



UNIINFO TELECOM SERVICES LTD.  
**ANNUAL REPORT**  
**2018 - 19**

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### **OTHERS**

Form No. SH-13-Nomination Form
Attendance Slip and Proxy Form

### **ANNUAL GENERAL MEETING**

Day, Date & Time	Saturday 28 <sup>th</sup> September, 2019, 12:00 P.M.
Venue	403, Chetak Centre, 12/2 RNT Marg, Indore (MP) 452001



**UTSL AT GLANCE:**

**UTSL** is a Telecom Company which was established in the year 2010. We are providing solutions to help the telecom service providers, network operators, vendors and equipment manufacturers to maximize the value of technology investments and deliver the highest service levels to their customers. In our constant Endeavour to develop our business in the Telecom market, we are continuously pushing the boundaries to provide enhanced value to our telecom projects. Since the inception of the company in 2010, we have managed to build an excellent track record by exceeding the expectations of our clients. **UTSL** takes great pride in providing our clients with the best in class experience and access to telecommunication solutions through our strong relationships with clients, in order to assist the most rapid deployment of projects in telecom in India. All employees in our Company look at the workplace as their second home. This is why you can look forward to an enthusiastic and stress-free career growth with us.

**UTSL** future growth can be completely enlisted on the following key points

**Comprehensive Services**

We are providing end to end comprehensive services for all telecom technologies. Our experienced project managers work hand-in-hand with customers to manage project milestones and ensure delivery as per schedule and quality.

**On time Project Delivery**

Our Company is focused on executing contracts on timely manner. We always take pride in the timely completion of awarded projects. This enables us to built trust and strong relationship with our clients.

**Experienced workforce**

Over the years we have developed strong internal processes to build skillful field teams. We keep on imparting training and incentivizing performance. They remain updated with client requirements ensuring quality performance on field.

**Proven Track Record**

We have worked with majority of the telecom players operating in the country. We have built a strong bond with our clients over a period of time resulting in repeated award of contracts to our Company.

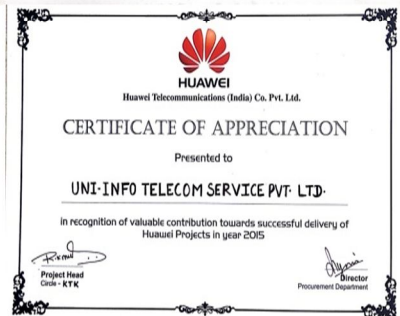
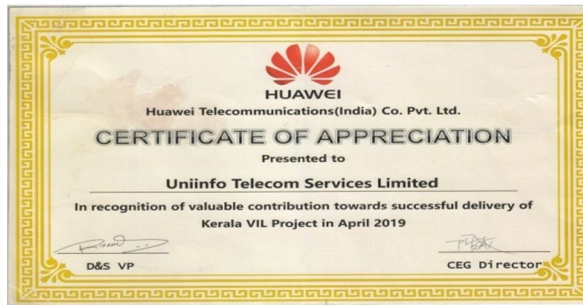
We are committed to provide quality services at every step of the way. Our technically skilled field workforce ensures effective planning and execution of the projects. Our understanding of new technologies and proven track record of good quality services is complimented with efficient internal processes.

We are ISO 9001:2015 and OHSAS 18001:2007 certified Company which is testimony to our commitment towards quality and safety. Our manpower strictly maintains the safety precautions with right procedures, right skills and the best equipment available in the world.

Year	Key Milestones
2010	Incorporation of our Company in the name style of "Uniinfo Telecom Services Private Limited"
2013	Started installation, commissioning and network optimisation projects
2014	Started delivering E 2 E activities and became preferred partner for our clients; Expansion of business from West to East, South to North
2015	Business engagements with all major OEM and started small cell projects for Reliance JIO
2016	Strengthen footprints Pan India basis
2017	Awarded with collaboration and development prize in Huawei Global Engineering Partner Convention at China
2018	1. Conversion of our company from private limited company to public limited company pursuant to which the name of our Company was changed to Uniinfo Telecom Services Limited 2. Listing of the Company on NSE- SME Emerge Platform on 15 <sup>th</sup> March 2018
2019	Incorporation of our new Subsidiary Company in Thailand for enhancing customer base



## **ACHIEVEMENTS**



## CHAIRMAN'S MESSAGE

A warm welcome to each of you to the 9<sup>th</sup> Annual General Meeting of Uniinfo Telecom Services Limited. It is wonderful to have you all join us here today, and on behalf of the UTSL Board of Directors, I thank you for making the time. In this year we continued with our momentum enabling us to achieve sizeable growth in revenue and operating margins. . It is your support, and at the same time you challenging us to do even better, that pushes us to strive for more. During fiscal 2019, our overall revenue grew 39.90% in constant currency terms. It was also a transformative year with the Incorporation of our new company in Thailand to enhance our customer base and overall wealth of the Stakeholders.



We clearly see that our clients operate in an increasingly complex world disrupted by many digital technologies, and they are looking at us to partner with them in this new era. At UTSL we work across industries, value chains, and geographies, gives us keen insights into the pattern of changes transforming the fundamental wiring across a diverse set of businesses.

It's an honor to share with you the annual report for the financial year ending 31<sup>st</sup> March, 2019. Hard work, focus, culture and ethics remain to be pedestal for Uniinfo and will do in future as well. In the beginning of the year we started our work with full enthusiasm, and with such hard work and your support we led to incorporation of our new company in Thailand.

The fiscal 2018-19 results are detailed in this Annual Report, elucidating the growth made by your Company. Our revenue is Rs. 50.67 Crores, showing a growth of 39.9% compared to previous year revenue of Rs. 36.22 Crores. Our Profit after Tax (PAT) is Rs. 5.18 Crores, compared to previous year PAT of Rs. 3.87 Crores.

Your Company has planned to expand its horizons and diversify its operations even further this year. We, in keeping with the man oeuvre of our team of experts, are proceeding towards distribution of other products. At Uniinfo, we are in of the opinion that Human Resource is the fuel that keeps a company running and have, therefore, always focused on increasing the quality and satisfaction of employees to achieve better results. It is a matter of pride to work with such an eminent workforce that adapts and keeps pace with the dynamism of the Indian Capital Market and other related factors.

To conclude with, I would like to convey my heartfelt appreciation towards all the shareholders, clients, directors, employees, bankers, auditors and all the stakeholders for their continued belief, support and confidence in the Company. I thank you for accompany in the elating journey ahead. We endeavor to build more capabilities in order to ensure that we expand our relevance to our stakeholders.

**Kishore Kumar Bhuradia**  
**Chairman cum Managing Director**



**COMPANY INFORMATION**

<b>Board of Directors &amp; Key Managerial Person</b>	<b>Mr. Kishore Kumar Bhuradia</b>	<b>Chairman cum Managing Director</b>
	<b>Mr. Pranay Kumar Parwal</b>	<b>Whole Time Director</b>
	<b>Mr. Anil Kumar Jain</b>	<b>Whole Time Director</b>
	<b>Mr. Prakash Chandra Chhajed</b>	<b>Non-Executive Independent Director</b>
	<b>Mrs. Sudha Rathi</b>	<b>Non-Executive Independent Director</b>
	<b>Lt. Col. Pramod Deogirikar</b> (*w.e.f 13.02.2019)	<b>Non-Executive Independent Director</b>
	<b>Mr. Niresh Maheshwari</b>	<b>Chief Financial Officer</b>
	<b>Ms. Astha Jain(*w.e.f.26.08.2019)</b>	<b>Company Secretary</b>
	<b>Statutory Auditors</b>	<b>Secretarial Auditor</b>
	<b>M/s. A.P.G &amp; Associates</b> <b>Chartered Accountants</b> <b>3, Shanti Nagar, Manormaganj</b> <b>Indore, Madhya Pradesh 452002</b>	<b>M. Maheshwari &amp; Associates. Company Secretaries,301, Shalimar Corporate, 8-B, South Tukoganj, Indore (M.P)- 452001</b>
<b>Bankers</b>	<b>Registered Office</b>	<b>Share Transfer Agent</b>
<b>ICICI Bank</b> <b>Yes Bank</b>	<b>403,Chetak Centre, 12/2 RNT Marg, Indore (MP) 452001</b> <b>Email : <a href="mailto:compliance@uni-info.co.in">compliance@uni-info.co.in</a></b> <b>Website : <a href="http://www.uni-info.co.in">www.uni-info.co.in</a></b>	<b>Link In Time India Pvt. Ltd.</b> <b>247, Lal Bahadur Shastri Marg, Surya Nagar, Gandhi Nagar, Vikhroli West, Mumbai, Maharashtra 400083</b>

## **NOTICE**

Notice is hereby given that the 9<sup>th</sup> Annual General Meeting ("AGM") of the members of Uniinfo Telecom Services Limited (the "Company") will be held on Saturday 28<sup>th</sup> September, 2019 at 12.00 P.M. at the registered office of the Company situated at 403, Chetak Centre, 12/2 RNT Marg, Indore (M.P.)- 452001 to transact the following business:-

### **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 31<sup>st</sup> March, 2019, including the Audited Balance Sheet as on 31<sup>st</sup> March, 2019, 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 31<sup>st</sup> March, 2019 including Audited Balance Sheet as at 31<sup>st</sup> March, 2019, 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."

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

To appoint a Director in place of Mr. Anil Kumar Jain (DIN 00370633), 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. Anil Kumar Jain(DIN 00370633), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

### **SPECIAL BUSINESS:-**

#### **3. REGULARIZATION OF LT COL PRAMOD DEOGIRIKAR AS AN INDEPENDENT DIRECTOR:**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** LT. COL. Pramod Deogirikar (DIN 00064665), who was appointed by the Board of Directors as an Additional Director of the Company with effect from February 13, 2019 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("Act") but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company."



**"RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the appointment of Lt. Col. Pramod Deogirikar (DIN 00064665), who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder, and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing February 13, 2019 be and is hereby approved."

**For Uniinfo Telecom Services Limited**

**Date: 26.08.2019**  
**Place: Indore**

**Astha Jain**  
**(Company Secretary)**

**NOTES:-**

- a) A Member entitled to attend and vote at the Annual General Meeting ("AGM") is entitled to appoint a proxy to attend and vote on a poll his/her behalf and the proxy need not be a Member of the Company. The instrument appointing the proxy, to be effective, should, however be deposited at the Registered Office of the Company, duly completed, signed and stamped, not less than FORTY-EIGHT HOURS before the commencement of the Meeting on behalf of limited companies, societies etc., must be supported by appropriate resolutions / authority, as applicable.
- b) A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10 percent of the total share capital of the Company carrying voting rights. Further, a Member holding more than 10 percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Member. When a Member appoints a proxy and both the Member and proxy attend the Meeting, the proxy stands automatically revoked. The holder of proxy shall prove his identity at the time of attending the Meeting.
- c) Attendance Slip, Proxy Form and a Route Map showing directions to reach the venue of the AGM is given at the end of the Notice as per the requirements of "Secretarial Standard -2" on General Meetings
- d) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- e) Corporate Members intending to send their authorised representatives to attend the AGM, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of relevant Board Resolution together with the respective specimen signatures of those representative(s) authorised under the said resolution to attend and vote on their behalf at the Meeting.
- f) Members, Proxies and Authorized Representatives are requested to bring their copies of Annual Report to the Meeting. Members who hold shares in dematerialized form are requested to bring their depository account number for easier identification and recording of the attendance at the Meeting. Members are requested to kindly handover the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the Meeting hall where the AGM is proposed to be held. Members are requested to quote Registered Folio/Client Id and DP Id in all their correspondence.
- g) During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided that not less than three days' notice in writing is given to the Company.
- h) Relevant documents referred to in the accompanying Notice and the Statements are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays and public holidays, during business hours up to the date of the Meeting.



- i) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the Members at the AGM.
- j) **VOTING SYSTEM: -**
- Pursuant to the provisions of Section 108 of the Companies Act, 2013, rules 20 of the Companies (Management & Administration) Rules 2014 and sub Reg. (1) & (2) of Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is not required to provide mandatorily to its members the electronic facility to exercise their right to vote at the AGM. Therefore, the facility for voting through polling paper shall be made available at the meeting and the members attending the Meeting shall be able to exercise their right at the Meeting through polling paper. A Proxy can vote in the poll process.
  - A Member present in person or by Proxy shall, on a poll, have votes in proportion to his share in the paid up equity share capital of the company, subject to differential rights as to voting, if any, attached to certain shares as stipulated in the Articles or by the terms of issue of such shares. A Member who is a related party is not entitled to vote on a Resolution relating to approval of any contract or arrangement in which such Member is a related party.
- k) The requirement to place the matter relating to appointment of Auditors for ratification by Members at every Annual General Meeting is done away with vide notification dated 7th May, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, M/S A P G & Associates.
- l) Securities and Exchange Board of India ("SEBI") & Ministry of Corporate Affairs encourage paperless communication as a contribution to greener environment. The Companies Act, 2013 (the "Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 permit Companies to send soft copies of the Annual Report to all those Shareholders who have registered their e-mail addresses with the Company's Registrar and Share Transfer Agent. To support this green initiative, the Annual Report for 2018-19, Notice for Annual General Meeting, Attendance Slip, Proxy Form, etc. are being sent in electronic mode to Members whose e-mail addresses are registered with the Company's Registrar and Share Transfer Agent/Depository Participant(s) for communication purpose, unless any Member has requested for physical copy of the same. This will help us in prompt sending of Notices, Annual Reports and other Shareholder communications in electronic form. For Members whose email addresses are not available with the Company's Registrar and Share Transfer Agent/Depository Participant(s), physical copy of the Annual Report for the financial year 2018-19, the Notice of 9<sup>th</sup> AGM, etc. are being sent in the permitted mode.
- m) As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings

to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Link Intime India Private Limited for assistance in this regard.

- n) As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form has been enclosed herewith. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to Link Intime India Private Limited in case the shares are held in physical form
- o) Notice of the AGM along with the Annual Report 2018-19 is being sent by electronic mode to those Members whose email addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their email addresses, physical copies are being sent by the permitted mode. Members may note that the Notice and Annual Report 2018-19 will also be available on the Company's website: [www.uni-info.co.in](http://www.uni-info.co.in).

#### **ANNEXURE TO NOTICE:**

#### **Explanatory Statement pursuant to SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and as required by Section 102 of the Companies Act, 2013.**

**ITEM No. 2:-**Details of Directors seeks re-appointment at the Annual General Meeting (In pursuance of Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015: -

1.	<b>Name of Director</b>	Mr. Anil Kumar Jain
2.	<b>Date of Birth</b>	01/05/1958
3.	<b>Date of Appointment</b>	01/04/2016
4.	<b>Qualification</b>	B.E. (Hons.) Mechanical
5.	<b>Other Directorship held excluding Private Companies as on 31<sup>st</sup> March 2019</b>	Nil
6.	<b>List of outside Directorship held in Other Listed Co.</b>	Nil
7.	<b>Chairman/Member of the Committee of Board of the Directors of the Company</b>	Nil

Except Mr. Anil Kumar Jain and his relatives, none of the Directors or Key Managerial Personnel of the Company or their respective relative(s) is / are in any way concerned or interested, in passing of the resolution set out at Item No. 2 of the Notice.

**ITEM NO. 3:-** Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (the Act) any person appointed as an Additional Director of the Company can hold office only upto the date of ensuing Annual General Meeting. Since Lt. Col. Pramod Deogirikar (DIN: 00064665) was appointed as an Additional Director of the Company w.e.f. 13<sup>th</sup> February, 2019, his term of office would expire at ensuing Annual General Meeting and eligible for the appointment as an Independent Director.

The Company has received declaration from Lt. Col. Pramod Deogirikar that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013. The Company has also received a Notice from Lt. Col. Pramod Deogirikar in writing as prescribed under Section 160 of the Act, proposing his candidature for the office of Independent Director, not liable to retire by rotation, under Section 149 of the Companies Act, 2013. In the opinion of the Board, he fulfills the conditions for appointment as Independent Director, as specified in the Companies Act, 2013. A copy of the draft letter of appointment setting out the terms and conditions of appointment of Independent Director is available for inspection, without any fee, by the members at the Company's registered office during normal hours on working days upto the date of the AGM.

Further brief profile of from Lt. Col. Pramod Deogirikar is given as annexure to this notice

The Board recommends the resolution for approval of Equity Shareholders of the Company at Item No. 3 as an Ordinary Resolution.

Except Mr. Lt. Col. Pramod Deogirikar and his relatives, none of the Directors or Key Managerial Personnel of the Company or their respective relative(s) is / are in any way concerned or interested, in passing of the resolution set out at Item No. 3 of the Notice.

**For Uniinfo Telecom Services Limited**

**Date: 26.08.2019**

**Place: Indore**

**Astha Jain**  
**(Company Secretary)**



## **BOARD'S REPORT**

**DEAR MEMBERS,**

Your Directors have pleasure in presenting the 9<sup>th</sup> Annual Report of your Company ('the company' or 'UTSL') along with the audited Financial Statements, for the Financial Year ended March 31, 2019. The performance of the company has been referred to wherever required.

### **RESULTS OF OUR OPERATIONS**

(In Rs.)

Particulars	Standalone		Consolidated	
	2018-2019	2017-2018	2018-2019	2017-2018
<b>Total Revenue</b>	506,792,044	362,250,695	506,792,044	362,250,695
<b>Total Expenses</b>	435,877,495	308,416,416	435,877,495	308,416,416
<b>Profit or Loss before Tax</b>	70,914,549	53,834,279	70,914,549	53,834,279
<b>Less:</b>				
<b>1. Current Tax</b>	21,025,408	16,650,000	21,025,408	16,650,000
<b>2. Deferred Tax</b>	(1,510,202)	(1,615,440)	(1,510,202)	(1,615,440)
<b>3. Short/(Excess)Provisions for earlier years</b>	(4,84,127)	24,904	(4,84,127)	24,904
<b>4. CSR</b>	-	-	-	-
<b>Profit or Loss After Tax</b>	51,883,470	38,774,815	51,883,470	38,774,815
<b>Earning Per Equity Share (EPS)</b>				
<b>(1) Basic</b>	4.85	5.43	4.85	5.43
<b>(2) Diluted</b>	4.85	5.43	4.85	5.43

### **COMPANY'S PERFORMANCE**

#### **• Standalone Performance**

The total revenue was registered at Rs. 50.67 Crores for the year ended 31st March, 2019, as against Rs. 36.22 Crores for the corresponding previous year. The profit for the year attributable to shareholders was Rs. 7.09 Crores and Profit after Tax ('PAT') was Rs. 5.18 Crores. The Earning per Share ("EPS") was at Rs. 4.85 for the financial year 2018-19.

#### **• Consolidated Performance**

During the financial year under review, on a consolidated basis, the total revenue was Rs. 50.67 Crores for the year ended 31<sup>st</sup> March, 2019 as against Rs. 36.22 Crores. The profit for the year attributable to shareholders was Rs. 7.09 Crores and Profit after Tax ('PAT') was Rs. 5.18 Crores. The Earning per Share was at -Rs. 4.85 for the financial year 2018-19.

### **FUTURE PROSPECTS**

The Company is of the view that there is no space for stagnancy in this fast growing economy. Moreover, the Company deals in Telecom support service, being one of the most lucrative sectors. UTSL has always believed that for the purpose of growth, diversification and expansion are must.

Uniinfo Telecom Services (Thailand) Limited, Wholly Owned Subsidiary of Company, was incorporated this year in the early 2019 to capture the international market with triggering demands.

## **DIVIDEND**

The Board of Director to conserve the resources of the Company and maintain the liquidity has decided not to be declaring dividend on Equity Shares for the year ended 31<sup>st</sup> March 2019.

## **TRANSFER TO RESERVES**

During the year, the Company does not propose to transfer any amount to any Reserves.

## **MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT**

Management Discussion and Analysis Report for the financial year 2018-19, as stipulated under Regulation 34(2)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is presented in a separate section forming part of this Annual Report, is annexed as **Annexure – I**, and gives detail of overall industry structure, developments performance and state of affairs of the Company's operations during the year.

## **ANNUAL RETURN**

The details forming part of the extract of the Annual Return as on 31<sup>st</sup> March, 2019 in Form MGT-9 in accordance with Section 92 (3) of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, are set out in the **Annexure II** to this report.

## **DIRECTORS RESPONSIBILITY STATEMENT**

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

- a) In the preparation of the annual accounts for the year ended March 31, 2019, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2019 and of the profit of the Company for the year ended on that date;
- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The Directors have prepared the annual accounts on a 'going concern' basis;
- e) The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

## **INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY**

Your Company has put in place adequate internal financial controls with reference to the financial statements, some of which are outlined below:

Your Company has adopted accounting policies which are in line with the Accounting Standards prescribed in the Companies (Accounting Standards) Rules, 2006, that continue to apply under Section 133 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended from time to time.

Your Company has always believed that a system of strict internal control, including suitable monitoring procedures and transparency, is an important factor in the success and growth of any organization. It also ensures that financial and other records are reliable for preparing financial statements.

Internal Audit Reports and significant audit observations are brought to the attention of the Audit Committee of the Company. The internal controls existing in the Company are considered to be adequate and aligned the business requirements.

Your Company ensures adequacy, commensurate with its current size and business, to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance of laws and regulations. It is supported by the internal audit process and will be enlarged to be adequate with the growth in the business activity.

For more details on internal financial control system and their adequacy kindly refer Management Discussion and Analysis Report.

## INTERNAL AUDITORS

Internal Audit for the financial year 2018-19 was conducted by M/s Rawka Agrawal & Co., Chartered Accountants, Indore. The idea behind conducting Internal Audit is to examine that the Company is carrying out its operations effectively and performing the processes, procedures and functions as per the prescribed norms. The Internal Auditor reviewed the adequacy and efficiency of the key internal controls guided by the Audit Committee.

The Company has re-appointed M/s Rawka Agrawal & Co., Chartered Accountants, Indore in the Board Meeting held on 30<sup>th</sup> May, 2018. The purpose of this Internal Audit is to examine that the process and procedures followed and the operations carried out by the company meet with the requirements prescribed by SEBI, Stock Exchange and Companies Act, 2013.

