



# 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 36<sup>th</sup> Annual General Meeting of the Members of the Company will be held on Wednesday, 10<sup>th</sup> day of February, 2021 at 5.00 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, 2020, Statement of Profit & Loss and Cash Flow Statement and Notes thereto for the financial year ended on March 31, 2020 together with the Report of the Board of Directors and Auditors' thereon.
2. To appoint a Director in place of Ms. Bhavana Potluri Rao (DIN 02326788), who retires by rotation, and being eligible offers herself for reappointment.
3. To appoint a Director in place of Mr. Bharath Krishna Rao (DIN 01716582), who retires by rotation, and being eligible offers herself for reappointment.
4. To appoint a Director in place of Mrs. Komali Cherukuri (DIN 00556559), who retires by rotation, and being eligible offers herself for reappointment.

### **SPECIAL BUSINESS**

5. **Appointment of Mr. Venkateswarlu Mungala (DIN: 02511158) 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 Resolutions**:

“RESOLVED THAT pursuant to 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 (including any statutory modifications or re-enactments thereof for the time being in force) and in furtherance of the resolution by the Members at their AGM held on 29<sup>th</sup> September, 2018, Mr. Venkateswarlu Mungala (DIN: 02511158), 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. 7<sup>th</sup> March, 2018, 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.”

**6. Appointment of Mr. Anil Kumar Vellanki (DIN: 08069457) 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 Resolutions**:

“RESOLVED THAT pursuant to 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 (including any statutory modifications or re-enactments thereof for the time being in force) and in furtherance of the resolution by the Members at their AGM held on 29<sup>th</sup> September, 2018, Mr. Anil Kumar Vellanki (DIN: 08069457), 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. 7<sup>th</sup> March, 2018, 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.”

**7. Appointment of Dr. Potluri Padmavathi (DIN: 00155153) as the Managing Director of the Company:**

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

“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 Dr. Potluri Padmavathi (DIN: 00155153) as the Managing Director of the Company for a term of 5 years commencing from 01/01/2021 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 Dr. Potluri Padmavathi 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 E-form DIR-12, MR-1, MGT-14 with the Registrar of Companies, Karnataka."

**8. Appointment of Ms. Krantipriya Chakravarty Mitra (DIN 02263590) as Director of the Company**

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

"RESOLVED THAT pursuant to the provisions of Section 160(1) and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, Ms. Krantipriya Chakravarty Mitra (DIN 02263590), be and is hereby appointed as Director of the Company with effect from the date of this meeting.

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."

**9. Appointment of Ms. Rekha Rajagopal (DIN 09012617) as Director of the Company**

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

"RESOLVED THAT pursuant to the provisions of Section 160(1) and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, Ms. Rekha Rajagopal (DIN 09012617), be and is hereby appointed as Director of the Company with effect from the date of this meeting.

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."

***By order of the Board***

Date: 19.01.2021  
Place: Bangalore



*Dipika Todi*

**Mrs. Dipika Todi  
Company Secretary  
ACS 24348**

**NOTES FOR MEMBERS' ATTENTION:**

1. The Ministry of Corporate Affairs (MCA) has issued General Circular No. 02/2021 dated 13th January, 2021, allowing Companies to hold AGMs 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 Annual 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 shall 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 Dipika Todi at +91-9980199739.

2. The link for attending the Meeting is given below:

Topic: United Telecoms Limited 36th Annual General Meeting

Time: Feb 10, 2021 05:00 PM India

Join Zoom Meeting

<https://zoom.us/j/99765747740?pwd=cURSdEYxUj1JSHlpejBkVmx5aDdGZz09>

Meeting ID: 997 6574 7740

Passcode: 215979

Members can login with the above ID and Password to participate in the 36th Annual 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 AGM 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 AGM.
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](mailto: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](mailto: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.
7. 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 January 31,



2021 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.

8. Members are requested to intimate the changes, if any, in their address or other communication details registered with the company.
9. An Explanatory statement pursuant to section 102 (1) of the Companies Act, 2013 is annexed hereto and forms part of this notice.
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.



