto:companysecretary@utlindia.com) mentioning their Name, Folio no, No. of shares, PAN, mobile number. Such questions shall be taken up during the meeting or replied by the Company suitably.



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9. The Link for the Meeting alongwith Login ID and Password is as below:

Topic: United Telecoms Limited 39th Annual General Meeting

Time: Dec 23, 2023 04:00 PM India

Join Zoom Meeting

<https://us06web.zoom.us/j/86035576422?pwd=SQotZfd7d0N9H0m9b0lxaDT0B6GMk4.1>

Meeting ID: 860 3557 6422

Passcode: 949507

10. Members are requested to intimate the changes, if any, in their address or other communication details registered with the company.
11. 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.
12. The Notice of AGM along with financial statements, Auditor's report and Directors Report are being sent only by electronic mode to the Members and all other persons so entitled at their email address registered with Company and will also be placed on Company's website.



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

### **Item No. 3**

Mr. Cherukuri Venkata Varaprasad (DIN: 00556469) was appointed by the Board as an Additional Director w.e.f 7<sup>th</sup> March 2023. As per Section 161 of the Companies Act 2013, the “Additional Director” so appointed shall hold office upto the date of next Annual General Meeting or the last date on which the AGM should have been held, whichever is earlier. With respect to the same, the Company has received a notice in writing pursuant to the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for appointment as a Director of the Company. In the opinion of the Board, the Director proposed to be appointment fulfills the conditions specified in the Act and rules made thereunder. Your Board of Directors is of the view that presence of Mr. Cherukuri Venkata Varaprasad (DIN 00556469) on the board is desirable and would be beneficial to the company and hence recommend resolution no. 3 for adoption and approval.

Mr. CVV Prasad is involved in manufacturing, research and development, electronic design, fabrication in Telecommunication/PCB/Computer industries for the past 25 years

None of the directors are in any way concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the resolution given at Item no 3 of this notice for your approval as an Ordinary Resolution

### **Item No. 4**

Dr. Bhiva Rao Rajdhar Patil (DIN: 03279483) was appointed by the Board as an Additional Director (Non-Executive Independent) w.e.f 23<sup>rd</sup> June 2023. As per Section 161 of the Companies Act 2013, the “Additional Director” so appointed shall hold office upto the date of next Annual General Meeting or the last date on which the AGM should have been held, whichever is earlier. Dr. BRR Patil holds office upto the date of this Annual General Meeting, with respect to the same, the Company has received a notice in writing pursuant to the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for appointment as a Director of the Company. In the opinion of the Board, the Director proposed to be appointment fulfills the conditions specified in the Act and rules made thereunder and that the proposed Director is independent of the management. 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, therefore, proposed to appoint Dr. Bhiva Rao Rajdhar Patil (DIN: 03279483) as an Independent Director of the Company for a period of 5 (five) years effective from 23<sup>rd</sup> June, 2023 to 22<sup>nd</sup> June 2028, 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 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and any amendments thereafter.

Your Directors recommends Resolution No. 4 for your approval. Dr. Bhiva Rao Rajdhar Patil has done Ph.D. from University of Illinois (USA) with specialization in theories of communication, transfer of technologies and development. He has completed his Masters and Bachelors from University of Pune with specialization in development administration, community development,





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local self-government. He is an eminent social scientist with multidisciplinary background and 45 years of experience in leading research, consultancy, policy making and capacity-building projects in 25 countries from Asia, Africa, Europe and America for 10 national and 25 bilateral, multilateral and international agencies while working for USAID for 6 years, Population Foundation for 6 years, Council for Social Development for 10 years, National Council of Applied Economic Research for 4 years, National Institute of Rural development for 3 years and Agricultural Development Council for 3 years in progressively higher positions.

His areas of specialization are urban, rural, tribal, socioeconomic and community development; sectors of interest are education, health, livelihood and governance; domains of expertise are in planning, monitoring, evaluation, documentation and advocacy for policy reforms and structural changes for faster and better results in which he has published 6 books, 150 reports, 200 papers and 25 audio-visual products.

He has provided technical and capacity building support to more than 200 NGOs in South Asia and other countries through international NGOs like South Asia Partnership, Lutheran World Service and Plan International in various capacities like Chairperson and chief Adviser. He has trained 1500 development professionals in designing and implementing socioeconomic research projects and 1000 development practitioners in designing and implementing socioeconomic program and policy interventions at various stages in their career development.

None of the Directors, other key managerial personal or their relatives, except Dr. Bhiva Rao Rajdhar Patil are concerned or interested in these resolutions except to the extent of their shareholding in the company.

The Board recommends the resolution given at Item no 4 of this notice for your approval as an Ordinary 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, 2024 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.

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

The Board recommends the resolution given at Item no 5 of this notice for your approval as an Ordinary Resolution

***By order of the Board***

***SD/-***

Date: 29.11.2023  
Place: Bangalore

**Ms. Payal Kumari**  
**Company Secretary**  
**M.No. A6808**