## DIRECTORS AND KEY MANAGERIAL PERSON

In compliance with the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (LODR) Regulation 2015, the composition of Board of Directors and Key Managerial Personnel are as follows:-

S. No.	Key Managerial Person Name	DIN/PAN	Designation
1.	Kishore Kumar Bhuradia	03257728	Chairman & Managing Director
2.	Pranay Kumar Parwal	03257731	Whole time Director
3.	Anil Kumar Jain	00370633	Whole time Director
4.	Prakash Chandra Chhajed	08037849	Non-Executive Independent Director
6.	Sudha Rathi	00353472	Non-Executive Independent Director
7.	Lt Col. Pramod Deogirikar	00064665	Additional Non-Executive Independent Director
8.	Niresh Maheshwari	ABWPM2515K	Chief Financial Officer
9.	Sachin Upadhyay	AEEPU2004C	Company Secretary
10.	Astha Jain (w.e.f 26.08.2019)	AUIPJ3378C	Company Secretary

Mr. Niresh Maheshwari was appointed as Chief Financial Officer pursuant to provisions of Section 203 of Companies Act, 2013 and rules made thereunder w.e.f. 17<sup>th</sup> January, 2018 as defined under Section 2(19) of Companies Act, 2013

Pursuant to provisions of Section 203 of Companies Act, 2013 and rules made thereunder and in adherence to Regulation 6(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Astha Jain was appointed as the Company Secretary cum Compliance Officer of the Company w.e.f. 26<sup>th</sup> Day of August, 2019.

## **CHANGES IN DIRECTORS & KEY MANAGERIAL PERSONNEL**

- **Board of Directors**

Mr. Shalabh Agrawal (DIN: 02098148) has resigned from the company on 14<sup>th</sup> November, 2018, in the Board Meeting held on 14<sup>th</sup> November, 2018.

As per the provisions of the Companies Act, 2013, Independent Directors are required to be appointed for a term of five consecutive years, but shall be eligible for reappointment on passing of a special resolution by the Company and shall not be liable to retire by rotation.

Lt Col. Pramod Deogirakar(DIN:00064665) were appointed as an Additional Directors (Non-Executive Independent Director) of the company with effect from 13<sup>th</sup> Day of February, 2019, subject to approval of Shareholders in the Annual General Meeting of the company held which will held on 28<sup>th</sup> September, 2019 to hold office for the period of 5 years. The Company has received declarations from all the Independent Directors confirming that each of them meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and per SEBI (LODR) Regulations 2015.

- **Key Managerial Personnel**

Pursuant to provisions of Section 203 of Companies Act, 2013 and rules made thereunder and in adherence to Regulation 6(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Astha Jain was appointed as the Company Secretary cum Compliance Officer of the Company in the Board Meeting held on Monday, 26<sup>th</sup> Day of August, 2019.

Ms. Khushboo Mundra who was appointed as a Company Secretary cum compliance officer has resigned from the post of the Company with effect from 15<sup>th</sup> December, 2018.

Mr. Sachin Upadhyay was appointed as Company Secretary cum compliance officer of the Company with effect from 07<sup>th</sup> March, 2019, has resigned from the post of the company w.e.f.26<sup>th</sup> August, 2019.

Ms. Astha Jain was appointed as Company Secretary cum compliance officer of the Company with effect from 26<sup>th</sup> August, 2019.

## **RETIREMENT BY ROTATION**

In accordance with the provisions of Section 152 of the Companies Act, 2013 and in terms of the Articles of Association of the Company, Mr. Anil Kumar Jain (Wholtime Director) (DIN: 00370633) is liable to retire by rotation and being eligible, seeks re-appointment at the ensuing Annual General Meeting. Mr. Anil Kumar Jain is not disqualified under Section 164(2) of the Companies Act, 2013. Board of Directors recommends his re-appointment in the best interest of the Company.

The Notice convening forthcoming Annual general Meeting ("AGM") includes the proposal for re-appointment of aforesaid Directors. A brief resume of the Director proposed to be re-appointed, nature of his experience in specific functions and area and number of listed companies in which he



holds Membership/Chairmanship of Board and Committees, shareholdings and inter-se relationships with other Directors as stipulated under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### **DECLARATION BY INDEPENDENT DIRECTORS:**

The Company has received necessary declaration from each Independent Director under Section 149(7) of the Companies Act, 2013, that he/she meets the criteria of the independence laid down in Section 149(6) of the Companies Act, 2013 along with Regulation 16(1)(b) and Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### **CODE OF CONDUCT FOR INDEPENDENT DIRECTORS**

The Company has also placed the Code of Conduct for Independent Directors. This Code is a guide to professional conduct for Independent Directors. Adherence to these standards by Independent Directors and fulfillment of their responsibilities in a professional and faithful manner will promote confidence of the investment community, particularly minority shareholders, regulators and Companies in the institution of Independent Directors.

#### **MEETINGS OF THE BOARD OF DIRECTORS**

5 (Five) Meetings of the Board were held on the following dates during the financial year 2018-19:

1. Wednesday, 30<sup>th</sup> May, 2018;
2. Thursday, 02<sup>nd</sup> August, 2018;
3. Wednesday, 14<sup>th</sup> November, 2018;
4. Monday, 17<sup>th</sup> December, 2018;
5. Wednesday, 13<sup>th</sup> February, 2019;

Details of such meetings are provided in the Corporate Governance Report, which forms part of this report.

The maximum interval between any two meetings did not exceed 120 days as prescribed in the Companies Act, 2013.

#### **BOARD EVALUATION**

The Board of Directors has carried out an annual evaluation of its Committees, and of individual Directors pursuant to the provisions of the Companies Act, 2013 and the corporate governance requirements as prescribed by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The performance of the Board was evaluated by the Nomination and Remuneration Committee after seeking inputs from all the Directors on the basis of criteria such as the Board composition and structure, effectiveness of Board processes, information and functioning, etc. as provided by the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on 5<sup>th</sup> January, 2017.

The performance of the Committees was evaluated by the Board after seeking inputs from the Committee Members on the basis of criteria such as the composition of committees, effectiveness of committee meetings etc.

The Nomination and Remuneration Committee reviewed the performance of individual Directors on the basis of criteria such as the contribution of the individual Director to the Board and Committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

In a separate meeting of Independent Directors held on 13<sup>th</sup> February, 2019, performance of Non-Independent Directors and the Board as a whole was evaluated.

## **MATERIAL CHANGES**

### **Material Changes and Commitments**

There have been no material changes and commitments affecting the financial position of the Company between the end of the financial year and date of this report. There has been no change in the nature of business of the Company.

Significant and Material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of the Company:

There are no significant and material orders passed by the Regulators / Courts / Tribunals, which would impact the going concern status of the Company and its future operation.

## **NOMINATION AND REMUNERATION POLICY**

The Board of Directors has carried out an annual evaluation of its own performance and individual directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by Securities and Exchange Board of India ("SEBI") under SEBI (LODR) Regulation 2015.

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc. The Board and the Nomination and Remuneration Committee ("NRC") reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings. In addition, the Chairman was also evaluated on the key aspects of his role, is annexed herewith marked as **Annexure III** to this Report

## **BOARD COMMITTEE**

Pursuant to Section 135, 177 & 178 of the Companies Act, 2013, Company had constituted the following Board Committees:

1. Audit Committee;
2. Nomination and Remuneration Committee;
3. Stakeholders Relationship Committee and;
4. CSR Committee

The composition of all Committees has been stated under Corporate Governance Report forms an integral part of Annual Report.

## **SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES**

Your Company has a Wholly Owned Subsidiary Company i.e. Uniinfo Telecom Services (Thailand) Limited

Uniinfo Telecom Services (Thailand) Limited was incorporated on 09<sup>th</sup> January, 2019 and has a paid-up share capital of Rs. 10,94,400/- (Rupees Ten Lakhs Ninety Four Thousand Four Hundred only). Mr. Kishore Kumar Bhuradia, are holding office as Directors in the Company.

The financial performance of Subsidiary Companies/Associate Company as included in the consolidated financial statements of our Company and is also set out in the prescribed format 'Form No. AOC-1' is appended as **"Annexure-IV"** to this Board's Report.

## **AUDIT COMMITTEE**

Your Company, pursuant to the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, has formed the Audit Committee under the Chairmanship of Mr. Shalabh Agrawal till 14.11.2018 and after that Mr. Prakash Chandra Chhajed become the Chairman of the Committee. The composition of Audit Committee has been stated under Corporate Governance Report and forms an integral part of report.

All recommendations made by the Audit Committee were accepted by the Board. The role of the Committee is to provide oversight of the financial reporting process, the audit process, the system of internal controls and compliance with laws. All possible measures are taken by the Committee to ensure the objectivity and independence of Independent Auditors.

## **LISTING & DEPOSITORY FEE**

The Company has paid Annual Listing Fee for the financial year 2019-20 to National Stock Exchange of India Ltd. according to the prescribed norms & regulations.

## **PARTICULARS OF EMPLOYEES**

In accordance with the provisions of Section 197 (12) of the Companies Act, 2013 ("the Act") read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the Report and Accounts are being sent to the members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the members at the Registered Office of the Company during business hours on working days of the Company up to the date of the ensuing AGM. If any member is interested in obtaining a copy thereof, such member may write to the Company Secretary of the Company in this regard.

## **CODE FOR PROHIBITION OF INSIDER TRADING**

Pursuant to Regulation 8(1) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, Company has a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, with a view to lay down practices and procedures for fair disclosure of unpublished price sensitive information that could impact price discovery in market for its securities.

The Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information is available on the website of the Company at the URL: <https://uni-info.co.in/wp-content/uploads/2018/01/Code-of-Conduct-for-Prevention-of-Insider-Trading.pdf>

## **PARTICULARS OF LOANS, GUARANTEES OR AND INVESTMENTS**

Particulars of loans given, investments made, guarantees given and securities provided along with the purpose for which the loan or guarantee or security is proposed to be utilized by the recipient are provided in the Financial Statement (Please refer to Notes of the Financial Statement).

### **Disclosure Requirements**

- As per the Provisions of the SEBI (LODR) Regulation 2015 entered into with the stock exchanges, corporate governance report with auditor's certificate thereon and management discussion and analysis are attached, which form part of this report.
- As per the Provisions of the SEBI (LODR) Regulation 2015 entered into with the stock exchanges, a business responsibility report is attached and forms part of this annual report.
- Details of the familiarization programme of the independent directors are available on the website of the Company (<https://uni-info.co.in/wp-content/uploads/2018/01/Familiarization-Programmes.pdf>)
- The Company has formulated and published a Whistle Blower Policy to provide Vigil Mechanism for employees including directors of the Company to report genuine concerns. The provisions of this policy are in line with the provisions of the Section 177(9) of the Act; the whistle blowing Policy is available on the company's website at (<https://uni-info.co.in/wp-content/uploads/2018/01/Vigil-Mechanism.pdf>)

## **DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, AND REDRESSAL) ACT, 2013**

UTSL is committed to provide the healthy environment to all its employees, the company has in place a Prevention of the Sexual Harassment Policy and an Internal complaints committee as per the requirements of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, The policy aims at educating employees on conduct that constitute sexual harassment, ways and means to prevent occurrence of any such incident, and the mechanism for dealing with such incident, and the mechanism for dealing with such incident in the unlikely event of its occurrence. The Company has also constituted an Internal Committee as required under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and rules made there under. The Company has zero tolerance on Sexual Harassment at workplace. During the year under review, no complaints were received against the sexual harassment at workplace.

## **RELATED PARTY TRANSACTIONS**

There were no materially significant related party transactions which fall under the scope of Section 188(1) of the Companies Act, 2013 i.e. transactions of material nature, with its promoters, directors or senior management or their relatives etc., that may have potential conflict with the interest of the Company at large. Transactions entered with related parties, as defined under Section 2(76) of the Companies Act, 2013 and provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, during the financial year 2018-19 were mainly in the ordinary course of business and on an arm's length basis.

There were no transactions during the year under review, Hence no annexure is required to be attached.

The Policy on Related Party Transactions is approved by the Board is available at the web link: (<https://uni-info.co.in/wp-content/uploads/2018/01/.pdf>)

## **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION**

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo as stipulated under Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, is set out herewith as **Annexure V** to this Report.



## AUDITORS AND AUDIT REPORT

Pursuant to the provisions of Section 139 of the Companies Act, 2013, A.P.G & Associates, Chartered Accountants, Indore (Firm Registration No. 119598W) were appointed as the Statutory Auditor of the Company at 8<sup>th</sup> Annual General Meeting held on 26<sup>th</sup> September, 2018 till the conclusion of 13<sup>th</sup> AGM of the company.

The Auditor's Report for the financial year 2018-19 does not contain any qualification, reservation or adverse remark. The *Auditors report* is annexed with financial statements in this annual report for your kind perusal and information.

## SECRETARIAL AUDITOR & SECRETARIAL AUDIT REPORT

Pursuant to the provisions of Section 204 of Companies Act, 2013 and rules made thereunder, the Board has appointed CS Manish Maheshwari, Proprietor of M. Maheshwari & Associates, Practicing Company Secretary, to conduct Secretarial Audit for the Financial Year 2018-19. The Secretarial Audit Report for the financial year ended March 31, 2019 is annexed herewith marked as **Annexure VI** in 'Form No. MR-3' to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

## REPORTING OF FRAUDS BY THE AUDITORS

During the year under review, the Statutory Auditor and Secretarial Auditor have not reported any instances of frauds committed in the Company by its Officers or Employees to the Audit Committee under Section 143(12) of the Companies Act, 2013, details of which needs to be mentioned in the Board's Report.

## PUBLIC DEPOSITS

Your Company has not accepted any deposits from the public falling within the purview of Section 73 and 74 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014 and therefore, there was no principal or interest outstanding as on the date of the Balance Sheet.

## CODE OF CONDUCT

In compliance with Regulation 26(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Companies Act, 2013 the Company has framed and adopted a Code of Conduct (the "Code"). The Code is applicable to the Members of the Board, the Senior Management, Officers and Employees of the Company.

All the Members of the Board, the Senior Management, Officers and Employees have affirmed compliance to the Code as on 31st March, 2019. Declaration to this effect, signed by Managing Director cum CEO, forms part of the Annual Report.

## CORPORATE SOCIAL RESPONSIBILITY

The Company has constituted Corporate Social Responsibility Committee under the Chairmanship of Mrs. Sudha Rathi, Independent Director of the Company, in order to conduct and review Corporate Social Responsibility activities in a prudent manner.

The brief outline of the Corporate Social Responsibility policy of the Company, initiatives undertaken by the Company on CSR activities during the year and details regarding the CSR Committee are set out in "**Annexure VII**" of this report as "Annual Report on CSR Activities".

Policy may be accessed on the Company's website at the link:

<https://uni-info.co.in/wp-content/uploads/2018/08/CSR-policy -UTSL.pdf>

## CORPORATE GOVERNANCE

Your Company's Corporate Governance Practices are a reflection of the value system encompassing culture, Policies and relationships with its stakeholders. Integrity and transparency are a key to Corporate Governance Practices to ensure that the Company gain and retain the trust of its stakeholders at all times. Your Company is committed for highest standard of Corporate Governance in adherence of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Pursuant to Regulation 34(3) read with Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges, a Report on Corporate Governance forms an integral part of this Annual Report. A 'Certificate' from the CS Manish Maheshwari, Proprietor of M. Maheshwari & Associates., Practicing Company Secretary, confirming compliance by the Company of the conditions of Corporate Governance as stipulated in Regulation 34(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is also annexed as "**Annexure-VIII**" to this Board's Report.

## VIGIL MECHANISM POLICY / WHISTLE BLOWER POLICY

The Board has adopted Vigil Mechanism/Whistle Blower Policy pursuant to the provisions of Section 177(9) of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The policy provides for a framework and process whereby concerns can be raised by its Employees and Directors to the management about unethical behavior, actual or suspected fraud or violation of the Code of conduct or legal or regulatory requirements incorrect or misrepresentation of any financial statements and have been outlined in Corporate Governance Report which forms part of this Annual Report. The policy provides for adequate safeguards against victimisation of employees and Directors of the Company.

The Vigil Mechanism/Whistle Blower Policy may be accessed on the Company's website at the link:

<https://uni-info.co.in/wp-content/uploads/2018/01/Vigil-Mechanism.pdf>

## FOREIGN EXCHANGE EARNINGS AND OUTGO

Activity in foreign currency

(In Rs.)

Particulars	2018-19	2017-18
The Foreign Exchange earned in terms of actual inflows during the year;	Nil	Nil
And the Foreign Exchange outgo during the year in terms of actual outflows.	31,85,178	3,43,145

## RISK MANAGEMENT

Risk is an integral part of business and your Company is committed to managing the risks in a proactive and efficient manner. Your Company periodically assesses risks in the internal and external environment along with the cost of treating risks and incorporates risk treatment plans in its strategy, business and operational plans.

## **HUMAN RESOURCE**

Your Company firmly believes that employees are the most valuable assets and key players of business success and sustained growth. Only with their participation we manage to achieve a healthy work culture, transparency in working, fair business practices and passion for efficiency. Thus, development of human resources at all levels is taken on priority to upgrade knowledge and skills of employees and sensitize them towards productivity, quality, cost reduction, safety and environment protection. The Company's ultimate objective is to create a strong and consistent team of employees wherein each link in the resource chain is as strong as the other. In view of this, various employee benefits, recreational and team building programs are conducted to enhance employee skills, motivation as also to foster team spirit.

Your Company also conducts in-house training programs to develop leadership as well as functional capabilities in order to meet future talent requirements and to enhance business operations. Industrial relations were cordial throughout the year. To ensure that the employees are at their productive best, we continue to work on simplifying the internal processes through collaborative efforts with our workforce.

## **GREEN INITIATIVE**

Electronic copies of the Annual Report 2018-19 and the Notice of 9<sup>th</sup>AGM are sent to all members whose email addresses are registered with the Company/depository participants(s). For members who have not registered their email addresses, physical copies are sent in the permitted mode.

## **APPRECIATION**

Your Directors wish to place on record their gratitude to Shareholders for the confidence reposed by them and thank all the Clients, Dealers, and other business associates for their contribution to your Company's growth. The Directors also wish to express their appreciation for the efficient and loyal services rendered by each and every employee, without whose whole-hearted efforts, the overall satisfactory performance would not have been possible.

**Date: 26.08.2019**  
**Place Indore**

**For and on behalf of the Board of Directors**

**Kishore Kumar Bhuradia**  
**DIN: 03257728**  
**Managing Director**

## **ANNEXURE – I**

### **MANAGEMENT DISCUSSION AND ANALYSIS**

#### ***Forward looking statement***

*Statements made herein describing the Company's expectations or predictions are "forward looking statements". The actual results may differ from those expected or predicted. Prime factors that may make a difference to the Company's performance include market conditions, input costs, govt. regulations, economic development within/outside country etc.*

*The following discussions on our financial condition and result of operations should be read together with our audited financial statements and the notes to these statements included in the annual report. Unless otherwise specified or the context otherwise requires, all references herein to "we", "us", "our", "the Company", "Uniinfo" are to Uniinfo Telecom Services Ltd.*

#### **ECONOMIC OVERVIEW**

Telecom sector is one of the fastest growing industries in India that has undergone an innovative phase over the past few years and stands as the second largest telecommunications market in the world after China. The industry has witnessed exponential growth over the last few years primarily driven by affordable tariffs, wider availability, roll out of Mobile Number Portability (MNP), expanding 3G and 4G coverage, evolving consumption patterns of subscribers and a conducive regulatory environment.

The telecom industry contribution to GDP is estimates to reach 8.2% by 2020, by when the industry players slated to also leverage 5G technology to connect to global market, The Modi Government plans to make India 5G ready by 2020, and has signaled plans to auction 5G plans later this year.

It is due to of liberalization policy telecom sector could attract more FDI flows in private sector participation increased in total telephone connections of the nation. This led the sector to competitive stimulus high telecom penetration and substantial reduction in tariffs. Though foreign telecom players have been present in India for almost more than a decade with tremendous growth, the sector is yet to witness the expected vibrancy and infusion of innovative technologies. FDI in the telecom sector was initially allowed at 74%. It was subject to the condition that Companies bringing in FDI shall obtain necessary license from the Telecom Regulatory Authority of India (TRAI) for undertaking telecom activities. By recent decision government of India did hike FDI ceiling from 74% to 100% through the Foreign Investment Promotion Board (FIPB) and Government's consolidated FDI Policy.

Last year, the telecom regulator had recommended the sale of about 8,644 units of frequencies across eight bands, including 4G airwaves in the 700 Mhz, 800 Mhz, 900 Mhz, 1800 Mhz, 2300 Mhz and 2500 Mhz bands, and a debut for 5G spectrum in the 3.3-3.6 Ghz band, which is collectively estimated to rake in Rs 5.6 lakh-crore for the government at base prices.

The arrival of ultra-fast 5G wireless broadband technology, it said, would ring in an era of inter-connected smart devices on a massive scale that would help unlock the transformational impact of machine to machine (M2M) and internet of things (IoT) technologies for citizen-centric services in India.

Upcoming 5G technologies, it said, are set to contribute \$2.2 trillion to the global economy over the next 15 years, with key sectors such as manufacturing, utilities, and professional/financial services set to benefit the most.

#### **ABOUT UNIINFO TELECOM SERVICES LIMITED**

UTSL work at solutions to help the telecom service providers, network operators, vendors and equipment manufacturers to maximize the value of technology investments and deliver the highest



service levels to their customers. In our constant Endeavour to develop our business in the Telecom market, we are continuously pushing the boundaries to provide enhanced value to our telecom projects. Since the inception of the company in 2010, we have managed to build an excellent track record by exceeding the expectations of our clients. **UTSL** takes great pride in providing our clients with the best in class experience and access to telecommunication solutions through our strong relationships with clients, in order to assist the most rapid deployment of projects in telecom in India. All employees in our Company look at the workplace as their second home. This is why you can look forward to an enthusiastic and stress-free career growth with us.

## **CONSOLIDATED FINANCIAL OVERVIEW**

The consolidated performance of the Company for the financial year ended March 31, 2019, is as follows:

- a. Total revenue from operations at Rs. 50.68 crores for the year ended March 31, 2019, as against Rs. 36.23 crores for the corresponding previous period, an increase of 39.90%, mainly on account of increase in revenues from new Projects.
- b. The staff expenses for the financial year ended March 31, 2019 were Rs 19.52 crores as against Rs. 16.14 crores for the corresponding previous period, an increase of 20.96%
- c. The other expenses for the financial year ended March 31, 2019 were Rs. 24.37 crores as against Rs 14.58 crores for the corresponding previous period, a Increase of 67.08%
- d. The EBT (Earnings before tax) was Rs. 7.09 crores for the year ended March 31, 2019, as against Rs. 5.38 crores for the corresponding previous period, an increase of 31.73%.
- e. The depreciation for the financial year ended March 31, 2019 was Rs. 1.42 crores, as against Rs. 0.83 crores for the corresponding previous period, a increase of 70.06%.
- f. The interest for the financial year ended March 31, 2019 was Rs. 1.44 crores as against Rs. 2.69 crores for the corresponding previous period, a decrease of 46.62%.
- g. The EPS (Earning per Share) for the financial year ended March 31, 2019 was Rs. 4.85 for a face value of Rs. 10 per share, as against Rs. 5.43 for the corresponding previous period.

