



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 38th Annual General Meeting of the Members of the Company will be held on Friday, 23rd day of December, 2022 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, 2022, Statement of Profit & Loss and Cash Flow Statement and Notes thereto for the financial year ended on March 31, 2022 together with the Report of the Board of Directors and Auditors' thereon.
2. To appoint a Director in place of Dr. Chalasani Sandhya Rao (DIN 03207351), who retires by rotation, and being eligible offers himself for reappointment.
3. To re-appoint Statutory Auditor of the Company for financial year 2022-23 till 2026-27

SPECIAL BUSINESS

4. **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, 2023**

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 2023, 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: 01/12/2022

Place: Bangalore

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



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NOTES FOR MEMBERS' ATTENTION:

1. In view of the current pandemic situation and elevated safe distancing measures, due to COVID 19 outbreak, Ministry of Corporate Affairs (MCA), Government of India vide its circular dated 5th May 2020 read with circulars dated 8th April, 2020, 13th April, 2020 and 13th January, 2021 (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 commonplace. 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.
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 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 companysecretary@utlindia.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 13th December, 2022 through email on 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. Members are requested to intimate the changes, if any, in their address or other communication details registered with the company.
10. 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.
11. 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.
12. This is to inform that the Company have not received the consent letter from the Director who is liable to retire by rotation and the company has requested her/him to provide the same.



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

Item No. 4

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, 2023 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. 4 for your approval.

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