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

**ITEM NO. 5**

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. The Members had at the Annual General Meeting of the Company held on 29<sup>th</sup> September, 2018, appointed Mr. Venkateswarlu Mungala (DIN: 02511158) as a Director of the Company without fixing any term of their appointment.

It is, therefore, proposed to appoint Mr. Venkateswarlu Mungala (DIN: 02511158) as an Independent Director of the Company for a period of 5 (five) years effective from 7<sup>th</sup> March, 2018, 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.

Your Directors recommends Resolution No. 5 for your approval. Mr. Venkateswarlu Mungala holds degrees in B.E.(Electrical Engineering), MBA (Materials Management), PGDCA and CAIIB (Banking) and brings with him more than 20 years of work experience with Andhra Bank.

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

**ITEM NO. 6**

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. The Members had at the Annual General Meeting of the Company held on 29<sup>th</sup> September, 2018, appointed Mr. Mr. Anil Kumar Vellanki (DIN: 08069457) as a Director of the Company without fixing any term of their appointment.

It is, therefore, proposed to appoint Mr. Anil Kumar Vellanki (DIN: 08069457) as an Independent Director of the Company for a period of 5 (five) years effective from 7<sup>th</sup> March, 2018, 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.

Your Directors recommends Resolution No. 6 for your approval. Mr. Anil Kumar Vellanki holds a Masters degree in Commerce and brings with him on board vast experience in the field of finance having more than 30 years of work experience with Andhra Bank.

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



### **ITEM NO. 7**

The Members are informed that it is proposed to appoint Dr. Potluri Padmavathi as the Managing Director of the Company w.e.f. 01/01/2021.

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 Dr. Potluri Padmavathi as a Managing Director (Whole Time Key Managerial Personnel) at their Board Meeting held on 28<sup>TH</sup> December, 2020.

The terms and conditions regarding the appointment and remuneration are mentioned below:

- (i) Term: 5 years commencing from 01/01/2021
- (ii) Basic salary: 3,00,000/- per month
- (iii) Allowance & Perquisites: Company owned car, fuel expenses and Driver's salary

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 other applicable provisions if any, for the appointment of Dr. Potluri Padmavathi as the Managing Director from 01/01/2021 till 31/12/2025 and the fixation of remuneration in case of having profit or no profit or inadequacy of profit.

Resolution No. 7 is recommended for your approval.

None of the Directors, apart from Dr. Potluri Rajmohan Rao, Dr. Potluri Padmavathi, Mr. Bharath Krishna Rao and Ms. Bhavana Potluri Rao, other key managerial personnel or their relatives are concerned or interested in this resolution except to the extent of their shareholding in the company.

### **ITEM NO. 8**

The Board has received a Notice under Section 160(1) of the Companies Act, 2013 from a Member, signifying the candidature of Ms. Krantipriya Chakravarty Mitra (DIN 02263590) as a Director of the Company. She has done her BSc Chemistry Honours from Delhi University; PGDD from School of Languages, JNU and ISABS-Diploma in Behavioural Sciences from IIM – C. Your Board of Directors is of the view that presence of Ms. Krantipriya Chakravarty Mitra (DIN 02263590) on the board is desirable and would be beneficial to the company and hence recommend resolution no. 8 for adoption and approval.

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

### **ITEM NO. 9**

The Board has received a Notice under Section 160(1) of the Companies Act, 2013 from a Member, signifying the candidature of Ms. Rekha Rajagopal (DIN 09012617) as a Director of the Company. She is a Member of the Bar Council of Maharashtra and has



been appointed as a senior Counsel for the State of Maharashtra Panel. Your Board of Directors is of the view that presence of Ms. Rekha Rajagopal (DIN 09012617) on the board is desirable and would be beneficial to the company and hence recommend resolution no. 9 for adoption and approval.

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

***By order of the Board***  
For United Telecoms Limited

Date: 19.01.2021  
Place: Bangalore

Dipika Todi

Mrs. Dipika Todi  
Company Secretary  
M. No. ACS 24348