## **RESOURCES AND LIQUIDITY**

- a. As on March 31, 2019, the consolidated net worth stood at Rs. 37.51 crores and the consolidated debt was at Rs. 10.05 crores.
- b. The cash and cash equivalents at the end of March 31, 2019 were Rs. 7.65 crore.
- c. The net debt to equity ratio of the Company stood at 0.27 as on March 31, 2019.

## **BUSINESS PERFORMANCE**

The company specializes in telecom support services across technologies. In the year under review our company achieved a total turnover of Rs 50.10 crores. EBT margin on comparable basis grew 31.78% this year. This was mainly due to effective utilization of our resources manpower, benefits of scalability and various cost control measures.

This performance could not have been achieved without our Company's continuous focus on effective project management and capabilities to deliver end to end Services with consistent quality.

With established foot prints across India, our services result into Cost Efficient and improved delivery to our Customers. With the scale of operations required for network expansion, telecom operators/ OEM's want to partner with service providers having national presence and end to end execution capabilities. This being the case our clients consider us as their preferred partner.

### **GOVERNMENT INITIATIVES**

The government has fast-tracked reforms in the telecom sector and continues to be proactive in providing room for growth for telecom companies. Some of the other major initiatives taken by the government are as follows:

- The Government of India is soon going to come out with a new National Telecom Policy 2018 in lieu of rapid technological advancement in the sector over the past few years. The policy has envisaged attracting investments worth US\$ 100 billion in the sector by 2022.
- The Department of Information Technology intends to set up over 1 million internet-enabled common service centers across India as per the National e-Governance Plan.
- FDI cap in the telecom sector has been increased to 100 per cent from 74 per cent; out of 100 per cent, 49 per cent will be done through automatic route and the rest will be done through the FIPB approval route.
- FDI of up to 100 per cent is permitted for infrastructure providers offering dark fiber, electronic mail and voice mail.
- The Government of India has introduced Digital India programme under which all the sectors such as healthcare, retail, etc. will be connected through internet

### **RISKS AND CONCERNS –**

In the last five years, along with rapid growth, the key risk factors for the players in the Indian telecommunications industry have transformed significantly. It is believed that the changes in the telecom industry's fundamentals have led to an improvement in the credit risk profile of the industry as a whole. However all such statements are forward looking statements the actual results may vary form the results list down.

#### **Competition Risk**

The Telecommunications sector is characterized by robust competition, vast infrastructure requirements, and very short turnaround times for identifying threats and assessing and mitigating their associated risks in order to minimize network downtime. As customers' demands a better service which rising the customer service level bar from telecom organization.

#### **Regulatory Risk**

Telecom firms must comply with regulations set by the Governance laws and regulation for privacy, and other standards (i.e. International Telecommunication Union (ITU), Federal Communications Commission, Sarbanes-Oxley, the Gramm-Leach Bliley Act (GLBA), PCI-DSS and etc). The investment necessary to meet these requirements can be significant, and telecom organization can realize substantial benefits by transitioning their risk and compliance efforts into a structured and controlled process. The business, operations and financial performance of the Company could be adversely affected by changes in law, or interpretations of existing laws, rules and regulations, or the promulgation of new laws, rules and regulations in India, applicable to it and to its business. The governmental and regulatory bodies in India may notify new regulations and/or policies, which may require the Company to obtain approvals and licenses from the Government and other regulatory bodies, or impose onerous requirements and conditions on its operations, in addition to those which the Company is undertaking currently.

#### **Economic Risk**

Economic risk is the chance that macroeconomic conditions like exchange rates, government regulation, or political stability will affect an investment, usually one in a foreign country. The Indian

financial market and the Indian economy are influenced by economic and market conditions in other countries, particularly in emerging market in Asian countries. As our revenues are totally dependent on Indian market; an economic slowdown or other factors that affect the economic health of the nation resulting in adverse impact on the growth of telecom industry, may affect our business.

## **OPPORTUNITIES**

The liberal and reformist policies of the Government of India have been instrumental along with strong consumer demand in the rapid growth in the Indian telecom sector. The government has enabled easy market access to telecom equipment and a fair and proactive regulatory framework that has ensured availability of telecom services to consumer at affordable prices. The deregulation of Foreign Direct Investment (FDI) norms has made the sector one of the fastest growing and a top five employment opportunity generator in the country.

With 604.21 million internet subscribers, as of December 2018, India ranks as the world's second largest market in terms of total internet users.

Further, India is also the world's second largest telecommunications market, with total subscriber base of 1,183.51 million at the end of March 2019

## **INTERNAL CONTROL SYSTEMS AND ADEQUACY**

The Company has implemented suitable controls to ensure that all resources are utilized optimally, financial transactions are reported with accuracy and there is strict adherence to applicable laws and regulations.

Continuous measures are in lie aligned by the Company to strengthen its internal control system. Various background verification process of new joiners, whistle blower policy and strengthening the process of risk management of our multiple projects. The company internal control system are always renewed with high degree of assurance regarding the effectiveness and efficiency of operations, the adequacy of safeguards for assets, the reliability of financial controls, and compliance with applicable laws and regulations.

## **OUTLOOK**

Revenues from the telecom equipment sector are expected to grow to US\$ 26.38 billion by 2020. The number of internet subscribers in the country is expected to double by 2021 to 829 million and overall IP traffic is expected to grow 4-fold at a CAGR of 30 per cent by 2021. The Indian Government is planning to develop 100 smart city projects, where IoT would play a vital role in development of those cities. The National Digital Communications Policy 2018 has envisaged attracting investments worth US\$ 100 billion in the telecommunications sector by 2022. The Indian Mobile Value-Added Services (MVAS) industry is expected to grow at a CAGR of 18.3 per cent during the forecast period 2015–2020 and reach US\$ 23.8 billion by 2020.

Our continuous efforts in building strong relationship with our customers to gain more familiarity with their evolving network plans, so that we can identify opportunities where our nationwide portfolio of services and experienced personnel can be used to fulfill customer requirements.

**BY ORDER OF THE BOARD OF DIRECTORS**

**UNIINFO TELECOM SERVICES LIMITED**

**Date: 26.08.2019**

**Place: Indore**

**Sd/-**  
**Kishore Kumar Bhuradia**  
**Chairman & Managing Director**  
**DIN: 03257728**

**ANNEXURE- II**
**FORM MGT 9**
**EXTRACT OF ANNUAL RETURN**
**AS ON FINANCIAL YEAR ENDED 31.03.2019**

Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management & Administration) Rules, 2014

**I. REGISTRATION & OTHER DETAILS:**

<b>I</b>	<b>CIN</b>	L64202MP2010PLC024569
<b>II</b>	<b>Registration Date</b>	19.10.2010
<b>III</b>	<b>Name of the Company</b>	<b>Uniinfo Telecom Services Limited (formerly known as Uniinfo Telecom Services Private Limited)</b>
<b>IV</b>	<b>Category/Sub-category of the Company</b>	Company limited by Shares(Non-Government Company)
<b>V</b>	<b>Address of the Registered office &amp; contact details</b>	403, Chetak Centre, 12/2 RNT Marg, Indore (M.P.)- 452001 email: <a href="mailto:compliance@uni-info.co.in">compliance@uni-info.co.in</a> website: <a href="http://www.uni-info.co.in">www.uni-info.co.in</a>
<b>VI</b>	<b>Whether listed company</b>	Listed
<b>VII</b>	<b>Name , Address &amp; contact details of the Registrar &amp; Transfer Agent, if any</b>	Link Intime India Private Limited Registrar & Share Transfer Agent (SEBI REG. No. INR000004058) CIN – U67190MH1999PTC118368 C-101,1 <sup>st</sup> Floor,247 Park, Lal Bahadur Shastri Marg, Surya Nagar, Gandhi Nagar, Vikhroli West, Mumbai, (M.H.)- 400083

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the company shall be stated:

<b>S. No.</b>	<b>Name &amp; Description of Main Services</b>	<b>NIC Code of the Service</b>	<b>% to total turnover of the company</b>
1.	Maintenance, Repair and Installation (Except Construction) Services	9987	72%
2.	Other Professional, Technical and Business Services	9983	27%

**III.PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES**

<b>Sr. No.</b>	<b>Name and Address of the Company</b>	<b>Holding/Subsidiary /Associate</b>	<b>% of shares held</b>	<b>Applicable section</b>
<b>1</b>	Uniinfo Telecom Services (Thailand) Limited	Subsidiary	100%	Section 2 (87) of Companies Act,

Regd. Add.:65/62 Chamnan Phenjati Business Centre Bldg., 6/F Rama 6 Road, Huaykwang Bangkok-10310			2013
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**IV. SHAREHOLDING PATTERN (Equity Share Capital Break up as percentage of total Equity)**
**Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year **
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter</b>									
<b>1) Indian</b>									
a) Individual/ HUF	5444080	-	5444080	50.91	5444080	-	5444080	50.91	0
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp	-	-	-	-	-	-	-	-	-
e) Banks/FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub-total(A)(1):-	5444080	-	5444080	50.91	5444080	-	5444080	50.91	0
<b>2) Foreign</b>									
a) NRIs- Individuals	-	-	-	-	-	-	-	-	-
b) Other- Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
Sub-total(A)(2):-	-	-	-	-	-	-	-	-	-
<b>B. Public Shareholding</b>									
<b>1. Institu</b>									



tions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
a) FII's	-	-	-	-	-	-	-	-	-
b) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
Others Angel Investor	-	-	-	-	-	-	-	-	-
Sub-total(B)(1)	-	-	-	-	-	-	-	-	-
<b>2. Non Institutions</b>	-	-	-	-	-	-	-	-	-
<b>a) Bodies Corp.</b> (i) Indian (ii) Overseas	<b>694674</b>	<b>16240</b>	<b>857074</b>	<b>8.02</b>	<b>818400</b>	-	<b>818400</b>	<b>7.65</b>	<b>0.37</b>
<b>b) Individuals</b> (i) Individual shareholders holding nominal share capital up to Rs. 1 lakh (ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	<b>1117326</b> <b>2512800</b>	- <b>175040</b>	<b>1117326</b> <b>2687840</b>	<b>10.45</b> <b>25.14</b>	- -	- -	- -	- -	<b>10.45</b> <b>25.14</b>
<b>c) Individuals</b> (i) Individual shareholders holding nominal share	-	-	-	-	<b>1218392</b>	-	<b>1218392</b>	<b>11.40</b>	<b>11.40</b>

capital up to Rs. 2 lakhs	-	-	-	-	2633840	-	2633840	24.63	24.63
(ii) Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs									
<b>C. Others</b>									
1. HUF	486800	-	486800	4.55	490800	-	490800	4.60	0.05
2. Trust	92000	-	92000	0.86	-	-	-	-	-
3. NRI	8000	-	8000	0.07	8000	-	8000	0.07	0
Individual	-	-	-	-	79608	-	79608	0.74	0.74
4. Clearing Members									
Sub-total(B)(2)	4324800	191280	4662240	43.61	4670632	-	4670632	43.68	71.99
Total Public Shareholding (B)=(B)(1)+(B)(2)	4324800	191280	4662240	43.61	4670632	-	4670632	43.68	71.99
D. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>10355680</b>	<b>191280</b>	<b>10693120</b>	<b>100</b>	<b>10639120</b>	<b>-</b>	<b>10693120</b>	<b>100</b>	<b>72.78</b>

**\*\* During the year, there are changes in shareholding. The percentage change is approximate value. Exact figures cannot be calculated**

#### V. Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the Year			% change in share holding during the year **
		No. of Shares	% of total Shares of the company	% of Shares Pledged / Encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	
1	Kishore Bhuradia	4616240	43.17	-	4616240	43.17	-	0
2	Pranay Parwal	643840	6.02	-	643840	6.02	-	0
3	Anil Kumar Jain	184000	1.72	-	184000	1.72	-	0

	<b>Total</b>	<b>5444080</b>	<b>50.91</b>	<b>-</b>	<b>5444080</b>	<b>50.91</b>	<b>-</b>	
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**\*\* During the year, there is no change in shareholding of the Promoters.**

#### **VI. Change in Promoters' Shareholding**

	No. of Shares			% of total shares of the Company
	Kishore Kumar Bhuradia	Pranay Parwal	Anil Kumar Jain	
<b>At the beginning of the year</b>	4616240	643840	643840	<b>50.91</b>
Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/ sweat equity etc.):				
No Transfer During the year	-	-	-	-
<b>At the end of the year</b>	<b>4616240</b>	<b>643840</b>	<b>184000</b>	<b>50.91</b>

#### **VII. Shareholding Pattern of top ten Shareholders**

Sr. No.	Name of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Pramod Kumar Maheshwari	4,44,000	4.15	4,84,000	4.52
2.	Rajat Kumar Narain	2,56,000	2.39	2,90,000	2.71
3.	Satyanarayan Sarda	-	-	1,37,760	1.28
4.	Krishna Garg	1,54,720	1.45	1,78,720	1.67
5.	Vora Chaitali Nikhil	2,00,000	1.87	2,00,000	1.87
6.	G K Maheshwari HUF	1,88,800	1.77	1,88,800	1.77
7.	Systematix Share and Stocks (India) Limited	1,42,000	1.33	2,38,000	2.2257
8.	Supreme Stocks Private Limited	1,62,400	1.5187	1,62,400	1.5187
9.	Nano Securities Private Limited	1,88,490	1.76	1,10,000	1.0287
10.	Radha Soami Food Products Private Limited	-	-	1,06,000	0.9913

**VIII. Shareholding of Directors and Key Managerial Personnel:**

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Kishore Bhuradia	4616240	43.17	4616240	43.17
2	Pranay Parwal	643840	6.02	643840	6.02
3	Anil Kumar Jain	184000	1.72	184000	1.72

\*\*Except the above said three directors none of other directors and KMP's was holding any shares at the beginning, during the year or at the end of the financial year 2018-19.

**IX. Indebtedness**

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	56,183,092	61,701,012	0	<b>117,884,104</b>
ii) Interest due but not paid	0	0	0	<b>0</b>
iii) Interest accrued but not due	0	0	0	<b>0</b>
<b>Total (i+ii+iii)</b>	<b>56,183,092</b>	<b>61,701,012</b>	<b>0</b>	<b>117,884,104</b>
Change in Indebtedness during the financial year				
Addition	25,323,079	0	0	<b>25,323,079</b>
Reduction	0	(42,693,689)	0	<b>(42,693,689)</b>
Net Change	<b>25,323,079</b>	<b>(42,693,689)</b>	<b>0</b>	<b>(17,370,610)</b>
Indebtedness at the end of the financial year				
i) Principal Amount	81,506,171	19,007,323	0	<b>100,513,494</b>
ii) Interest due but not paid	0	0	0	<b>0</b>
iii) Interest accrued but not due	0	0	0	<b>0</b>
<b>Total (i+ii+iii)</b>	<b>81,506,171</b>	<b>19,007,323</b>	<b>0</b>	<b>100,513,494</b>

**X. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**
**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**
**(Rs. In Lacs)**

S. No.	Particulars of Remuneration	Name of Directors			Total Amount
		Mr. Kishore Bhuradia (Managing Director)	Mr. Pranay Parwal (Whole Time Director)	Mr. Anil Kumar Jain (Whole Time Director)	
<b>1</b>	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	60.00	12.00	06.00	78.00
	(b) Value of perquisites u/s 17(2)	NIL	NIL	NIL	NIL

	Income-tax Act, 1961 (c) Profits in lieu of salary under				
2	Stock Option	NIL	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL	NIL
4	Commission - as % of profit - Others, specify	NIL	NIL	NIL	NIL
5	Others, please specify	NIL	NIL	NIL	NIL
	<b>Total (A)</b>	<b>60.00</b>	<b>12.00</b>	<b>06.00</b>	<b>78.00</b>

## B. Remuneration to other directors:

S.no	Particulars of Remuneration	Name of Directors				Total Amount
		Prakash Chandra Chhajed	Sudha Rathi	Shalabh Agrawal	Lt. Co. Pramod Deogirikar	
1	<b>Independent Directors</b> • Fee for attending board/committee meetings • Commission • Others, please specify	27,500  Nil	27,500  Nil	20,000  Nil	Nil  Nil	75,000  Nil
	<b>Total (1)</b>	27,500	27,500	20,000	Nil	75,000
2	<b>Other Non-Executive Directors</b> • Fee for attending board /committee meetings • Commission • Others, please specify	Nil	Nil	Nil	Nil	Nil
	<b>Total (2)</b>	Nil	Nil	Nil	Nil	Nil
	<b>Total (B)=(1+2)</b>	Nil	Nil	Nil	Nil	Nil
	<b>Total Managerial Remuneration (A+B)</b>	Nil	Nil	Nil	Nil	Nil

## C. Remuneration to Key Managerial Personnel Other Than MD / Manager/WTD



Sr.no	Particulars of Remuneration	Key Managerial Personnel			
		Niresh Maheshwari (CFO)	Company Secretary		Total
			Khushboo Mundra	Sachin Upadhyay	
1	Gross salary	15,55,595	1,65,360	16,936	17,37,891
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	Nil	Nil	Nil
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil	Nil
	I Profits in lieu of salary under section 17(3) Income tax Act, 1961				
2	Stock Option	Nil	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil	Nil
4	. Commission - as % of profit - Others, specify...	Nil	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil	Nil
	<b>Total</b>	<b>15,55,595</b>	<b>1,65,360</b>	<b>16,936</b>	<b>17,37,891</b>

**XI. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority [RD/NCLT/ Court]	Appeal made, if any (give Details)
<b>A. Company</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
<b>B. Director</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
<b>C. Other Officer in default</b>					
Penalty	Nil	Nil	Nil	Nil	Nil

Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

**FOR AND ON BEHALF OF THE BOARD**

**Date: 26.08.2019**  
**Place: Indore**

**Kishore Kumar Bhuradia**  
**Managing Director**  
**DIN: 03257728**

### **ANNEXURE III**

#### **POLICY ON REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES**

##### **❖ INTRODUCTION:**

Uniinfo Telecom Services Limited (UTSL) recognises the importance of aligning the business objectives with specific and measureable individual objectives and targets. The Company has therefore formulated the remuneration policy for its directors, key managerial personnel and other employees keeping in view the following objectives:

- ❖ Ensuring that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate, to run the company successfully.
- ❖ Ensuring that relationship of remuneration to performance is clear and meets the performance benchmarks.
- ❖ 1.1.3 Ensuring that remuneration involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the company and its goals.

Section 178 of the Companies Act, 2013 require the Nomination and Remuneration Committee of the Board of Directors of every listed entity, among other classes of companies, to

- Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees.
- identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal
- carry out evaluation of every director's performance
- formulate the criteria for evaluation of Independent Directors and the Board

Accordingly, in adherence to the above said requirements and in line with the Company philosophy towards nurturing its human resources, the Nomination and Remuneration Committee of the Board of Directors of Uniinfo Telecom Services Limited herein below recommends to the Board of Directors for its adoption the Nomination and Remuneration Policy for the Directors, key managerial personnel and other employees of the Company as set out below:

##### **Definitions:**

- **"Act"**:- Act means the Companies Act, 2013 and Rules framed thereunder, as amended from time to time.
- **"Board"**:-Board means Board of Directors of the Company.
- **"Director"**:-Directors means Directors of the Company.
- **"Committee"**:-Committee means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board, from time to time.

- **“Company”**:- Company means Uniinfo Telecom Services Limited.
- **“Independent Director”**:- As provided under the Companies Act, 2013, ‘Independent director’ shall mean a non-executive director, other than a nominee director of the Company:
  - a. who, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;
    - i. who is or was not a promoter of the Company or its holding, subsidiary or associate company;
    - ii. who is not related to promoters or directors in the company, its holding, subsidiary or associate company;
  - b. apart from receiving director’s remuneration, has or had no pecuniary relationship with the Company, its holding, subsidiary or associate Company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
  - c. None of whose relatives has or had pecuniary relationship or transaction with the Company, its holding, subsidiary or associate Company, or their promoters, or directors, amounting to two percent. Or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
  - d. who, neither himself nor any of his relatives —
    - i. holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
    - ii. is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed; of-
      - A. a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate Company; or
      - B. any legal or a consulting firm that has or had any transaction with the Company, its holding, subsidiary or associate Company amounting to ten per cent or more of the gross turnover of such firm;
  - holds together with his relatives two per cent or more of the total voting power of the Company; or
  - is a Chief Executive or director, by whatever name called, of any non-profit organization that receives twenty-five per cent or more of its receipts from the Company, any of its promoters, directors or its holding, subsidiary or associate Company or that holds two per cent or more of the total voting power of the Company; or
- e. who possesses such other qualification as may be prescribed under the applicable statutory provisions/ regulations
- f. is a material supplier, service provider or customer or a lessor or lessee of the Company;
- g. Who is not less than 21 years of age.
- **“Key Managerial Personnel”**:- Key Managerial Personnel (KMP) means-
  - (i) The Chief Executive Officer or the managing director or the manager;
  - (ii) The Whole-Time Director;

- (iii) The Company Secretary;
- (iv) The Chief Financial Officer; and
- (v) Such other officer as may be prescribed under the applicable statutory provisions/ regulations

- **“Senior Management”**:- The expression “senior management” means personnel of the Company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads.
- **“Nomination and Remuneration Committee”** shall mean a Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Companies Act, 2013.
- **Policy or This Policy**” means, “Nomination and Remuneration Policy.
- **“Remuneration”** means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

### **Guiding Principles**

The Policy ensures that

- i. The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully
- ii. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks and
- iii. Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

### **APPLICABILITY:**

The Policy is applicable to

- 1. Directors (Executive and Non-Executive)
- 2. Key Managerial Personnel
- 3. Senior Management Personnel
- 4. Employees

### **Constitution of the Nomination and Remuneration Committee:**

The Board has the power to constitute/ reconstitute the Committee from time to time in order to make it consistent with the Company's policy and applicable statutory requirement. At present, the Nomination and Remuneration Committee comprises of following Directors:

NAME	DESIGNATION
Mr. Prakash Chandra Chhajed	Chairman
Mrs. Sudha Rathi	Member
Lt. Col. Pramod Deogirikar	Member

**MEMBERSHIP:**

- The Committee shall consist of a minimum 3 non-executive directors, majority of them being independent.
- Minimum two (2) members shall constitute a quorum for the Committee meeting.
- Membership of the Committee shall be disclosed in the Annual Report.
- Term of the Committee shall be continued unless terminated by the Board of Directors.

**CHAIRMAN:**

- Chairman of the Committee shall be an Independent Director.
- Chairperson of the Company may be appointed as a member of the Committee but shall not be Chairman of the Committee.
- In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman.
- Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries

**FREQUENCY OF MEETINGS:**

The Committee shall meet at such regular intervals as may be required.

**COMMITTEE MEMBERS' INTERESTS:**

- ❖ A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- ❖ The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

**GENERAL APPOINTMENT CRITERIA:**

- The Committee shall consider the ethical standards of integrity and probity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and accordingly recommend to the Board his/her appointment.
- The Company should ensure that the person so appointed as Director/Independent Director/KMP/ Senior Management Personnel shall not be disqualified under the Companies Act, 2013, rules made there under or any other enactment for the time being in force.



- iii. The Director/Independent Director/KMP/Senior Management Personnel shall be appointed as per the procedure laid down under the provisions of the Companies Act, 2013, rules made there under, or any other enactment for the time being in force.
- iv. The Company shall not appoint or continue the employment of any person as Managing Director/Whole-time Director/Manager who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

#### **TERM/TENURE:**

The Term/Tenure of the Directors shall be governed as per provisions of the Companies Act, 2013 and rules made there under as amended from time to time.

1. **Managing Director/Whole-time Director/Manager (Managerial Person):-** The Company shall appoint or re-appoint any person as its Managerial Person for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.
2. **Independent Director:** - An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's Report. No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves as an Independent Director.

#### **EVALUATION:**

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management at regular interval (yearly).

#### **REMOVAL:**

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made there under or under any other applicable Act, rules and regulations or any other reasonable ground, the Committee may recommend to the Board for removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations. KMP and Senior Management shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management in the same position/remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

#### **CRITERIA FOR EVALUATION OF THE BOARD:**

Following are the Criteria for evaluation of performance of the Board:

##### **Executive Directors:**

The Executive Directors shall be evaluated on the basis of targets/Criteria given to executive Directors by the Board from time to time

**Non-Executive Director:**

The Non-Executive Directors shall be evaluated on the basis of the following criteria i.e. whether they:

- a) act objectively and constructively while exercising their duties;
- b) exercise their responsibilities in a bona fide manner in the interest of the Company;
- c) devote sufficient time and attention to their professional obligations for informed and balanced decision making;
- d) do not abuse their position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- e) refrain from any action that would lead to loss of his independence
- f) inform the Board immediately when they lose their independence,
- g) Assist the Company in implementing the best corporate governance practices.
- h) strive to attend all meetings of the Board of Directors and the Committees;
- i) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- j) strive to attend the general meetings of the Company;
- k) keep themselves well informed about the Company and the external environment in which it operates;
- l) do not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- m) Moderate and arbitrate in the interest of the Company as a whole, in situations of conflict between management and shareholder's interest.
- n) Abide by Company's Memorandum and Articles of Association, Company's policies and procedures including code of conduct, insider trading etc.

**POLICY ON BOARD DIVERSITY:**

The Board of Directors shall have the optimum combination of Directors from the different areas/fields like production, Management, Quality Assurance, Finance, Sales and Marketing, Supply chain, Research and Development, Human Resources etc. or as may be considered appropriate. The Board shall have at least one Board member who has accounting or related financial management expertise and financially literate.

**REMUNERATION:**

The Committee will recommend the remuneration to be paid to the Managing Director, Whole Time Director, KMP and Senior Management Personnel to the Board for their approval. The level and composition of remuneration so determined by the Committee shall be reasonable and sufficient to attract, retain and motivate directors, Key Managerial Personnel and Senior Management of the quality required to run the Company successfully. The relationship of remuneration to performance should be clear and meet appropriate performance benchmarks. The remuneration should also involve a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals:

#### GENERAL:

1. The remuneration/compensation/commission etc. to Managerial Person, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration/compensation/commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
2. The remuneration and commission to be paid to Managerial Person shall be as per the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.
3. Increments to the existing remuneration/compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Managerial Person. Increments will be effective from the date of reappointment in respect of Managerial Person and 1<sup>st</sup> April in respect of other employees of the Company.
4. Where any insurance is taken by the Company on behalf of its Managerial Person, KMP and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

#### REMUNERATION TO MANAGERIAL PERSON, KMP AND SENIOR MANAGEMENT:

1. **Fixed pay:** Managerial Person, KMP and Senior Management shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee in accordance with the statutory provisions of the Companies Act, 2013, and the rules made there under for the time being in force. The break-up of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.
2. **Minimum Remuneration:** If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managerial Person in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the prior approval of the Central Government.
3. **Provisions for excess remuneration:** If any Managerial Person draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

#### REMUNERATION TO NON-EXECUTIVE / INDEPENDENT DIRECTOR:

1. Remuneration/Commission: The remuneration/commission shall be in accordance with the statutory provisions of the Companies Act, 2013, and the rules made there under for the time being in force.
2. Sitting Fees:

The Non-Executive/Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

3. Limit of Remuneration/Commission: Remuneration/Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the net profits of the Company computed as per the applicable provisions of the Companies Act, 2013.

#### **DEVIATIONS FROM THIS POLICY**

Deviations on elements of this policy in extraordinary circumstances, when deemed necessary in the interests of the Company, will be made if there are specific reasons to do so in an individual

**Annexure -IV**
**Form AOC-I**

[Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014]

Statement containing salient features of the financial statement of Subsidiaries/Associate Companies.

(Information with respect to each subsidiary to be presented with amounts in Rs. INR, except exchange rate)

**Part "A": Statement relating to Subsidiary Companies**

Sr. No.	Particulars	Details
1.	Name of Subsidiary	<b>Uniinfo Telecom Services (Thailand) Limited</b>
2.	Reporting period for the subsidiaries concerned, if different from the holding company's reporting period	2018-19
3.	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	Reporting currency = BAHT Exchange Rate – 2.188
4.	Share capital	1,094,400
5.	Reserves & surplus	-
6.	<b>Total Assets</b>	5,08,143
7.	<b>Total Liabilities</b>	5,08,143
8.	Investments	-
9.	Turnover	-
10.	<b>Profit Before Taxation</b>	-
11.	Provision for Taxation	-
12.	<b>Profit After Taxation</b>	-
13.	Proposed Dividend	-
14.	% of shareholding	100%

Notes: The following information shall be furnished at the end of the statement:

1. The exchange rate of turnover is calculated as on the date of preparing balance sheet.
2. Names of subsidiaries which are yet to commence operations.
3. Names of subsidiaries which have been liquidated or sold during the year.

**Part "B": Associates and Joint Ventures: N.A**

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Sr. No.	Particulars	Details
1.	Name of Associate Company	-
2.	Latest audited Balance Sheet Date	-
3.	Shares of Associate/Joint Ventures held by the company on the year end (a) No. (b) Amount of Investment in Associates/Joint Venture (c) Extend of Holding % Description of how there	-
4.	Description of how there is significant influence	-
5.	Reason why the associate/joint venture is not consolidated	-
6.	Net worth attributable to Shareholding as per latest audited Balance Sheet	-
7.	Profit / Loss for the year	-
	i) Considered in Consolidation	-
	ii) Not Considered in Consolidation	-

- Names of associates or joint ventures which are yet to commence operations.
- Names of associates or joint ventures which have been liquidated or sold during the year.

Note: This Form is to be certified in the same manner in which the Balance Sheet is to be certified.

**For APG & Associates**  
**Chartered Accountants**  
**FRN No.: 119598W**

**For and on behalf of Board of Directors of**  
**Uniinfo Telecom Services Limited**

**CA Atul Sharma**  
**Partner**  
**Membership No.: 075615**

**Kishore Kumar Bhuradia**  
**Managing Director**  
**DIN: 03257728**

**Pranay Kumar Parwal**  
**Wholtime Director**  
**DIN: 03257731**

**Date: 26.08.2019**  
**Place: Indore**



**ANNEXURE- V**

**Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo  
[Section 134(3) (m) of The Companies Act, 2013 read with Rule 8(3) of The Companies  
Accounts) Rules, 2014]**

**CONSERVATION OF ENERGY**

<b>S. NO.</b>	<b>PARTICULARS</b>	
(i)	the steps taken or impact on conservation of energy;	<b>NA</b>
(ii)	the steps taken by the company for utilizing alternate sources of energy;	<b>NA</b>
(iii)	the capital investment on energy conservation equipment	<b>NA</b>

**TECHNOLOGY ABSORPTION**

(i)	the efforts made towards technology absorption	<b>NA</b>
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution	<b>NA</b>
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year	<b>NA</b>
	(a) the details of technology imported	<b>NA</b>
	(b) the year of import	<b>NA</b>
	(c) whether the technology been fully absorbed	<b>NA</b>
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	<b>NA</b>
(iv)	the expenditure incurred on Research and Development	<b>NA</b>

**FOREIGN EXCHANGE EARNINGS AND OUTGO**
**2018-19**
**2017-18**

(i)	The Foreign Exchange earned in terms of actual inflows during the year;	0	0
(ii)	And the Foreign Exchange outgo during the year in terms of actual outflows.	31,85,178	3,43,145

**Place: Indore**
**For and on behalf of the Board**
**Date: 26.08.2019**

**Kishore Kumar Bhuradia  
DIN: 03257728  
Managing Director**

**ANNEXURE VI****Form No.MR-3****SECRETARIALAUDITREPORT**

FORTHE FINANCIAL YEAR ENDED MARCH 31, 2019

**[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

To,  
The Members,  
**UNIINFO TELECOM SERVICES LIMITED**  
CIN: L64202MP2010PLC024569  
403, Chetak Centre, 12/2 RNT Marg,  
Indore MP 452001

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Uniinfo Telecom Services Limited** (here in after called the company). Secretarial Audit was conducted in a manner that provided me/us reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the **Uniinfo Telecom Services Limited** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on **March 31, 2019** complied with the statutory provisions listed here under and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Company for the financial year ended on **March 31, 2019** according to the provisions of:

The Companies Act, 2013 (the Act) and the rules made there under read with notifications, exemptions and clarifications thereto;

ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;

iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended from time to time;

b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time;

c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time.

d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share

Based Employee Benefits) Regulation, 2014. (Not Applicable to the Company during the Audit Period)

e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008. (Not Applicable to the Company during the Audit Period)

f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 as amended from time to time regarding the Companies Act and dealing with client;

g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 as amended from time to time. (Not applicable as the Company during the reporting period under Audit)

h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1999 and The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018. (Not applicable as the Company during the reporting period under Audit)

vi. We have relied on the representation made by the Company and its officers for system and mechanism framed by the Company for the compliances under the following applicable Act (if applicable), Law & Regulations to the Company

- i. Workmen's compensation Act, 1923 and all other allied labor laws, as informed / confirmed to us.
- ii. Applicable Direct and Indirect Tax Laws.
- iii. Prevention of Money Laundering Act, 2002
- iv. Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

**During the period the company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above**

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items be for the meeting and for meaningful participation at the meeting.

All the decisions at Board Meetings and Board Committee Meetings are carried out unanimously/majority as recorded in the Minutes of the Board of Directors of the Company or committee of the Board, as the case may be. No dissenting views were required to be captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with

the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**Note:** This Report is to be read with our letter even date which is annexed as Annexure A and forms and integral part of this report.

**For M. Maheshwari & Associates  
Company Secretaries  
Firms U.C.N. I2001MP213000**

**Date : 26.08.2019  
Place : Indore**

**Manish Maheshwari  
Proprietor  
FCS-5174  
CP-3860**

To,  
The Members,  
**UNIINFO TELECOM SERVICES LIMITED**  
CIN: L64202MP2010PLC024569  
403, Chetak Centre, 12/2 RNT Marg,  
Indore (M.P.) 452001

Our Secretarial Audit Report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliances of laws, rules, regulations and happening of events etc.
5. The compliances of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy of effectiveness with which the management has conducted the affairs of the company.

**For M. Maheshwari & Associates**  
**Company Secretaries**  
**Firms U.C.N. I2001MP213000**

**Manish Maheshwari**  
**Proprietor**  
**FCS-5174**  
**CP-3860**

**Date : 26.08.2019**  
**Place : Indore**

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

***(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015)***

To,  
The Members  
**UNIINFO TELECOM SERVICES LIMITED**  
**CIN: L64202MP2010PLC024569**  
403, Chetak Centre, 12/2 RNT Marg,  
Indore (M.P.) 452001

We have examined the following documents: -

- i) Declaration of non-disqualification as required under Section 164 of Companies Act, 2013 ('the Act');
- ii) Disclosure of concern or interests as required under Section 184 of the Act; (hereinafter referred to as 'relevant documents'), as submitted by the Directors of Uniinfo Telecom Services Limited ('the Company') bearing CIN: L64202MP2010PLC024569 and having its Registered Office at 403, Chetak Centre, 12/2 RNT Marg, Indore MP 452001 IN, to the Board of Directors of the Company ('the Board') for the financial year 2018-19. We have considered non-disqualification to include non-debarment.

It is the responsibility of Directors to submit relevant documents with complete and accurate information in accordance with the provisions of the Act.

Based on our examination of relevant documents made available to us by the Company and such other verifications carried out by us as deemed necessary and adequate, in our opinion and to the best of our information and knowledge and according to the explanations provided by the Company, its officers and authorized representatives, we certify that as on date of this Certificate, none of the Directors on the Board of the Company, as listed hereunder, have been debarred or disqualified from being appointed or continuing as Directors of the Company by Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1	Mr. Kishore Kumar Bhuradia	03257728	19/10/2010
2	Mr. Pranay Kumar Parwal	03257731	19/10/2010
3	Mr. Anil Kumar Jain	00370633	01/04/2016
4	Mr. Prakash Chandra Chhajed	08037849	29/12/2017
5	Mrs. Sudha Rathi	00353472	29/12/2017
6	Lt. Col Pramod Deogirikar	00064665	13/02/2019

This Certificate has been issued at the request of the Company to make disclosure in its Corporate Governance Report of the Financial Year ended 31st March, 2019.

**For M. Maheshwari & Associates**  
**Company Secretaries**  
**Firms U.C.N. I2001MP213000**

**Date : 26<sup>th</sup> August 2019**  
**Place : Indore**

**Manish Maheshwari**  
**Proprietor**  
**FCS-5174**



## ANNEXURE VII

### CORPORATE SOCIAL RESPONSIBILITY (CSR)

- 1. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web link to the CSR policy and projects or programs.**

Pursuant to Section 135 of the Companies Act, 2013("the Act") read with Companies (CSR )Rules, 2014, the Company strives to support and endeavor to bring about positive difference to communities where we exist.

Through the CSR initiative, the company strives to provide equitable opportunities for sustainable growth, thereby aligning with our goal to build Uniinfo Telecom Services Limited into an organization which maximizes Stakeholders Value.

The Company would engage in activities whereby business further contributes to make a positive and distinguishing impact on the environment, customers and other stakeholders.

The Core areas of the company for Investment as per the CSR Policy – Education, Health & Medical Care, Community at large, Environment etc.

The Corporate Social Responsibility (CSR) Policy may be accessed on the Company's website at the link:

<https://uni-info.co.in/wp-content/uploads/2018/08/CSR-policy -UTSL.pdf>

- 2. Composition of the CSR Committee**

The CSR Committee of the company is responsible for overseeing the execution of the CSR Policy. The CSR Committee consists of the following members:

- (i) Mrs. Sudha Rathi (Non-Executive Independent Director) – Chairman
- (ii) Mr. Prakash Chandra Chhajed (Non-Executive Independent Director) – Member
- (iii) Mr. Kishore Kumar Bhuradia (Managing Director) – Member

- 3. Meetings of CSR Committee**

One CSR Committee meeting was held on 02.08.2019 in the year 2018-19 and all the members of the Committee were present in the Meeting.

- 4. Financial Details**

S. No.	Particulars	Amount (Rs)
1	Average Net Profit for the CSR Activities	25,376,573.00
2	Prescribed CSR Expenditure	507,531.46
3	Total Amount Spend During the Year	5,11,000
4	Total Amount Unspent, if any	NIL

- 5. Manner in which the amount spent during the financial year is detailed below**

S. No.	CSR Project or activity identified	Sector in which the project is covered	Project/ programs(1 )Local	Amount outlay(bud get)	Amount spent on the project/	Cumulativ e expenditur
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			Area/other s(2) Specify the state/ District where the Project or Program was Undertaken	Project/ Program wise	programs Subheads: (1)Direct expenditur e on project/pro grams (2)Overhea ds	e to the reporting period
1.	To Provide facilities for Health, Food and basic amenities to society	Promoting preventive health care, facilities for Dialysis, Medicines, food and other support to the needy Patients	Indore (Madhya Pradesh)	71,000/-	71,000/-	71,000/-
2.	To Provide facilities for the Sports like Table Tennis, Kabbadi etc.	For Promoting Sports in the society	Indore (Madhya Pradesh)	4,40,000/-	4,40,000/-	4,40,000/-

**6. A Responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in Compliance with the CSR Objectives and Policy of the Company.**

The CSR Committee hereby confirms that the implementation and monitoring of CSR Policy is in compliance with CSR objectives and policy of the Company

**FOR AND ON BEHALF OF BOARD OF DIRECTORS**

**Date: 26.08.2019**

**Place: Indore**

**KISHORE KUMAR BHURADIA  
MANAGING DIRECTOR  
DIN: 03257728**

**PRANAY KUMAR PARWAL  
WHOLE TIME DIRECTOR  
DIN: 03257731**

## **ANNEXURE VIII**

### **REPORT ON CORPORATE GOVERNANCE**

In accordance with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and some of the best practices followed internationally on Corporate Governance, the report containing the details of corporate governance systems and processes at Uniinfo Telecom Services Limited is as under:-





#### **A. INTRODUCTION:**

Governance and Leadership are the Yin and Yang of the successful organization but for an effective approach one need to maintain balance between the two. Corporate Governance refers to the mechanisms, processes and relations by which corporations are controlled and directed. It essentially involves balancing the interests of the company's stakeholders, such as shareholders, senior management executives, customers, suppliers, financiers, the government, and the community. Since Corporate Governance also provides the framework for attaining a company's objectives, it encompasses practically every sphere of management, from action plans and internal controls to performance measurement and corporate disclosure.

The Report on compliance with the principles of Corporate Governance as prescribed by Securities and Exchange Board of India in Chapter IV read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### **B. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:**

Uniinfo Telecom Services Limited (the "Company" or "UTSL") governance philosophy is based on trusteeship, transparency and accountability. As a corporate citizen, our business fosters a culture of ethical behavior and disclosures aimed at building trust of our stakeholders. The Company's Code of Business Conduct and Ethics, Internal Code of Conduct for regulating, monitoring and reporting of trades by Designated Persons and the Charter-Business for peace are an extension of our values and reflect our commitment to ethical business practices, integrity and regulatory compliances. The Company's governance framework is based on the following principles:

-  Appropriate composition and size of the Board, with each member bringing in expertise in their respective domains;
-  Availability of information to the members of the Board and Board Committees to enable them to discharge their fiduciary duties;
-  Timely disclosure of material operational and financial information to the stakeholders.
-  Systems and processes in place for internal control; and proper business conduct by the Board, Senior Management and Employees.

#### **C. BOARD OF DIRECTORS:**

The Board of Directors (the "Board") has a unique blend of Executive and Non-Executive Directors with even distribution of Board members comprising of Independent Directors. The Board is entrusted with an ultimate responsibility of the management, directions and performance of the Company. As its primary role is fiduciary in nature, the Board provides

leadership, strategic guidance, objective and independent view to the Company's management while discharging its responsibilities, thus ensuring that the management adheres to ethics, transparency and disclosures. The Members of the Board discuss each agenda item free lying detail. Some of the matters included are:

- ✚ Minutes of the earlier Board Meetings;
- ✚ Minutes of the Committee Meetings;
- ✚ Consolidated and Standalone Audited/Unaudited Annual/Half-Yearly Financial Results;
- ✚ Company's Annual Financial Statements, Auditors' Report and Board's Report;
- ✚ Review of the Financial and Operational Performance of the Company;
- ✚ Formation/Reconstitution and renaming of Committees;
- ✚ Appointment, remuneration and resignation of Directors and Key Managerial Personnel's;
- ✚ Appointment of Internal Auditor and Secretarial Auditor;
- ✚ Fixing of remuneration of Statutory Auditor of the Company;
- ✚ Disclosure of interest of Directors and Key Managerial Personnel's;
- ✚ Declaration by Independent Directors;
- ✚ Quarterly review on shareholding pattern, share transfers etc;
- ✚ Reconciliation of Share Capital Audit Report under Securities and Exchange Board of India (Depositories & Participants) Regulations, 1996 (Upto 2 October, 2018) and Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 (with effect from 3 October, 2018);
- ✚ Action Taken Report on decision/minutes of the previous Meetings;
- ✚ Review of Internal Audit Report(s);
- ✚ Materially important show cause, demand, prosecution and penalty notices.

## ❖ Composition:

As per Regulation 17(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company shall have an optimum combination of Executive and Non-Executive Directors with at least one-Woman Director and not less than fifty percent of the Board of Directors comprising Non-Executive Directors.

The Board represents an optimum mix of professionalism, knowledge and experience as categorized under

Sr. No.	Name of Director	Director Identification Number	Category	No. of Board meetings held	No. of Board meetings attended	Attendance at the last AGM	Member of Board Committees in other Companies excluding private companies	No. of other Directorships in other Companies excluding private companies
1.	Mr. Kishore Kumar Bhuradia	03257728	Promoter Executive Director	5	5	Yes	-	-
2.	Mr. Pranay Kumar Parwal	03257731	Promoter Executive Director	5	5	Yes	-	-
3.	Mr. Anil Kumar Jain	00370633	Promoter Executive	5	4	Yes	-	-

			Director					
4.	Mr. Shalabh Agrawal (Resigned on 14.11.2018)	02098148	Non-Executive Independent Director	5	3	No	-	-
5.	Mr. Prakash Chandra Chhajed	08037849	Non-Executive Independent Director	5	5	No	-	-
6.	Mrs. Sudha Rathi	00353472	Non-Executive Independent Director	5	5	No	-	-
7.	Lt. Col. Pramod Deogirikar (Appointed on 13.02.2019)	00064665	Additional Director Non-Executive Independent Director	5	1	NA	-	-





## ❖ Board Meetings:

The Board meets at regular intervals to discuss and decide on Company / business policy and strategy apart from other Board business. The Board Meetings are pre-scheduled and a tentative annual calendar of the Board Meetings is circulated to the Directors well in advance to facilitate them to plan their schedule and to ensure meaningful participation in the meetings. During the Financial Year ended 31<sup>st</sup> March, 2019, Five Board meetings were held on 30<sup>th</sup> May 2018, 02<sup>nd</sup> August, 2018, 14<sup>th</sup> November 2018, 17<sup>th</sup> December 2018 and 13<sup>th</sup> February 2019, the maximum interval between any two meetings was well within the maximum allowed gap of 120 days. The notice of Board meeting along with agenda is given well in advance to all the Directors. The meetings of the Board are held in at the registered office of the Company at Indore. The names and categories of the directors on the board, their attendance at board meetings held during the year and the number of directorships and committee chairmanships/memberships held by them in other Listed companies as on March 31, 2019 are given herein below. Other directorships do not include directorships of private limited companies, Section 8 companies and of companies incorporated outside India. Chairmanships/ memberships of board committees shall include only audit committee, nomination and remuneration committee, stakeholders' relationship committee and Corporate Social Responsibility Committee.

## ❖ Skills/Expertise/Competencies Of The Board Of Directors

The Board comprises of qualified members who bring in qualified skills, competence and expertise that enable them to make effective contributions to the Company's working. The Board of Members have expertise and extensive experience in the field of financial services, sales & marketing, corporate governance, administration, decision making and effective corporate management. They uphold ethical standard, integrity and probity and exercise their responsibility in the best interest of the Company and all stakeholders.

The key qualification, expertise and competencies that Board possess to render effective services to the Company are:

-  Leadership and Business Acumen
-  Unique blend of finance and legal
-  Governance and Social Responsibility
-  Global Business and Technology

## ❖ Familiarization Programme For Independent Directors

In Compliance of SEBI (LODR) Regulation 2015 Company has conducted a familiarization program me for Independent Directors of the Company for familiarizing with their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. The details of such familiarization programed for Independent Directors are posted on the website of the Company and can be accessed at <https://uni-info.co.in/wp-content/uploads/2018/01/Familiarization-Programmes.pdf>

## D. COMMITTEES OF THE BOARD

The Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas/activities which concern the Company and need a closer review. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by members of the Board, as a part of good governance practice. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action. The Board Committees can request special invites to join the meeting, as appropriate. The Board has currently established the following statutory and non-statutory Committees.

### ❖ AUDIT COMMITTEE

Company has constituted the qualified Audit Committee of the Company pursuant to the provision of Regulation 18 of SEBI (LODR) Regulation 2015. The Audit Committee acts as a link between the Management, the Statutory and Internal Auditors and the Board of Directors; and oversees the financial reporting process. It interacts with statutory, internal auditors and reviews and recommends their appointment and remuneration. The Audit Committee is provided with necessary assistance and information so as to enable it to carry out its function effectively.

### ❖ Composition of Audit Committee

The Committee's composition meets with requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (LODR) Regulation 2015. All the members of the Committee have relevant experience in financial matters.

S. No.	Name of Director	Category	Designation
1.	Mr. Prakash Chhajed	Non-Executive Independent Director	Chairman
2.	Mrs. Sudha Rathi	Non-Executive Independent Director	Member
3.	Lt. Col. Pramod Deogirikar	Non-Executive Independent Director	Member
4.	Mr. Kishore Kumar Bhuradia	Managing Director	Member

### ❖ Meeting of Audit Committee

Total 4 (Four) Audit Committee Meetings were held and the details of attendance of the members at the Meetings during the financial year 2018-19 are as follows:

Name	Designation	Meeting Dates			
		30.05.2018	02.08.2018	14.11.2018	13.02.2019
Mr. Prakash Kumar Chhajed	Chairman	✓	✓	✓	✓
Mrs. Sudha Rathi	Member	✓	✓	✓	✓
Mr. Shalabh Agrawal	Member	✓	✓	✓	NA



Lt. Col. Pramod Deogirikar	Member	NA	NA	NA	✓
Kishore Bhuradia	Member	✓	✓	✓	✓

## ❖ Power of Audit Committee

The power of audit committee shall include the following: -

1. Investigating any activity within its terms of reference.
2. Seeking information from any employee.
3. Obtaining outside legal or other professional advice.
4. Securing attendance of outsiders with relevant expertise, if it considers necessary.
5. Any other matter as may be required from time to time by the Listing Agreement, Companies Act, 2013 and rules made there under and any other statutory, contractual or other regulatory requirements to be attended to by such committee.

## ❖ Roles of Audit Committee

The role of audit committee shall include the following: -

- 1) Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the Financial Statement is correct, sufficient and credible;
- 2) Recommending to the board for appointment (including re-appointment and replacement), remuneration and terms of appointment of auditor of the Company;
- 3) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- 4) Reviewing, with the management, the annual Financial Statements and auditor's report thereon before submission to the board for approval, with particular reference to:-
  - a) Matters required being included in the Director's Responsibility Statement to be included in the Board's report in terms of clause I of sub-section 3 of section 134 of the Companies Act, 2013.
  - b) Changes, if any, in accounting policies and practices and reasons for the same.
  - c) Major accounting entries involving estimates based on the exercise of judgment by management
  - d) Significant adjustments made in the Financial Statements arising out of audit findings
  - e) Compliance with listing and other legal requirements relating to Financial Statements
  - f) Disclosure of any related party transactions
  - g) Qualifications in the draft audit report.
5. Reviewing with the management, the quarterly Financial Statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the Company with related parties;
9. Scrutiny of inter-corporate loans and investments;

10. Valuation of undertakings or assets of the Company, wherever it is necessary;
11. Evaluation of internal financial controls and Risk Management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. Reviewing the functioning of the Whistle Blower mechanism in the case same is existing;
19. Overseeing the performance of Company's Risk Management Policy;
20. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
21. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
22. Any other function as may be required from time to time by the SEBI (LODR) Regulations , 2015 , Companies Act, 2013 and rules made there under and any other statutory, contractual or other regulatory requirements to be attended to by such committee.

❖ **Information to be Review by Audit Committee:**

The audit committee shall review the following:-

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
3. Management letters/letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses; and
5. The appointment, removal and terms of remuneration of the Chief internal auditor;
6. Any other matter as may be required from time to time by the SEBI (LODR) Regulations , 2015, Companies Act, 2013 and rules made there under and any other statutory, contractual or other regulatory requirements to be attended to by such committee.

**2. NOMINATION AND REMUNERATION COMMITTEE:**

Company has constituted the Nomination and Remuneration Committee of the Company pursuant to the provisions of Regulation 19 of SEBI (LODR) Regulation 2015 and pursuant to

Section 178 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules 2014.

❖ **Composition of Nomination and Remuneration Committee**

The Committee's composition meets with requirements of Section 177 of the Companies Act, 2013 and provisions of Regulation 19 of SEBI (LODR) Regulation 2015. All the members of the Committee have relevant experience in financial matters.

S. No.	Name of Director	Category	Designation
1.	Mr. Prakash Chandra Chhajed	Non-Executive Independent Director	Chairman
2.	Mrs. Sudha Rathi	Non-Executive Independent Director	Member
2.	Lt. Col. Pramod Deogirakar	Non-Executive Independent Director	Member

❖ **Meeting of Nomination and Remuneration Committee**

Total 3 (Three) Nomination and Remuneration Committee Meetings were held and the details of attendance of the members at the Meetings during the financial year 2018-19 are as follows:

Name	Designation	Meeting Dates		
		30.05.2018	14.11.2018	13.02.2019
Mr. Prakash Kumar Chhajed	Chairman	✓	✓	✓
Mrs. Sudha Rathi	Member	✓	✓	✓
Mr. Shalabh Agrawal	Member	✓	✓	NA
Lt. Col. Pramod Deogirakar	Member	NA	NA	✓

❖ **Role of Nomination and Remuneration Committee:**

The role of the Nomination and Remuneration Committee shall include the followings:-

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of Independent Directors and the Board;
3. Devising a policy on Board diversity;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
5. Any other function as may be required from time to time by the Listing Agreement, Companies Act, 2013 and rules made there under and any other statutory, contractual or other regulatory requirements to be attended by such committee.

❖ **Remuneration Policy:**

The Company has adopted the Policy for Remuneration of Directors, Key Managerial Personnel (KMPs) and other Employees of the Company. The detailed policy is uploaded on the website of the Company and can be accessed at <https://uni-info.co.in/wp-content/uploads/2018/01/Nomination-Remuneration-Policy.pdf>

### ❖ Remuneration of Directors:

Remuneration of Executive Directors is decided by the Board, based on the recommendations of the Nomination and Remuneration Committee as per the remuneration policy of the Company, within the ceilings fixed by the shareholders.

(Amount in Rs. p.a.)

Particulars	Kishore Kumar Bhuradia	Pranay Kumar Parwal	Anil Kumar Jain
Salary	60,00,000	12,00,000	6,00,000

### ❖ Remuneration to Non-Executive Directors:

During the year ended 31<sup>st</sup> March, 2019, the Company has not paid remuneration to any of its non-executive Independent Directors.

## 3. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

The Company had a shareholders/investors grievance committee of directors to look into the Redressal of complaints of investors such as transfer or credit of shares, non-receipt of dividend/ notices/Annual Reports, etc.

### ❖ Composition of Stakeholders' Relationship Committee

The composition of the Stakeholders' Relationship Committee is given below:

S. No	Name of Director	Category	Designation
1.	Mrs. Sudha Rathi	Non-Executive Independent Director	Chairperson
2.	Mr. Anil Kumar Jain	Whole Time Director	Member
3.	Lt. Col. Pramod Deogirakar	Non-Executive Independent Director	Member

### ❖ Meeting of Stakeholder Relationship Committee

Total 4 (Four) Stakeholder Relationship Committee Meetings were held and the details of attendance of the members at the Meetings during the financial year 2018-19 are as follows:

Name	Designation	Meeting Dates			
		30.05.2018	02.08.2018	14.11.2018	13.02.2019
Mrs. Sudha Rathi	Chairman	✓	✓	✓	✓
Mr. Shalabh Agrawal	Member	✓	✓	✓	NA
Lt. Col. Pramod Deogirakar	Member	NA	NA	NA	✓
Mr. Anil Kumar Jain	Member	Leave	✓	✓	✓

### ❖ Role of Stakeholder Relationship Committee

The roles of the Stakeholder Relationship Committee shall include all the function/s as may be required from time to time by the Listing Agreement, SEBI (LODR) Regulation 2015, Companies Act, 2013 and rules made there under and any other statutory, contractual or other regulatory requirements to be attended to by such committee.

- The Committee meets regularly for redressing shareholders' / investors' complaints like non-receipt of Balance Sheet transfer of shares, etc. The Committee oversees the performance of the Registrar and Transfer Agents and recommends measures for overall improvement in the quality of investor services. The Board of Directors has delegated power for approving transfer of securities to Directors. The Committee focuses primarily on strengthening investor relations and ensuring rapid resolution of any shareholder or investor concerns. The Committee also monitors

implementation and compliance of the Company's code of conduct for Prohibition of Insider Trading in pursuance of SEBI (Prohibition of Insider Trading) Regulations, 2015.

- b. The Company addresses all complaints, suggestions and grievances expeditiously and replies have been sent/issues resolved usually within 15 days, except in case of dispute over facts or other legal constraints.
- c. The Shareholders'/Investors' Grievance Committee reviews the complaints received and action taken.
- d. **Investor Correspondence (Details of Compliance officer)**  
For any assistance regarding dematerialization of share transfer , transmissions , change of address or any query relating to shares of company please write to:-

**COMPANY SECRETARY & COMPLIANCE OFFICER:**

**Uniinfo Telecom Services Limited**  
**403, Chetak Centre, 12/2, RNT Marg, Indore, (M.P.)-452001**  
**E-mail Id for Investor's Grievances: grievance@uni-info.co.in**  
**Contact: 8989238448**

**E. GENERAL BODY MEETINGS:**

The details of Annual General Meetings held in last 3 years are as under:

AGM/EGM	DATE	TIME	VENUE	Special Resolution Passed
AGM- 8 <sup>th</sup>	26.09.2018	12.00 P.M.	403,Chetak Centre, 12/2 RNT Marg, Indore (M.P.)-452001	-
AGM- 7 <sup>th</sup>	30.09.2017	11.00 A.M.	403,Chetak Centre, 12/2 RNT Marg, Indore (M.P.)-452001	-
AGM- 6 <sup>th</sup>	30.09.2016	11.00 A.M.	403,Chetak Centre, 12/2 RNT Marg, Indore (M.P.)-452001	-

**403, Chetak Centre, 12/2 RNT Marg, Indore, (M.P.) 452001** None of the businesses proposed to be transacted at the ensuing AGM/EGM require passing a Special Resolution through Postal Ballot.

**F. OTHER DISCLOSURES:**

- a. There are no materially significant transactions with its promoters, the directors or the senior management personnel, their subsidiaries or relatives etc. that may have potential conflict with the interests of the Company. The disclosure in respect of related party transactions is provided in the notes on accounts. All contracts with the related parties entered into during the year are in normal course of business and have no potential conflict with the interest of the Company at large and are carried out on arm's length basis at fair market value.
- b. The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior. Towards this end, the Company has framed a Whistleblower Policy. No personnel have been denied access to the Audit Committee. The detail Whistleblower policy has been uploaded on the Company's website: <https://uni-info.co.in/wp-content/uploads/2018/01/Vigil-Mechanism.pdf>.
- c. The Company has complied with the mandatory requirements of the Listing Regulation.

- d. All transactions entered into with Related Parties as defined under the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, during the financial year were in the ordinary course of business and on an arm's length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with related parties during the financial year, which were in conflict with the interest of the Company. Suitable disclosure as required by the Accounting Standards (AS-18) has been made in the notes to the Financial Statements. The company has framed Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions and is placed on the Company's website and the web link for the same is <https://uniinfo.co.in/wp-content/uploads/2018/01/Policy-on-related-party-transactions.pdf>.

**Means of Communication:**

The website of the company acts as primary source of information regarding the operations of the company quarterly, half yearly and annual financial results and other media releases are being displayed on the company website.

**Payment of Listing Fees:**

Annual listing fee for the year 2018-19 has been paid by the Company to NSE Limited where the shares of the Company are listed. Annual Custody/Issuer fee for the year 2018-19 paid by the Company to Depositories.

**G. GENERAL SHAREHOLDER INFORMATION:**

<b>I</b>	<b>Annual General Meeting:</b>	9 <sup>th</sup> Annual General Meeting of the members of Uniinfo Telecom Services Limited
	<b>Day, Date, Time,</b>	Monday, 28 <sup>th</sup> September, 2019 12:00 PM
	<b>Venue</b>	403, Chetak Centre, 12/2 RNT Marg Indore (MP) 452001
<b>II</b>	<b>Date of Book Closure</b>	22 <sup>nd</sup> September, 2019 to 28 <sup>th</sup> September, 2019 (Both days inclusive)
<b>III</b>	<b>Stock Code</b>	UNIINFO
	<b>ISIN Number</b>	INE481Z01011

**H. LISTING:**

At present, the equity shares of the Company are listed at:-

**National Stock Exchange Ltd. (NSE) Emerge**  
**Exchange Plaza, C-1, Block G, Bandra Kurla Complex,**  
**Bandra (East) Mumbai – 400051.**

**Market Price Data:**

Company has listed on NSE Emerge platform on 15<sup>th</sup> March, 2018. High, Low (based on daily closing prices) and number of equity shares traded during each month in the year 2018-19 on NSE.

Month	NSE Emerge		Traded
	High	Low	
Apr-18	55.70	50.75	308000
May-18	53.75	42.30	128000
Jun-18	45.90	35.95	176000
Jul-18	39.00	32.00	38000
Aug-18	38.25	32.80	104000



Sep-18	38.00	30.40	28000
Oct-18	29.20	21.80	30000
Nov-18	26.15	23.80	12000
Dec-18	26.20	18.10	194000
Jan-19	31.20	24.00	470000
Feb-19	34.75	28.10	582000
Mar-19	39.45	28.05	604000

**REGISTRAR & SHARE TRANSFER AGENT**
**Link Intime India Private Limited**

C-101, 1<sup>st</sup> Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West) Mumbai  
 Mumbai City Maharashtra – 400083

**I. SHARE TRANSFER SYSTEM**

All the transfer received are processed by the Registrars and Transfer Agents and approved by the Board/ Share Transfer Committee.

**J. OUTSTANDING ADRS /GDRS/ WARRANTS OR ANY CONVERTIBLE INSTRUMENTS**

The Company had not issued any GDRs / ADRs/ Warrants or any Convertible instruments in the past and hence as on 31<sup>st</sup> March, 2019 the Company does not have any outstanding GDRs/ ADRs/ Warrants or convertible instruments.

**K. BUSINESS LOCATIONS:**

Company is engaged in the business of Telecom Support services and solutions. The company provides services to telecom industry players ranging from telecom equipment manufacturers (OEM's) to telecom operators. It offer support services and solutions to address the Network Life Cycle requirements of Telecom industry. The business area of the company basically covers states like Goa, Haryana, Maharashtra, Punjab, Andhra Pradesh, Bihar, Delhi, Jharkhand, Telangana, Uttar Pradesh, West Bengal, Daman, Kerala, and Rajasthan.

**L. ADDRESS FOR CORRESPONDENCE:**

**Uniinfo Telecom Services Limited**  
**403, Chetak Centre, 12/2 RNT Marg Indore (MP) 452001**  
**E-mail: [compliance@uni-info.co.in](mailto:compliance@uni-info.co.in)**  
**CIN: U64202MP2010PLC024569**

**M. REPORTING OF INTERNAL AUDITOR**

The Internal Auditor has direct access to the Audit Committee and presents their Internal Audit observations to the Audit Committee.

**N. AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE:**

The Company has obtained a certificate from its Secretarial auditors M/s. M. Maheshwari & Associates, company Secretaries (CP-3860) confirming compliance with the conditions of Corporate Governance as stipulated in Regulation 34(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, with the Stock Exchanges. This Certificate is annexed to the Directors'

Report for the year 2018-19. This certificate will be sent to the stock exchanges along with the Annual Report to be filed by the Company.

**O. DECLARATION REGARDING AFFIRMATION OF CODE OF CONDUCT:**

In terms of the requirements of SEBI (LODR) Regulation 2015 and the Regulation 34(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 entered into with the Stock Exchanges, the Company has received a certificate from its Directors confirming and declaring that all the members of the Board of Directors and the senior management personnel have affirmed compliance with the code of conduct, applicable to them for the year ended 31<sup>st</sup> March, 2019.

**FOR AND ON BEHALF OF BOARD OF DIRECTORS**

**Date: 26.08.2019**

**Place: Indore**

**Kishore Kumar Bhuradia**

**Managing Director**

**DIN: 03257728**

**Anil Kumar Jain**

**Wholetime Director**

**DIN: 00370633**

### **ANNEXURE IX**

#### **Disclosures pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

The percentage increase in Remuneration of each Director Chief Financial Officer, Chief Executive Officer and Company Secretary in the financial year 2018-19 and ratio of remuneration of each Key Managerial Personnel (KMP) against the performance are as under:-

<b>Name of the Director</b>	<b>Category</b>	<b>Percentage Increase in Remuneration for the Financial Year 2018-19</b>	<b>Ratio of Remuneration of director to the Median remuneration</b>
Mr. Kishore Kumar Bhuradia	Managing Director	NIL	37.53:1
Mr. Pranay Kumar Parwal	Whole Time Director	N.A.	7.51:1
Mr. Anil Kumar Jain	Whole Time Director	N.A.	3.75:1
Ms. Anchal Kabra	Company Secretary	N.A.	N.A.
Ms. Khushboo Mundra	Company Secretary	N.A.	N.A.
Mr. Sachin Upadhyay	Company Secretary	N.A.	N.A.
Mr. Niresh Maheshwari	Chief Financial Officer	N.A.	N.A.
Mr. Shalabh Agrawal	Independent Non-Executive Director	N.A.	N.A.
Mrs. Sudha Rathi	Independent Non-Executive Director	N.A.	N.A.
Mr. Prakash Chandra Chhajed	Independent Non-Executive Director	N.A.	N.A.
Lt. Col. Pramod Deogirikar	Additional Director (Independent Non-Executive)	N.A.	N.A.

#### **NOTE:**

1. All the Non-Executive Independent Directors are paid only sitting fees for attending the meetings of Board of directors or Committees thereof.

2. Ms. Anchal Kabra ceased to be a KMP w.e.f. 31<sup>st</sup> May, 2018. Hence, it is not feasible to calculate her percentage increase in salary.

Ms. Khushboo Mundra was appointed as KMP w.e.f. 18<sup>th</sup> June, 2018 and ceased to be KMP in 17<sup>th</sup> December, 2018. Hence, it is not feasible to calculate his percentage increase in salary.

Mr. Sachin Upadhyay was appointed as KMP w.e.f. 07<sup>th</sup> March, 2018. Hence, it is not feasible to calculate his percentage increase in salary.

3. The aforesaid details are calculated on the basis of remuneration for the financial year 2018-19.

4. The remuneration to Directors is within the overall limits approved by the shareholders of the Company.

**A. The Median Remuneration of Employees of the Company during the financial year was 159887.**

**B. Percentage increase in median remuneration of all employees in the financial year 2018-19:-**

Due to the change in no. of employees in FY 17-18 and current FY 18-19, the accurate percentage increase/decrease in the median of remuneration of the employees cannot be calculated. The approximate percentage decrease in the median can be taken as 03.05%.

**C. Number of permanent employees on the rolls of the company as on 31<sup>st</sup> March, 2019:**

The Number of permanent employees on the rolls of Uniinfo Telecom Services Limited as at 31<sup>st</sup> March, 2019 was 763.

**D. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**

As the number of employees was not same in FY 17-18 & FY 18-19, the accurate percentage increase in the remuneration of the employees cannot be calculated. The approximate percentage decrease in the financial year can be taken as 03.05%.

**E. Remuneration is as per the remuneration policy of the Company.**

**DECLARATION ON ADHERENCE WITH COMPANY'S CODE OF CONDUCT**

**[Pursuant to Regulation 34(3) and Schedule V of Securities and Exchange Board of India  
(Listing Obligations and Disclosure Requirements) Regulations, 2015]**

This is to confirm that the Company has adopted Code of Conduct for all the members of Board of Directors, Senior Management, Officers and Employees of the Company as stipulated under Regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the members of Board of Directors, Senior Management, Officers and Employees of the Company have affirmed compliance with Code of Conduct for the financial year ended on 31 March, 2019.

**Date: 26.08.2019**  
**Place: Indore**

**For Uniinfo Telecom Services Limited**

**Kishore Kumar Bhuradia**  
**Managing Director**  
**DIN: 03257728**

**COMPLIANCE CERTIFICATE FROM CEO & CFO**

**[Pursuant to Regulation 17(8) and Part B of Schedule II of Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015]**

To,

**The Board of Directors,  
Uniinfo Telecom Services Limited**

We, Kishore Kumar Bhuradia (Managing Director), Pranay Kumar Parwal (Whole Time Director) and Niresh Maheshwari (Chief Financial Officer) of Uniinfo Telecom Services Limited hereby certify that:

1. We have reviewed financial statements and the cash flow statement for the financial year ended 31 March, 2019 and that to the best of our knowledge and belief:
  - a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - b) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the Auditors and the Audit Committee:
  - a) significant changes in internal control over financial reporting during the year;
  - b) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - c) Instances of significant fraud of which we have become aware and the involvement therein, if any, of them management or an employee having a significant role in the Company's internal control system over financial reporting.

**However, during the year there were no such changes and instances.**

**Kishore Kumar Bhuradia**  
**Managing Director**  
**DIN: 03257728**

**Pranay Kumar Parwal**  
**Whole Time Director**  
**DIN: 03257731**

**Niresh Maheshwari**  
**Chief Financial officer**  
**PAN: ABWPM2515K**

**Compliance Certificate**

***{Under Regulation 34(3) and Schedule V (E) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015}***

To,  
The Members  
Uniinfo Telecom Services Limited  
(CIN L64202MP2010PLC024569)

We have examined the compliance of conditions of corporate governance by Uniinfo telecom services Limited, for the year ended March 31, 2019, as stipulated Regulation 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to a review of procedures and implementation thereof, by the company for ensuring the compliance of the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and Management, we certify that the company has complied with conditions of corporate governance as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Indore  
Date: 26.08.2019

**For M. Maheshwari & Associates.  
Practicing Company Secretaries**

**CS Manish Maheshwari (Proprietor)  
Mem. No. FCS 5174 C.P No. 3860**



## **CODE OF CONDUCT**

### **PREAMBLE**

Regulation 17(5) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") stipulates that the Board of Directors of every listed company shall lay down a code of conduct for all Board members and Senior Management personnel of the Company.

The term "Senior Management" shall mean personnel of the Company who are members of its core management team excluding the Board of Directors. Normally, this would comprise of all members of management one level below the executive directors, including all functional heads.

### **APPLICABILITY**

All Directors/Senior Management personnel are expected to comply with the code in letter and spirit. They are also required to affirm compliance on an annual basis. The Annual Report of the Company shall contain a declaration to this effect signed by the Chief Executive Officer/ Managing Director.

This Code shall apply to the Independent / Non- Executive Directors to the extent that it does not conflict with or is prejudicial to the interest to the Company. Subject to the foregoing and in accordance with the following paragraphs, the Independent / Nonexecutive Directors of the Company shall not be precluded from taking up outside assignments / directorships in other companies.

### **OBJECTIVE**

With a view to maintain high standards of governance, to induce and recognize the virtues of honesty and accountability and to serve as a guideline for addressing situations involving ethical issues in all spheres of activities of the organization, the following rules/code of conduct is required to be observed. The Company appoints the Company Secretary as the Compliance Officer for the purposes of this Code, and the compliance officer will be available to Directors/Senior Management personnel to answer queries / provide clarifications and to help them comply with the code.

### **THE CODE**

#### **Accountability:**

The Directors/Senior Management personnel shall discharge their duties in good faith and integrity in business judgment and in the best interests of the Company and its stakeholders. They are expected to use their best endeavors and organize the resources for advancing the Company's objectives. They shall act ethically, honestly, diligently and in good faith to protect the Company's properties, brand equity and image. They shall act in good faith, responsibly, with due care, competence and diligence and without allowing their independent judgment to be subordinated. They shall act in the best interests of the Company and fulfill their fiduciary obligations.

#### **Conflict of Interest:**

Directors/Senior Management personnel shall not engage in any business, relationship or activity, which may be in conflict with the interests of the Company. Notwithstanding anything contain herein, an Independent / Non- Executive Director shall have the full liberty to pursue his/ her independent professional/ business/ employment activities and/ or to assume office(s) of director/ trustee. Conflicts can arise in many situations. It is not possible to cover every possible conflict situation and at times, it will not be easy to distinguish between proper and improper activity. Set forth are some of the common circumstances that may lead to a conflict of interest, actual or potential: -

- a) They should not engage in any activity/employment that interferes with the performance or responsibility to the Company or is otherwise in conflict with or prejudicial to the Company.
- b) They and their immediate families should generally refrain from investments in such companies/ entities whereby their responsibility to the Company is compromised.

c) They should avoid conducting Company business with a relative or with a firm/company in which a relative/related party is associated in any significant role.

If such related party transaction is unavoidable, it must be fully disclosed to the board of the Company.

Transactions/ dealing done on arm's length basis shall not be considered to be conflict of interest.

**Compliance:**

All applicable laws, rules and regulations shall be complied with. In order to assist the Company in promoting lawful and ethical behavior, any possible violation of laws, rules, regulations or the code of conduct shall be reported to the Board of Directors through the Company Secretary.

**Other Directorships:**

The Directors must disclose their Directorship, Committee membership on the Board of other companies and substantial shareholding in other companies to the Board on an ongoing basis.

**Confidentiality of Information:**

Any information concerning the Company's business, performance, its customers, suppliers, etc., which is not in the public domain and to which the Directors/Senior Management personnel have access or possesses such information must be considered confidential and held in confidence, unless authorized to do so and when disclosure is required under any law. No Director /Senior Management personnel shall provide any information either formally or informally, to the press or any other publicity media, unless specially authorized. Examples of confidential information include but are not restricted to:

- Information not yet released to the public
- Unpublished company strategy
- Current or future R&D programs, technical breakthroughs and/or inventions
- Investments, planned mergers or acquisitions
- Information received from customers or partners
- Unpublished Financial data either actual or forecasted
- Employee information

**Insider Trading:**

Director/Senior Management personnel shall not derive benefit or assist others to derive benefit by giving investment advice based on unpublished price sensitive information defined in SEBI (Prohibition of Insider Trading) Regulations, 2015) about the company and therefore constituting insider information. All Directors/Senior Management Personnel shall comply with SEBI (Prohibition of Insider Trading) Regulations, 2015 and insider trading policy of the Company.

**Equity:**

All attempts should be made to maintain equity and fair justice while dealing on behalf of the Company. The Directors/Senior Management personnel shall be committed to provide a work environment free from unlawful discrimination, harassment and intimidations of any nature. Any kind of harassment and discrimination based on gender, religion, age, sex, national origin and other such characteristics shall be strictly prohibited.

They shall strive for maintaining a safe workplace by following safety and health rules and practices.

**Consumer/ Investor Focus:**

The Directors/Senior Management personnel shall focus on customer/ investor satisfaction. They shall ensure that the communications given are accurate and truthful and do not deliberately omit important facts or shall not be of misleading nature.

### **Team work and Spirit:**

The principles of mutual trust, teamwork and spirit shall be appreciated and maintained. Best efforts shall be made to contribute to an environment that builds confidence and empowers people through personal and professional growth. They shall attempt that the teams grow together through collaborative working, skills development, knowledge sharing and learning from each other. Employees being invaluable assets shall be motivated to achieve higher goals.

### **Corporate Opportunity:**

Except as approved by the Board, the Directors/Senior Management personnel are prohibited from:

- a) taking any personal opportunities directly or indirectly that belong to the Company or are discovered through the use of Company's property, information or position; and
- b) Using the Company's property, information or position for personal gain/advantage or to cause detriment to the Company.

Notwithstanding anything contain herein, an Independent / Non- Executive Director shall have the full liberty to pursue his/ her independent professional/ business/ employment activities and/ or to assume office(s) of director/ trustee.

### **Safeguarding Company's Assets:**

The use of Company's assets for illegal or non-ethical business purposes shall be strictly prohibited. Protecting the Company's assets regardless of whether the same is tangible or intangible is the responsibility of each Director/Senior Management person.

### **Financial Record keeping & reporting:**

It is critical to ensure that all transactions are properly identified, analysed and recorded. Regardless of whether a Director/Senior Management person is directly involved in financial reporting or accounting, most come into contact with financial transactions directly or indirectly. All reasonable efforts are expected to ensure that all business records and reports are accurate, complete and reliable.

### **Duties of Directors:**

Without limiting the generality of the duties stated in the Companies Act, 2013, the Listing Regulations, SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Code of Conduct for Prevention of Insider Trading framed thereunder and other applicable laws, the duties of a director are as under: In terms of Section 166 of the Companies Act, 2013, a director shall:

- ✚ act in accordance with the articles of the Company;
- ✚ act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interests of the Company, its employees, the shareholders, the community and for the protection of environment;
- ✚ exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment;
- ✚ not involve in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company;
- ✚ not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such director is
- ✚ Shall not assign his office and any assignment so made shall be void.

Further in terms of para III (Duties) of Schedule IV of Companies Act, 2013, the Independent Directors shall:

- ✚ Undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
- ✚ seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the Company;

- ✚ strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- ✚ participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- ✚ strive to attend the general meetings of the Company;
- ✚ where they have concerns about the running of the Company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- ✚ keep themselves well informed about the Company and the external environment in which it operates;
- ✚ not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- ✚ pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the Company;
- ✚ ascertain and ensure that the Company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- ✚ report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy;
- ✚ acting within his authority, assist in protecting the legitimate interests of the Company, shareholders and its employees;
- ✚ not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

Notwithstanding anything contained in the Companies Act, 2013, an independent director or a non-executive director (not being promoter or key managerial personnel), shall be held liable, only in respect of such acts of omission or commission by the Company which had occurred with his knowledge, attributable through business processes, and with his consent or connivance or where he had not acted diligently.

#### **Compliance with the Code:**

Once every year or upon revision of this code, every Director/ Senior Management person must acknowledge and execute an understanding of the code and an affirmation that he/she has complied with the Code. New Directors/ Senior Management persons will sign such a deed at the time of joining.

#### **Amendment/ Modification/ Waiver:**

This code may be amended, modified, varied or waived by the Board as may be deemed necessary in the interests of the Company and subject to the provisions of applicable laws, regulations or guidelines. As a general policy, the Board will not grant waiver of this code.

#### **Reporting:**

While every Director/Senior Management person has to himself ensure compliance with this code, any instance of violation or possible violation of this code by the concerned Director/ Senior Management person or by any other Director/ Senior Management person shall be immediately reported to the Board through the compliance officer.

#### **Acknowledgement of Receipt of Code of Conducts –**

All members of the Board of Directors, Senior Management, Officers and employees of the Company shall acknowledge receipt of this Code of Conducts or any modification(s) thereto, in the acknowledgement form annexed to this Code and forward the same to the Company Secretary.

## **INDEPENDENT AUDITOR'S REPORT**

**To**  
**The**  
**Members of Uniinfo Telecom Services Limited**  
**Indore**

### **Report on the Standalone Financial Statements**

#### **Opinion**

We have audited the standalone financial statements of UNIINFO TELECOM SERVICES LIMITED ("the Company"), which comprises the balance sheet as at 31st March 2019, and the statement of Profit and Loss and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and profit, and its cash flows for the year ended on that date.

#### **Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

#### **The Key Audit matters**

Accuracy of Revenues Recognition in respect of onerous obligation on service contracts involves significant judgment:

The company is engaged in rendering Contractual technical services relating to Network optimization, Network planning ,drive test, survey services etc. to OEM's and Telecom operators. Such contractual services are complex to determine revenues and liability for onerous obligation. The recognition of Revenue and the estimation of the outcome of service contracts require significant management judgment, in particular with respect to estimation the cost to complete and the amount of variation orders to be recognised. This estimate has a high inherent uncertainty as it

requires consideration of progress of the contract, efforts incurred till date and efforts required to complete the remaining contract performance obligations.

At the year –end a significant amount of Work in progress (Contract assets and Liabilities) related to these service contracts is recognised on the balance sheet.

Refer Notes 2.5 and 2.15 to the standalone Financial Statements.

#### **AUDITORS RESPONSE:**

Our audit approach was a combination of test of internal controls and substantive procedures which included the following:

- Evaluated the design of internal controls relating to recording of efforts incurred and estimation of efforts required to complete the performance obligations.
- Tested the controls that the company has put in place over its process to record service contract costs and contract revenues and the calculation of the stage of completion.
- Selected a sample of service contracts and through inspection of evidence of performance of these controls, tested the operating effectiveness of the internal controls relating to efforts incurred and estimated.
- Assessed the appropriateness of Work-in progress (Contract assets) on balance sheet by evaluating the underlying documentation to identify possible delays in achieving milestones which may require change in estimated costs to complete the remaining performance obligations

#### **Other Information**

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the standalone financial statements and our auditors' report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our have performed knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

#### **Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act



for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our



opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the 'Annexure A' a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

- (A) As required by Section 143(3) of the Act, we report that:
- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
  - c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account
  - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

(B) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note XX to the financial statements
- ii. The Company did not have any Long Term Contracts including derivative contract for which there were any material foreseeable losses
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- iv. The disclosures in the standalone financial statements regarding holdings as well as dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made in these standalone financial statements since they do not pertain to the financial year ended 31 March 2019.

(C) With respect to the matter to be included in the Auditors' Report under section 197(16):

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

**For APG & Associates  
Chartered Accountants  
Firm Reg. No 119598W**

**Place: Indore  
Date: 25th May, 2019**

**(CA ATUL SHARMA)  
Partner  
Membership No 075615**

### **Annexure "A" to the Independent Auditor's Report**

**(Referred to in Paragraph 1 under the heading of "report on other legal and regulatory requirements" of our report of even date)**

Based on the audit procedures performed for the purpose of reporting a true and fair view on the standalone financial statements of the company and taking into the consideration the information and explanations given to us and the books of accounts and other records examined by us in the normal course of audit, and the best of our knowledge and beliefs, we report that:

i) In respect of its fixed assets:

- a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b) The fixed assets have been physically verified by the management during the year and there is a regular programme of verification of such assets which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets.
- c) As informed, no material discrepancies were noticed on such verification and the same has been properly dealt with in the books of accounts.
  - ii) The Company is Service Company, primarily rendering services to telecom companies; it does not hold any physical inventory. Accordingly, the clause 3(ii) of the order is not applicable to the company.
  - iii) According to the information and explanation given to us, Company has, during the year, not granted any loans, secured or unsecured, to companies, firm and other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, paragraph 3(iii) (a)(b)(c) of the Order is not applicable to the Company.
  - iv) According to the information and explanation given to us, company has complied all the provisions of Section 185 and 186 of the Companies Act, 2013, as applicable.
  - v) The Company has not accepted any deposits from public. , therefore the provisions of clause 3 (v) of the order are not applicable to the Company.
  - vi) According to information and explanation given to us ,the Company is not required to maintain cost records under (Cost Records & Audit) Rules, 2014, prescribed by the Central Government under

Section 148 (1) of the Companies Act, 2013.

- vii) According to the information and explanation given to us in respect of Statutory dues:
  - a) The company is generally regular in depositing with appropriate authorities undisputed statutory dues including Provident fund, Employees state insurance, income tax, Goods and Service Tax, sales tax, service tax, , custom duty, excise duty, value added tax, cess, and other statutory dues to the extent applicable to it though there has been slight delay in few cases of TDS, PF and ESIC.

- b) According to the information and explanation given to us there are no material dues in respect of Provident Fund, Employees State Insurance, Income tax, sales tax, Goods and Service Tax, duty of excise duty, Custom Duty, Service Tax, cess and Value added tax, which have not been deposited on account of any dispute except Income Tax ,which have not been deposited as at 31<sup>st</sup> March 2019 on account of dispute as under:-

Nature of Statute	Nature of Dues	Forum where Matter is Pending	Period to which the Amount relates	Amount (In Rupees )
The Income Tax Act,1961	Income Tax	Commissioner of Income Tax -Appeals	Asst. Year 2017-18	512587

- viii) In our opinion and according to the information and explanations given to us, the company has not defaulted in the repayment of dues to financial institution or bank. The company has not taken any loan from the government and has not issued any debentures.

- ix) According to the information and explanations given to us, on an overall basis, fund raised by way of public offer (IPO) during preceding Financial year i.e. 2017-18 were subsequently utilised during the year at various dates for the purpose for which they were obtained and balance amount remained unutilised at March 31, 2019 are kept under temporarily bank fixed deposits, mutual funds and bank accounts.

Further, term loan have been applied for the purpose for which it was raised.

- x) Based upon the audit procedures performed and according to information and explanations given to us, we report that no fraud on or by the company has been noticed or reported during the year or on the company by its officers or employees.
- xi) Based on the information and explanation given to us the Managerial remuneration has been paid in accordance with the requisite approvals as mandated by the provisions of Section 197 read with the schedule V to the Companies Act, 2013.
- xii) In our opinion and according to the information and explanation given to us, the company is not Nidhi Company. Accordingly, paragraph 3(xii) of the order is not applicable.
- xiii) According to the information and explanations given to us, and based on our examination of the records of the company, all the transaction with the related parties are in the compliance with the section 177 and 188 of the Companies Act, 2013 and the details have been disclosed in the financial statement etc. as required by the applicable Accounting Standards.
- xiv) During the year the company had not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures, hence reporting under clause 3 (ixv) of the order is not applicable to the company.
- xv) Based upon the audit procedure performed and the information and explanations given by the management, the company has not entered into any non cash

transaction with the directors persons concerned with directors. Accordingly, the provisions of paragraph 3(xv) of the order are not applicable to the company.

- xvi) The company is not required to take registration under section 45IA of RBI Act, 1934, and accordingly the clause 3(xvi) of the order is not applicable to the Company.

**For APG & Associates  
Chartered Accountants  
FRN No. 119598W**

**Place: Indore  
Date: 25/05/2019**

**(CA ATUL SHARMA)  
Partner  
Membership No 075615**

## **Annexure- B to the Auditor's Report**

**(Referred to is paragraph 2(e) under "Report on other legal and regulatory requirements section of our report to the members of Uniinfo Telecom Services Limited of even date)**

### **Report on the Internal Financial Controls under Clause (i) of the Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of the **M/s Uniinfo Telecom Services Ltd.** ("the Company") as of 31 March 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of the internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficiently conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ("the Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and disposition of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the; possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not to be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For APG & Associates**  
**Chartered Accountants**  
**FRN No. 119598W**

**Place: Indore**  
**Dated: 25<sup>th</sup> May, 2019**

**(CA ATUL SHARMA)**  
**Partner**  
**Membership No. 075615**



<b>UNIINFO TELECOM SERVICES LIMITED</b> <b>(Formerly known as Uniinfo Telecom Services Private Limited)</b> <b>CIN - L64202MP2010PLC024569</b> <b>Balance Sheet As On 31<sup>st</sup> March, 2019</b>				
	PARTICULARS	Note No.	As On 31/03/2019	As On 31/03/2018
			Rs.	Rs.
I.	<b><u>EQUITY AND LIABILITIES</u></b>			
1.	<b>Shareholder's Fund</b>			
	(a) Share Capital	3	106,931,200	106,931,200
	(b) Reserves and Surplus	4	268,247,464	217,346,690
2.	<b>Non- current liabilities</b>			
	(a) Long-term borrowings	5	7,472,125	34,020,162
	(b) Long-term Provisions	6	6,955,890	4,795,983
3.	<b>Current Liabilities</b>			
	(a) Short term borrowings	7	80,572,145	55,050,929
	(b) Trade payables	8		
	(I) Total outstanding dues of micro enterprises and small enterprise		-	-
	(II) Total outstanding dues of creditors other than micro enterprises and small enterprises		27,755,425	5,566,330
	(c) Other current liabilities	9	43,206,114	62,853,786
	(d) Short term provisions	10	208,563	1,159,123
	<b>TOTAL</b>		<b>541,348,925</b>	<b>487,724,202</b>
II	<b><u>ASSETS</u></b>			
1.	<b>Non-current assets</b>			
	(a) Fixed assets			
	(i) Tangible assets	11	51,303,134	27,423,264
	(ii) Capital WIP	11	221,528	-
	(b) Deferred tax assets (net)	12	3,326,397	1,816,195
	(c) Long-term loans and advances	13	408,290	381,982
	(d) Investment	14	1,094,400	-
2.	<b>Current assets</b>			
	(a) Current investments	15	-	40,099,413
	(b) Inventories	16	281,597,300	235,211,800
	(c) Trade receivables	17	103,881,681	64,336,130
	(d) Cash and Bank Balances	18	76,481,116	96,016,409
	(e) Short-term loans and advances	19	18,775,094	21,905,024
	(f) Other current assets	20	4,259,984	533,984
	<b>TOTAL</b>		<b>541,348,925</b>	<b>487,724,202</b>
	<b>Significant accounting policies and notes to accounts</b>	2-29		
<b>As per our report of even date</b> <b>For APG &amp; Associates</b> <b>Chartered Accountants</b> <b>FRN: 119598W</b>  <b>Atul Sharma</b> <b>Partner</b> <b>M.NO. 075615</b> <b>Date: 25th May,2019</b> <b>Place: Indore</b>		<b>For and on behalf of the Board of Directors of</b> <b>Uniinfo Telecom Services Limited</b> <b>(Formerly known as Uniinfo Telecom Services Private Limited)</b>  <div> <b>Kishore Bhuradia</b>  <b>(Managing Director)</b>  <b>(DIN : 03257728)</b> </div> <div> <b>Pranay Parwal</b>  <b>(Director)</b>  <b>(DIN : 03257731)</b> </div> <div> <b>Niresh Maheshwari</b>  <b>(Chief Financial Officer)</b> </div> <div> <b>Sachin Upadhyay</b>  <b>(Company Secretary)</b> </div>		

<b>UNIINFO TELECOM SERVICES LIMITED</b> <b>(Formerly known as Uniinfo Telecom Services Private Limited)</b> <b>CIN - L64202MP2010PLC024569</b> <b>Profit and Loss Statement For the Year Ended 31<sup>st</sup> March, 2019</b>				
	PARTICULARS	Note No.	Year Ended 31st March, 2019 Rs.	Year Ended 31st March, 2018 Rs.
I	Revenue from operations : Sale of Services	21	501,041,174	360,785,553
			<b>501,041,174</b>	<b>360,785,553</b>
II	Other Income	22	5,750,871	1,465,142
III	Total Revenue (I + II)		<b>506,792,044</b>	<b>362,250,695</b>
IV	Expenses			
	Cost of Materials	23	14,845,737	6,876,761
	(Increase)/decrease in Work-In-Process	24	(46,385,500)	(40,926,240)
	Employee benefits expense	25	195,166,077	161,352,387
	Finance Costs	26	14,369,284	26,917,158
	Depreciation		14,198,152	8,349,041
	Other expense	27	243,683,745	145,847,309
	Total Expense		<b>435,877,495</b>	<b>308,416,416</b>
V	Profit before tax (III - IV)		<b>70,914,549</b>	<b>53,834,279</b>
VI	Tax expense:			
	(1) Current tax		21,025,408	16,650,000
	(2) Short/(Excess) provision for earlier years		(484,127)	24,904
	(3) Deferred tax		(1,510,202)	(1,615,440)
			<b>19,031,079</b>	<b>15,059,464</b>
VII	Corporate Social Responsibility (CSR) Activities		-	-
VIII	Profit for the period from continuing operations (V - VI)		<b>51,883,470</b>	<b>38,774,815</b>
IX	Earnings per equity share:	38		
	(1) Basic		4.85	5.43
	(2) Diluted		4.85	5.43
	See accompanying notes to the financial statements	30-40		
<b>As per our report of even date</b> <b>For APG &amp; Associates</b> <b>Chartered Accountants</b> <b>FRN: 119598W</b>				
<b>For and on behalf of the Board of Directors of</b> <b>Uniinfo Telecom Services Limited</b> <b>(Formerly known as Uniinfo Telecom Services Private Limited)</b>				
<b>Atul Sharma</b> <b>Partner</b> <b>M.NO. 075615</b> <b>Date: 25th May, 2019</b> <b>Place: Indore</b>		<b>Kishore Bhuradia</b> <b>(Managing Director)</b> <b>(DIN : 03257728)</b>		<b>Pranay Parwal</b> <b>(Director)</b> <b>(DIN : 03257731)</b>
		<b>Niresh Maheshwari</b> <b>(Chief Financial Officer)</b>		<b>Sachin Upadhyay</b> <b>(Company Secretary)</b>

UNIINFO TELECOM SERVICES LIMITED (Formerly known as Uniinfo Telecom Services Private Limited) CIN - L64202MP2010PLC024569 Cash Flow Statement for the Year Ended 31 <sup>st</sup> March, 2019								
Particulars	Year Ended 31st March, 2019	Year Ended 31st March, 2018						
	Rs.	Rs.						
<b>Cash flow from operating activities</b>								
Net Profit before taxation and extraordinary item	70,914,549	53,834,279						
<b>Adjustment to reconcile profit before tax to cash generated by operating activities:-</b>								
Depreciation & Non-Cash Expense	14,198,152	8,349,041						
Interest Paid	14,369,284	26,917,158						
Sundry Balance written off	(16,756)							
Interest Income on FDR	(5,493,609)							
Short Term Gain on M.F.	(240,506)							
Provision	2,159,907	4,795,983						
<b>Operating profit before working capital changes</b>	<b>95,891,021</b>	<b>93,896,462</b>						
<b>Changes in Assets and liabilities</b>								
Inventory	(46,385,500)	(40,926,240)						
Trade Receivables	(44,513,492)	(25,004,639)						
Laons and advances and other Assets	3,364,653	(66,519,466)						
Liabilities and Provision	1,948,891	(5,522,499)						
<b>Cash generated from Operations</b>	<b>10,305,574</b>	<b>(44,076,383)</b>						
Direct Taxes Paid	(20,816,846)	16,674,904						
<b>Net cash flow from operating activities</b>	<b>(10,511,272)</b>	<b>(60,751,287)</b>						
<b>Cash flow from investing activities</b>								
Fixed Assets	(38,312,293)	(13,282,226)						
Interest Received	5,493,609							
Advance to Subsidiary	(3,987,031)	0						
Investement In Subsidiary	(1,094,400)	0						
Current Investments	40,339,919	(40,099,413)						
<b>Net cash flow from investing activities</b>	<b>2,439,804</b>	<b>(53,381,640)</b>						
<b>Cash flow from financing activities</b>								
Proceeds From Issue of Share Capital & Securitties Premium	(982,695)	232,311,581						
Long Term Borrowings	(26,548,037)	(53,972,415)						
Short Term Borrowings	25,521,216	(17,576,637)						
Interest Paid	(14,369,284)	(26,917,158)						
<b>Net cash flow from financing activities</b>	<b>(16,378,801)</b>	<b>133,845,372</b>						
<b>Net increase in cash and cash equivalents</b>	<b>(24,450,268)</b>	<b>19,712,446</b>						
<b>Cash and cash equivalents at the begining of the period</b>	<b>25,977,056</b>	<b>6,264,610</b>						
<b>Cash and cash equivalents at the end of the period*</b>	<b>1,526,788</b>	<b>25,977,056</b>						
<p>* Cash &amp; Cash equivalents represents Cash &amp; Bank Balances only, excluding fixed deposits with bank having maturity of more than 3 months.</p>								
<table><tr><td>As per our report of even date For APG &amp; Associates Chartered Accountants FRN: 119598W  Atul Sharma Partner M.NO. 075615 Date: 25th May,2019 Place: Indore</td><td>For and on behalf of the Board of Directors of Uniinfo Telecom Services Limited (Formerly known as Uniinfo Telecom Services Private Limited)  Kishore Bhuradia (Managing Director) (DIN : 03257728)</td><td>Pranay Parwal (Director) (DIN : 03257731)</td></tr><tr><td></td><td>Niresh Maheshwari (Chief Financial Officer)</td><td>Sachin Upadhyay (Company Secretary)</td></tr></table>			As per our report of even date For APG & Associates Chartered Accountants FRN: 119598W  Atul Sharma Partner M.NO. 075615 Date: 25th May,2019 Place: Indore	For and on behalf of the Board of Directors of Uniinfo Telecom Services Limited (Formerly known as Uniinfo Telecom Services Private Limited)  Kishore Bhuradia (Managing Director) (DIN : 03257728)	Pranay Parwal (Director) (DIN : 03257731)		Niresh Maheshwari (Chief Financial Officer)	Sachin Upadhyay (Company Secretary)
As per our report of even date For APG & Associates Chartered Accountants FRN: 119598W  Atul Sharma Partner M.NO. 075615 Date: 25th May,2019 Place: Indore	For and on behalf of the Board of Directors of Uniinfo Telecom Services Limited (Formerly known as Uniinfo Telecom Services Private Limited)  Kishore Bhuradia (Managing Director) (DIN : 03257728)	Pranay Parwal (Director) (DIN : 03257731)						
	Niresh Maheshwari (Chief Financial Officer)	Sachin Upadhyay (Company Secretary)						



<b>UNIINFO TELECOM SERVICES LIMITED</b> <b>(Formerly known as Uniinfo Telecom Services Private Limited)</b> <b>Notes forming part of the financial statements</b>	
<b>Note</b>	<b>Particulars</b>
<b>1.0</b>	<b>General information</b> Uniinfo Telecom Services Limited is a public limited company domicile in india and has also got listed on the National Stock Exchange - SME Emerge Platform on 15th March, 2018. The Company is engaged in rendering technical services relating to network optimisation, network planning, drive test, survey services etc. to OEM's and telecom operators.
<b>2.1</b>	<b>Basis of accounting, preparation of financial statements</b> These financial statements are prepared in accordance with Indian Accounting Standards/ Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values. GAAP comprises mandatory accounting standards as prescribed by the Companies (Accounting Standards) Rules, 2014 and the provisions of the Companies Act, 2013. Accountings policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.
<b>2.2</b>	<b>Use of estimates</b> The preparation of the financial statements is in conformity with Indian GAAP requires the management to make judgement, estimates and assumptions that attend the accounting policies, reported balances of assets and liabilities (including contingent liabilities) and the reported amounts of income and expenses during the period of financial statement. The management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known/materialise. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.
<b>2.3</b>	<b>Cash and cash equivalents (for purposes of Cash Flow Statement)</b> Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.
<b>2.4</b>	<b>Cash flow statement</b> Cash flows are reported using the indirect method, whereby profit /(loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.



<b>UNIINFO TELECOM SERVICES LIMITED</b> <b>(Formerly known as Uniinfo Telecom Services Private Limited)</b> <b>Notes forming part of the financial statements</b>	
<b>Note</b>	<b>Particulars</b>
<b>2.5</b>	<b>Revenue recognition</b> Sale of goods : Sales are recognised, on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods to customers. Income from services : Income from Services recognised on billing basis. WIP is recognised on the basis of cost incurred on the project.
<b>2.6</b>	<b>Other income</b> Interest income on fixed deposits from banks are accounted on accrual basis and other interest income is accounted on receipt basis.
<b>2.7</b>	<b>Fixed assets</b> Tangible assets are stated at cost of acquisition less accumulated depreciation and impairment loss, if any. Cost includes all identifiable expenditure incurred in their acquisition and construction/ installation and other related expenditure incurred to bring the asset to the location and condition necessary for it to be capable of being operated in the manner intended by the management. Capital work in progress comprises of the cost of fixed assets that are not yet ready for their intended use at the reporting date. The company identifies and determines separate useful lives for each major component of the fixed assets, if they have a useful life that is materially different from that of the assets as a whole. When parts of an item of property, machinery and equipments have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment. An item of tangible assets is derecognized on disposal or when no future economic benefits are expected from its use. Gains or losses arising from derecognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the assets and are recognized in the statement of profit and loss when the assets are derecognized. Intangible assets are recorded at the consideration paid for acquisition of such assets and are carried at cost less accumulated amortization and impairment losses, if any. Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the assets and recognised as income or expense in the Statement of Profit and Loss.
<b>2.8</b>	<b>Depreciation and amortisation</b> Depreciation has been provided on the Written Down Value method as per the rates based on useful life as prescribed in 'Part C' of Schedule-II of the Companies Act 2013. Intangible assets are amortized on SLM basis over their estimated useful lives.
<b>2.9</b>	<b>Foreign Currency Transactions</b> Foreign transactions denominated in foreign currency are normally recorded at the exchange rate prevailing to at the time of transaction. Monetary items denominated in foreign currency remaining unsold at the end of year are translated at the year end rate. On monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.



<b>UNIINFO TELECOM SERVICES LIMITED</b> <b>(Formerly known as Uniinfo Telecom Services Private Limited)</b> <b>Notes forming part of the financial statements</b>	
<b>Note</b>	<b>Particulars</b>
	Any income or expenditure on account of exchange rate difference either or unsold or on transaction is recognized in the Profit and Loss Account.
<b>2.10</b>	<b>Forward and Options Contract in Foreign Currency</b> The Company uses Foreign Exchange Forward and Options Contract to hedge its exposure to movements in Foreign Exchange Rates. The use of this Foreign Exchange and Options Contracts reduce the risk or cost to the Company and the company does not use those for trading or speculation purposes. Forward and options contracts are fair valued at each reporting date. The resultant gain or loss from these transactions are recognized in the Statement of Profit and Loss. Forward and Option Contracts are fair valued at each reporting date.
<b>2.11</b>	<b>Investments</b> Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments. Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments. The cost comprises the purchase price and directly attributable acquisition charges such as brokerage, fees and duties. On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.
<b>2.12</b>	<b>Employee benefits</b> The Company's provident fund schemes are defined contribution plans. The contributions paid/payable under the schemes are recognized immediately in the Statement of Profit and Loss. The employees' gratuity scheme is a defined benefit plan. The present value of the obligation under such defined benefit plan is determined at each Balance Sheet date based on actuarial valuation carried out by an independent actuary using Projected Unit Credit (PUC) method. Actuarial gains and losses are recognized immediately in the Statement of Profit and Loss. Past service cost is recognized as an expense on a straight line basis over the average period until the benefit becomes vested. To the extent the benefits are already vested past service cost is recognized immediately.
<b>2.13</b>	<b>Borrowing costs</b> The borrowing costs that are directly attributable to the acquisition, construction or productions of a qualifying asset are capitalized as part of the cost of that asset. The amount of borrowing cost eligible for capitalization is determined in accordance with Accounting Standard (AS) 16- Borrowing Costs issued by the Institute of Chartered Accountants of India (ICAI) and specified u/s 133 of the Act read with Rule 7 of the Companies (Accounts) Rule, 2014.

<b>UNIINFO TELECOM SERVICES LIMITED</b> <b>(Formerly known as Uniinfo Telecom Services Private Limited)</b> <b>Notes forming part of the financial statements</b>	
<b>Note</b>	<b>Particulars</b>
<b>2.14</b>	<b>Segment reporting</b> As per the definition of Business Segment and Geographical Segment contained in Accounting Standard 17 "Segment Reporting", the management is of the opinion that the Company's operation comprises of operating in Primary and Secondary market and incidental activities thereto, there is neither more than one reportable business segment nor more than one reportable geographical segment, and, therefore, segment information as per Accounting Standard 17 is not required to be disclosed.
<b>2.15.</b>	<b>Work in Progress under Service Contracts</b> Work in progress are valued at cost. The cost of inventories comprise all costs of purchase including duties and taxes (other than those subsequently recoverable from the taxing authorities), conversion cost, Salaries, Site expenses and other costs incurred in bringing the project to their present location and condition.
<b>2.16</b>	<b>Earnings per share</b> Basic earnings per share is computed by dividing the profit /(loss) after tax (including the post tax effect of extraordinary items, if any) by the number of weighted average equity shares outstanding during the year. In the event of issue of bonus shares, or share split the number of equity shares outstanding is increased without an increase in the resources. The number of Equity shares outstanding before the event is adjusted for the proportionate change in the number of equity shares outstanding as if the event had occurred at the beginning of the earliest period reported. Right shares issued during the year is considered while calculating EPS during the current period.
<b>2.17</b>	<b>Taxes on income</b> Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961. Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.



<b>UNIINFO TELECOM SERVICES LIMITED</b> <b>(Formerly known as Uniinfo Telecom Services Private Limited)</b> <b>Notes forming part of the financial statements</b>	
<b>Note</b>	<b>Particulars</b>
	<p>Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognised only if there is virtual certainty that there will be sufficient future taxable income available to realise such assets. Deferred tax assets are recognised for timing differences of other items only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each Balance Sheet date for their realisability.</p>
<b>2.18</b>	<p><b>Impairment of assets</b></p> <p>The Company assesses at each balance sheet date whether there is any indication that an asset or a group of assets (Cash Generating Unit) may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset or a group of assets. If such recoverable amount of the asset or the recoverable amount of the Cash Generating Unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the Statement of Profit &amp; Loss. If at the Balance Sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciable historical cost.</p>
<b>2.19</b>	<p><b>Provisions and contingencies</b></p> <p>A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.</p>
<b>2.20</b>	<p><b>Leases</b></p> <p>Lease payments under an operating lease recognised as an expense in the statement of profit and loss on a straight line basis over the lease term unless another systematic basis is more representative of the time pattern of the user's benefit.</p>

<b>UNIINFO TELECOM SERVICES LIMITED</b> <b>(Formerly known as Uniinfo Telecom Services Private Limited)</b> <b>Notes forming part of the financial statements</b>		
Particulars	As On 31/03/2019	As On 31/03/2018
	Rupees	Rupees
<b>NOTE NO. '3'</b>		
<b>SHARE CAPITAL</b>		
<b>-Authorised</b>		
1,20,00,000 Equity Shares of Rs. 10/- each	120,000,000	120,000,000
[Previous Year : 12000000 Equity Shares of Rs. 10/- each]		
<b>-Issued, Subscribed and Paid up</b>		
1,06,93,120 Equity Shares of Rs 10/- each fully paid-up.	106,931,200	106,931,200
[Previous Year : 10693120 Equity Shares of Rs. 10/- each]		
<b>TOTAL</b>	<b>106,931,200</b>	<b>106,931,200</b>
<b>Reconciliation of Shares (In Nos.) :-</b>	<b>(In Nos.)</b>	<b>(In Nos.)</b>
<b>Opening Share Capital</b>	10,693,120	228,200
Add: Right Shares issued during the year	-	212,745
Add: Bonus Shares issued during the year	-	6,614,175
Add: Intial Public Offer during the year	-	3,638,000
<b>Closing Share Capital</b>	<b>10,693,120</b>	<b>10,693,120</b>
<b>List of shareholders having 5% or more Shares :-</b>		
<b>Name Of Shareholders and Holding in Nos.</b>	<b>(In Nos.)</b>	<b>(In Nos.)</b>
Kishore Bhuradia	4,616,240	4,616,240
Pranay Parwal	643,840	643,840
<b>TOTAL</b>	<b>5,260,080</b>	<b>5,260,080</b>
<b>Name Of Shareholders and Holding in Percentage</b>	<b>(In %)</b>	<b>(In %)</b>
Kishore Bhuradia	43.17%	43.17%
Pranay Parwal	6.02%	6.02%
<b>TOTAL</b>	<b>49.19%</b>	<b>49.19%</b>

### 3.1 Terms/rights attached to Equity Shares:

i. The company has only one class of shares referred to as equity shares having a par value of Rs.10/-. Each holder of equity shares is entitled to one vote per share.

ii. In the event of liquidation of the Company, the holders of equity shares shall be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. The amount distributed

**3.2** The company has issued 2,12,745 Right Equity Shares of Rs. 10 each share on premium of Rs. 225 per share in the financial year 2017-18.

**3.3** The company has issued 66,14,175 Bonus Equity Shares of Rs. 10 each share in the financial year 2017-18, out of securities premium reserve account, in accordance with the provisions of Sec.63 of the Companies Act, 2013.



**UNIINFO TELECOM SERVICES LIMITED**  
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3.4 Initial public issue of upto 36,38,000 equity shares of face value of Rs. 10/- each ("equity shares") of Uniinfo Telecom Services Limited (the "company" or the "issuer") at a price of Rs. 55/- per equity share, including a share premium of Rs. 45/- per equity share (the "issue price"), aggregating up to Rs.2,000.90 lakhs("the issue"), of which 8,04,000 equity shares of face value of Rs.10/- each at a price of Rs. 55/- per equity share, aggregating up to Rs. 442.20 lakhs were reserved for Pre- IPO placement and 28,34,000 equity shares of Rs.10/- each at a price of Rs. 55/- per equity share, aggregating up to Rs. 1,558.70 lakh was reserved for public issue of which 1,42,000 equity shares of face value of Rs. 10/- each at a price of Rs. 55/- per equity share, aggregating up to Rs. 78.10 lakhs was reserved for the market maker to the issue (the "market maker reservation portion"). the public issue less market maker reservation portion i.e. net issue to public were 26,92,000 equity shares of face value of Rs. 10/- each at a price of Rs. 55/- per equity share, aggregating up to Rs. 1,480.60 lakhs is hereinafter referred to as the "net issue". the PRE – IPO placement, public issue and the net issue will constitute 7.52%, 26.50% and 25.18% respectively of the post issue paid up equity share capital of our company.

**3.5.** No monies received against share warrants.

**3.6** No share application money is pending for allotment.

Particulars	As On 31/03/2019	As On 31/03/2018
	Rupees	Rupees
<b>NOTE NO. '4'</b>		
<b>RESERVES AND SURPLUS</b>		
<b>Profit and Loss Account</b>		
Opening Balance	54,790,309	16,015,494
Add: Profit During The Year	51,883,470	38,774,815
<b>TOTAL OF (A)</b>	<b>106,673,778</b>	<b>54,790,309</b>
<b>Securities Premium Reserve</b>		
Opening Balance	162,556,381	34,894,000
Add: Addition during the year	-	47,867,625
<b>( 2,12,745 Right Equity Shares of Rs. 10/- each at a price of Rs. 235/- per equity share, including a share premium of Rs. 225/- per equity share)</b>		
Less: Bonus shares issued during the year	-	66,141,750
<b>(66,14,175 Bonus Equity Shares of Rs. 10 each share)</b>		
<b>TOTAL BEFORE INTIAL PUBLIC OFFER</b>	<b>162,556,381</b>	<b>16,619,875</b>
Add: Addition during the year		163,710,000
<b>(Intial Public Offer of 36,38,000 Equity Shares of face value of Rs. 10/- each at a price of Rs. 55/- per equity share, including a share premium of Rs. 45/- per equity share)</b>		
Less: Amount utilised for IPO Expenses	982,695	17,773,494
<b>TOTAL (AFTER INTIAL PUBLIC OFFER) OF (B)</b>	<b>161,573,686</b>	<b>162,556,381</b>
<b>TOTAL OF ( C ) = ( A ) + ( B )</b>	<b>268,247,464</b>	<b>217,346,690</b>

<b>UNIINFO TELECOM SERVICES LIMITED</b> <b>(Formerly known as Uniinfo Telecom Services Private Limited)</b> <b>Notes forming part of the financial statements</b>		
Particulars	As On 31/03/2019	As On 31/03/2018
	Rupees	Rupees
<b>NOTE NO. '5'</b>		
<b>LONG TERM BORROWINGS</b>		
<b>-Secured</b>		
Axis Bank Limited Car Loan A/c	934,026	1,127,674
Less: Current Maturities of Term Loan	211,078	193,645
	722,948	934,029
Punjab National Bank Car Loan A/c	-	404,489
Less: Current Maturities of Term Loan	-	129,118
	-	275,371
<b>TOTAL of (A)</b>	<b>722948</b>	<b>1209400</b>

**For Axis Bank -Car Loan**

a. The car loan from the Axis Bank Limited carries interest @ 8.65% vide sanction letter dated 05.03.2018. The loan is repayable in 60 equated monthly installments along with interest as and when due on the remaining balance.

b. The car loan is secured by hypothecation of the car purchased from bank finance.

**For Punjab National Bank -Car Loan**

a. The car loan from the punjab national bank carries interest @ 9.85% Vide sanction letter dated 21.03.2016. The loan is repayable in 60 equated monthly installments along with interest as and when due on the remaining balance.

b. The car loan is secured by hypothecation of the car purchased from bank finance.

<b>- Unsecured</b>		
<b>Loans &amp; Advance from Related Parties</b>		
<b>Loan From Banks</b>		
HDFC Bank Limited	-	3,196,950
Less: Current Maturities of Term Loan	-	1,713,554
	-	1,483,396
Kotak Mahindra Bank Limited - (CSG - 152725187)	1,824,824	4,179,296
Less: Current Maturities of Term Loan	1,824,824	2,354,472
	-	1,824,824
Kotak Mahindra Bank Limited -(CSG - 152574470)	-	1,279,930
Less: Current Maturities of Term Loan	-	685,282
	-	594,648
RBL Bank Limited - (Loan A/c No. 809000829787)	-	1,084,403
Less: Current Maturities of Term Loan	-	993,731
	-	90,672

<b>UNIINFO TELECOM SERVICES LIMITED</b> <b>(Formerly known as Uniinfo Telecom Services Private Limited)</b> <b>Notes forming part of the financial statements</b>		
Particulars	As On 31/03/2019	As On 31/03/2018
	Rupees	Rupees
RBL Bank Limited (Loan A/c No. 809001343068)	2,018,373	2,868,779
Less: Current Maturities of Term Loan	1,158,972	1,480,659
	859,401	1,388,120
Indusind Bank Limited	2,593,577	3,741,952
Less: Current Maturities of Term Loan	1,379,241	1,149,345
	1,214,336	2,592,607
Equitas Small Finance Bank Limited	-	4,285,606
Less: Current Maturities of Term Loan	-	2,417,134
	-	1,868,472
<b>Loan From NBFC's</b>		
Capital First Limited -(Agreement No. 8848129)	-	4,853,496
Less: Current Maturities of Term Loan	-	1,283,878
	-	3,569,618
Capital First Limited -(Agreement No. 13487518)	2,900,324	4,184,201
Less: Current Maturities of Term Loan	1,542,607	2,586,601
	1,357,717	1,597,600
Edelweiss Retail Finance Limited	2,927,164	4,231,925
Less: Current Maturities of Term Loan	1,559,997	1,304,761
	1,367,167	2,927,164
Fullerton India Credit Co. Limited	1,684,157	3,605,849
Less: Current Maturities of Term Loan	1,684,157	1,921,691
	-	1,684,158
HDB Financial Services Limited	-	1,871,173
Less: Current Maturities of Term Loan	-	576,906
	-	1,294,267
India Infoline Finance Limited	-	3,197,138
Less: Current Maturities of Term Loan	-	1,024,726
	-	2,172,412
IVL Finance Limited	2,294,329	3,309,962
Less: Current Maturities of Term Loan	1,220,305	1,015,633
	1,074,024	2,294,329
Magma Fincorp Limited		
(Customer Proposal No. PG/0135/P/16/000139)	-	1,710,846
Less: Current Maturities of Term Loan	-	1,338,327
	-	372,519



<b>UNIINFO TELECOM SERVICES LIMITED</b> <b>(Formerly known as Uniinfo Telecom Services Private Limited)</b> <b>Notes forming part of the financial statements</b>		
Particulars	As On 31/03/2019	As On 31/03/2018
	Rupees	Rupees
Magma Fincorp Limited (Customer Proposal No. PG/0135/P/15/000095) Less: Current Maturities of Term Loan	- -	1,259,256 1,259,256
Religare Finvest Limited Less: Current Maturities of Term Loan	887,889 887,889	1,896,504 1,008,615
Tata Capital Financial Services Limited (Loan A/c No. 6722634) Less: Current Maturities of Term Loan	- -	1,462,770 1,462,770
	-	-
Tata Capital Financial Services Limited (Loan A/c No. TCFBL 0284000010016385) Less: Current Maturities of Term Loan	1,876,686 1,000,154	2,713,200 836,514
	876,532	1,876,686
Volition Credit & Holdings Pvt. Ltd. Less: Current Maturities of Term Loan	- -	2,158,077 778,802
	-	1,379,275
Zen Lefin Private Limited Less: Current Maturities of Term Loan	- -	4,210,138 1,298,033
	-	2,912,105
<b>TOTAL of (B)</b>	<b>6,749,177</b>	<b>32,810,762</b>
<b>TOTAL of (C) = (A) + (B)</b>	<b>7,472,125</b>	<b>34,020,162</b>

**Terms & conditions of loans from banks :-**
**For Kotak Mahindra Bank Limited - Business Term Loan (CSG - 152725187)**

a. The indian rupee Business Loan taken from the Kotak Mahindra Bank Limited carries interest @17% p.a. vide agreement letter dated 16-11-2017. The loan is repayable in 24 equated monthly installment along with interest as and when due on the remaining balance.

**For RBL Bank Limited - Business Term Loan (Loan A/c No. 809001343068)**

a. The indian rupee Business Loan taken from the RBL Bank Limited carries interest @18% p.a. vide disbursement letter dated 18-11-2017. The loan is repayable in 36 equated monthly installment along with interest as and when due on the remaining balance.

**For Indusind Bank Limited - Business Term Loan**

a. The indian rupee Business Loan taken from the Indusind Bank Limited carries interest @18.50% p.a. vide sanction letter dated 05-12-2017. The loan is repayable in 36 equated monthly installment along with interest as and when due on the remaining balance.

**UNIINFO TELECOM SERVICES LIMITED**  
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**Notes forming part of the financial statements**

**Terms & conditions of loans from Non-Banking Financial Companies :-**
**For Capital First Limited - Business Term Loan (Agreement No. 13487518)**

a. The indian rupee Business Loan taken from the Capital First Limited carries interest @18.50% p.a. vide agreement letter dated 24-11-2017. The loan is repayable in 36 equated monthly installment along with interest as and when due on the remaining balance.

**For Edelweiss Retail Finance Limited - Business term Loan (Top Up)**

a. The indian rupee Business Loan taken from the Edelweiss Retail Finance Limited carries interest @18% p.a. vide agreement letter dated 02-12-2016. The loan is repayable in 24 equated monthly installment along with interest as and when due on the remaining balance.

**For Fullerton India Credit Co. Limited - Business Term Loan (Top Up)**

a. The indian rupee Business Loan taken from the Fullerton India Credit Company Limited carries interest @18% p.a. vide agreement letter dated 05-01-2017. The loan is repayable in 24 equated monthly installment along with interest as and when due on the remaining balance.

**For IVL Finance Limited - Business Term Loan**

a. The indian rupee Business Loan taken from the IVL Finance Limited carries interest @18.50% p.a. vide agreement letter dated 18-12-2017. The loan is repayable in 36 equated monthly installment along with interest as and when due on the remaining balance.

**For Religare Finvest Limited - SME Term Loan**

a. The indian rupee Business Loan taken from the Religare Finvest Limited carries interest @18.75% p.a. Vide agreement letter dated 29-10-2015. The loan is repayable in 36 equated monthly installment along with interest as and when due on the remaining balance.

**For Tata Capital Financial Services Limited - PL Business Loan (Loan A/c No. TCFBL 0284000010016385)**

a. The indian rupee Business Loan taken from the TATA Capital Financial Services Limited carries interest @18.00% p.a. Vide disbursement letter dated 20-11-2017. The loan is repayable in 36 equated monthly installment along with interest as and when due on the remaining balance.

Particulars	As On 31/03/2019	As On 31/03/2018
	Rupees	Rupees
<b>NOTE NO. '6'</b> <b>LONG TERM PROVISION</b> Gratuity Provision	6,955,890	4,795,983
<b>TOTAL</b>	<b>6,955,890</b>	<b>4,795,983</b>
Particulars	As On 31/03/2019	As On 31/03/2018
	Rupees	Rupees
<b>NOTE NO. '7'</b> <b>SHORT TERM BORROWINGS</b> <b>-Secured</b> Loans repayable on demand From Banks (CC Limit) - ICICI Bank Limited (Secured by debtors and assets belonging to Directors and relative of the Directors and the personal guarantee of the Directors ) - YES Bank Limited	35,211,732     45,360,413	14,642,217     40,008,712
<b>TOTAL OF (A)</b>	<b>80,572,145</b>	<b>54,650,929</b>



**UNIINFO TELECOM SERVICES LIMITED**  
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**Notes forming part of the financial statements**

**Terms & conditions of CC LIMIT from ICICI Bank Limited :-**

a. Loans repayable on demand from ICICI Bank carries interest @I-MCLR-6M + 1.95% vide sanction letter dated 23.03.2018. However, the facilities are available for the period of 12 months subject to review at periodicals intervals wherein the facilities may be continued/ cancelled/reduced depending upon the conduct and utilisation of facilities. Further, others conditions, in detailed, are mentioned in the sanction letter issued by the ICICI Bank Limited.

b. CC limit has first charge by way of hypothication of the company's entire stock of raw materials, semi-finished/work -in-progress and finished goods, and such other movables including book-debts, consumables stores and spares, bills whether documentary or clean,outstanding monies, receivables, both present and future of all the locations of the company, in a form and manner satisfactory to the bank.

c. Further, the loans have been guaranteed by the by personal guarantee of Shri Kishore Bhuradia, Shri Pranay Parwal, Anil Jain Director & principal shareholder of the company and Smt. Nirmala Parwal, Smt. Nirmala Bhuradia & Rekha Jain relative of key managerial person.

d. The Company mortgaged properties belonging to Shri Kishore Bhuradia, Shri Anil Jain Directors and Smt. Nirmala Parwal, Smt. Nirmala Bhuradia, Smt. Rekha Jain relative of key managerial person as collateral security.

**Terms & conditions of Overdraft (FD Backed) Facility from YES Bank Limited :-**

a. The facility shall be used for working capital requirement of the borrower and bearing the floating rate of interest @ 0.35% over and above Fixed Deposit rate.

b. The Overdraft facility from Yes Bank is secured by 110% of Fixed Deposits in the name of the Borrower under the bank lien. subject to further furnish cash collateral equivalent to 110% of the amount of facility to be utilized from time to time upon demand by the bank, furnish additional amounts of cash collateral furnished and the notional amount of the letter of credit due to exchange rate fluctuation as on the date of demand. Further, the tennure period of facility is 12 months or maturity of FDR whichever is earlier subject to annual review.

<b>-Unsecured</b>		
<b>Loans repayable on demand</b>		
<b>From Others</b>		
Armour Software Technologies (LLP)	-	400,000
<b>TOTAL OF (B)</b>	-	400,000
<b>TOTAL OF ( C ) = ( A ) + ( B )</b>	<b>80,572,145</b>	<b>55,050,929</b>

**Terms & Conditions of Inter Corporate Deposit :**

The above Loan was taken on long term basis with mutually agreed repayment & interest rate terms & conditions.

Particulars	As On 31/03/2019	As On 31/03/2018
	Rupees	Rupees
<b>NOTE NO. '8'</b>		
<b>TRADE PAYABLES</b>		
<b>Trade Payables</b>		
Total outstanding dues of Micro and Small Enterprises (Refer Note No.32)	-	-
Total outstanding dues of creditors other than Micro and Small Enterprises	27,755,425	5,566,330
<b>TOTAL</b>	<b>27,755,425</b>	<b>5,566,330</b>

<b>UNIINFO TELECOM SERVICES LIMITED</b> <b>(Formerly known as Uniinfo Telecom Services Private Limited)</b> <b>Notes forming part of the financial statements</b>		
Particulars	As On 31/03/2019	As On 31/03/2018
	Rupees	Rupees
<b>NOTE NO. '9'</b>		
<b>OTHER CURRENT LIABILITIES</b>		
Current maturities of long term debt	12,469,224	28,813,453
Advance from Customers	-	9,727,242
Employee Benefits	17,649,372	13,241,113
For Statutory Dues	11,722,098	7,904,792
Others (Refer Note No. 28)	1,365,420	3,167,185
<b>TOTAL</b>	<b>43,206,114</b>	<b>62,853,786</b>
Particulars	As On 31/03/2019	As On 31/03/2018
	Rupees	Rupees
<b>NOTE NO. '10'</b>		
<b>SHORT TERM PROVISIONS</b>		
Provision for Taxation (Net) (Refer Note No.30)	208,563	1,159,123
<b>TOTAL</b>	<b>208,563</b>	<b>1,159,123</b>
Particulars	As On 31/03/2019	As On 31/03/2018
	Rupees	Rupees
<b>NOTE NO. '12'</b>		
<b>DEFERRED TAX ASSETS (NET)</b>		
<b>Tax effect of items constituting Deferred Tax Assets</b>		
- On difference between book balance and tax balance of fixed assets	1,391,268	494,782
- Provision for gratuity	1,935,129	1,321,413
<b>DEFERRED TAX LIABILITIES (NET)</b>	-	-
<b>TOTAL</b>	<b>3,326,397</b>	<b>1,816,195</b>
Particulars	As On 31/03/2019	As On 31/03/2018
	Rupees	Rupees
<b>NOTE NO. '13'</b>		
<b>LONG TERM LOANS AND ADVANCES</b>		
<b>Secured Considered Good:</b>		
<b>Security Deposits</b>		
- Sales Tax/VAT/CST (Deposits)	408,290	381,982
<b>TOTAL</b>	<b>408,290</b>	<b>381,982</b>
Particulars	As On 31/03/2019	As On 31/03/2018
	Rupees	Rupees
<b>NOTE NO. '14'</b>		
<b>INVESTMENT</b>		
<b>Unquoted</b>		
- Investment in wholly owned subsidiary (fully paid up )		
5000 ( 31March 2018: Nil) Equity shares of 100 TBH each	1,094,400	-
<b>TOTAL</b>	<b>1,094,400</b>	<b>-</b>

<b>UNIINFO TELECOM SERVICES LIMITED</b> <b>(Formerly known as Uniinfo Telecom Services Private Limited)</b> <b>Notes forming part of the financial statements</b>		
Particulars	As On 31/03/2019	As On 31/03/2018
	Rupees	Rupees
<b>NOTE NO. '15'</b>		
<b>Current Investments</b>		
<b>Investemnts in Mutual Funds</b>		
<b>Quoted :-</b>		
Aditya Birla Sunlife Cash Plan	-	40,099,413
(144580.699 No.of Units @ 278.2338 NAV as on 31/03/2018)		
<b>TOTAL</b>	<b>-</b>	<b>40,099,413</b>
Particulars	As On 31/03/2019	As On 31/03/2018
	Rupees	Rupees
<b>NOTE NO. '16'</b>		
<b>INVENTORIES</b>		
WIP	281,597,300	235,211,800
<b>TOTAL</b>	<b>281,597,300</b>	<b>235,211,800</b>
Particulars	As On 31/03/2019	As On 31/03/2018
	Rupees	Rupees
<b>NOTE NO. '17'</b>		
<b>TRADE RECEIVABLES</b>		
<b>Unsecured Considered Good</b>		
Outstanding for a period less than six months	95,932,541	62,255,527
Outstanding for a period exceeding six months	7,949,140	2,080,603
<b>TOTAL</b>	<b>103,881,681</b>	<b>64,336,130</b>
Particulars	As On 31/03/2019	As On 31/03/2018
	Rupees	Rupees
<b>NOTE NO. '18'</b>		
<b>CASH AND BANK BALANCES</b>		
<b>-Cash and Cash Equivalents</b>		
Cash on Hand	103,051	157,148
Balance with Banks	1,423,737	25,809,908
<b>-In Current Accounts</b>		
Escrow Accounts	-	10,000
<b>- Other Bank Balances</b>		
FDR With More Than 3 Month Maturity but Less Than 12 Months	74,954,329	70,039,353
<b>TOTAL</b>	<b>76,481,116</b>	<b>96,016,409</b>



<b>UNIINFO TELECOM SERVICES LIMITED</b> <b>(Formerly known as Uniinfo Telecom Services Private Limited)</b> <b>Notes forming part of the financial statements</b>		
Particulars	As On 31/03/2019	As On 31/03/2018
	Rupees	Rupees
<b>NOTE NO. '19'</b>		
<b>SHORT TERM LOANS AND ADVANCES</b>		
<b>Secured Considered Good:</b>		
<b>Security Deposits :-</b>		
- Rent deposits with Landlord	500,620	565,500
- FDR for Commandant MCTS (Mhow)	278,083	262,793
- Reliance Corporate IT Park Limited	6,022,164	3,706,865
- Security deposit with NSE	-	1,593,700
- Security deposit with UCN Cable Network Pvt. Ltd.	1,000	1,000
Security deposit with Livingston India Pvt.Ltd	300,000	-
<b>Balance with Govt. Department :-</b>		
Income tax refund receivable (Previous Years)	7,262,310	6,211,806
VAT Receivable	211,216	211,216
Advances to Employees	3,878,617	3,129,117
Advances to Suppliers	122,763	5,566,500
TDS Receivable	198,322	656,527
<b>TOTAL</b>	<b>18,775,094</b>	<b>21,905,024</b>
Particulars	As On 31/03/2019	As On 31/03/2018
	Rupees	Rupees
<b>NOTE NO. '20'</b>		
<b>OTHER CURRENT ASSETS</b>		
Aditya Birla Finance Limited	-	1,598
RBL Bank Limited - (Loan A/c No. 809000541241)	-	440
Interest Accured but not due	-	10,800
Advance to Subsidiary	3,987,031	-
Other Receivable (Refer Note No. 29)	272,953	521,146
<b>TOTAL</b>	<b>4,259,984</b>	<b>533,984</b>
Particulars	As On 31/03/2019	As On 31/03/2018
	Rupees	Rupees
<b>NOTE NO. '21'</b>		
<b>REVENUE FROM OPERATION</b>		
Income from Services (Domestic)	501,041,174	360,785,553
<b>TOTAL</b>	<b>501,041,174</b>	<b>360,785,553</b>

<b>UNIINFO TELECOM SERVICES LIMITED</b> <b>(Formerly known as Uniinfo Telecom Services Private Limited)</b> <b>Notes forming part of the financial statements</b>		
Particulars	As On 31/03/2019	As On 31/03/2018
	Rupees	Rupees
<b>NOTE NO. '22'</b>		
<b>OTHER INCOME</b>		
Sundry Balance Written Off	16,756	90,706
Forfeiture of SD of Employees	-	82,350
Interest on Income Tax Refund	-	1,117,967
Interest on FDR	5,493,609	74,706
Aditya Birla Sun Life ( Short Term Capital Gain)	240,506	99,413
<b>TOTAL</b>	<b>5,750,871</b>	<b>1,465,142</b>
Particulars	As On 31/03/2019	As On 31/03/2018
	Rupees	Rupees
<b>NOTE NO. '23'</b>		
<b>COST OF MATERIAL CONSUMED</b>		
<b>Materials Consumption</b>		
Opening Stock	-	-
Add: Purchases	14,845,737	6,876,761
Add: Taxes on Purchases	-	-
	14,845,737	6,876,761
Less : Closing Stock	-	-
<b>TOTAL</b>	<b>14,845,737</b>	<b>6,876,761</b>
Particulars	As On 31/03/2019	As On 31/03/2018
	Rupees	Rupees
<b>NOTE NO. '24'</b>		
<b>(Increase)/Decrease in WIP</b>		
Closing WIP	281,597,300	235,211,800
Opening WIP	235,211,800	194,285,560
<b>TOTAL</b>	<b>46,385,500</b>	<b>40,926,240</b>
Particulars	As On 31/03/2019	As On 31/03/2018
	Rupees	Rupees
<b>NOTE NO. '25'</b>		
<b>EMPLOYEE BENEFITS EXPENSES</b>		
Salaries, Wages, Bonus etc.	186,573,831	150,764,783
Contribution to P.F, E.S.I and Other Statutory Funds	6,190,914	5,669,785
Gratuity	2,159,907	4,795,983
Staff Welfare	241,425	121,836
<b>TOTAL</b>	<b>195,166,077</b>	<b>161,352,387</b>



<b>UNIINFO TELECOM SERVICES LIMITED</b> <b>(Formerly known as Uniinfo Telecom Services Private Limited)</b> <b>Notes forming part of the financial statements</b>		
Particulars	As On 31/03/2019	As On 31/03/2018
	Rupees	Rupees
<b>NOTE NO. '26'</b>		
<b>FINANCE COSTS</b>		
Interest Expenses	13,249,320	24,891,141
Other Borrowing Expenses	1,119,964	2,026,016
<b>TOTAL</b>	<b>14,369,284</b>	<b>26,917,158</b>
Particulars	As On 31/03/2019	As On 31/03/2018
	Rupees	Rupees
<b>NOTE NO. '27'</b>		
<b>OTHER EXPENSES</b>		
Advertisement Charges	69,981	51,500
Auditors' Fees (See Note No : 40)	300,000	300,000
Brokerage	113,372	169,349
Business Promotion	39,794	80,826
Consumption of Stores and Spares Parts	101,802	50,933
Consumable Computer Accessories	263,420	183,145
Conveyance Charges	231,700	73,163
Cost of Services	214,568,375	114,348,093
Courier Charges	443,092	236,350
Customer/Supplier Deduction	482,866	119,347
Director Remuneration	7,800,000	7,800,000
Director sitting fee	75,000	-
Donation	5,000	-
Electricity Expenses	469,703	469,002
Entry Tax	-	4,766
Freight & Cartage	4,070,771	1,957,651
Insurance	66,013	444,694
Interest on Service tax	-	3,150,940
Interest on TDS	90,309	419,469
Legal & Professional	1,014,094	292,596
Office Expenses	463,584	455,040
Penalty on TDS	-	7,000
Penalty on Vat Tax	-	2,000
Fee on Late Payment of GST	72,290	19,530
Packaging Charges	50,040	11,033
Professional Tax	71,573	54,702
Rates & Taxes	46,985	100,398
Rent for Machinery	2,404,861	4,876,210
Rent office	4,133,932	3,672,723
Repair & Maintenance	690,457	627,759
Roc Filing Fees	300	15,000
Service Tax Expenses	-	2,547
Software Subscription	139,385	31,543
Stationery & Printing	375,604	403,016
Swachh Bharat Cess	-	51,277

<b>UNIINFO TELECOM SERVICES LIMITED</b> <b>(Formerly known as Uniinfo Telecom Services Private Limited)</b> <b>Notes forming part of the financial statements</b>		
Particulars	As On 31/03/2019	As On 31/03/2018
	Rupees	Rupees
Telephone Expenses	709,673	1,889,420
Training Expenses	3,178,802	1,930,310
Travelling Expenses	604,967	1,541,117
VAT Expenses	-	4,859
NSE Fee-17-18	25,000	-
CSR EXP	511,000	-
<b>TOTAL</b>	<b>243,683,745</b>	<b>145,847,309</b>
<b>NOTE NO. '28'</b>		
<b>Others</b>		
Director Remuneration Payable	299,364	305,000
Expenses Payable	1,063,056	2,859,185
Shamrao Vitthal Co-Operative Bank	3,000	3,000
<b>TOTAL</b>	<b>1,365,420</b>	<b>3,167,185</b>
Particulars	As On 31/03/2019	As On 31/03/2018
	Rupees	Rupees
<b>NOTE NO. '29'</b>		
<b>Other Receivable</b>		
NPM Corporate Advisory Services Private Limited	-	370,000
Prepaid Insurance Charges	208,203	123,184
Prepaid License Software Expenses	54,750	27,962
Medical Expenses Receivable	10,000	-
<b>TOTAL</b>	<b>272,953</b>	<b>521,146</b>
Particulars	As On 31/03/2019	As On 31/03/2018
	Rupees	Rupees
<b>NOTE NO. '30'</b>		
<b>Provision for Taxation (Net)</b>		
Current Tax	21,025,408	16,650,000
Less:- TDS deducted during the year	11,816,846	15,490,777
Less:- Advance tax paid	9,000,000	100
<b>TOTAL</b>	<b>208,563</b>	<b>1,159,123</b>



UNIINFO TELECOM SERVICES LIMITED (Formerly known as Uniinfo Telecom Services Private Limited) Notes forming part of the financial statements				
NOTE 31	Contingent liabilities and commitments (to the extent not provided for)	As at 31 March, 2019	As at 31 March, 2018	
(i)	Contingent liabilities (a) Claims against the Company not acknowledged as debt (give details) (b) Guarantees - Bank Gaurantee (c) Other money for which the Company is contingently liable (give details)	NIL  NIL NIL	NIL  NIL NIL	
(ii)	Commitments (a) Estimated amount of contracts remaining to be executed and to the extent not provided for Capital Account Ravenue Account (b) Uncalled liability on shares and other investments partly paid	NIL  - NIL NIL	NIL  5,566,500 NIL NIL	
(iii)	Income Tax Disputed Demand U/S 143 (1) (a) CIT-A AY YEAR 2017-18  (c) Other commitments	512,587  NIL	NIL  NIL	
NOTE 32	Details of unutilised amounts out of issue of securities made for specific purpose			
	The details of utilisation of IPO proceeds Rs. 2000.90 Lakh in the F.Y 2017-18 are as follows:			
			(Rs. In Lakh)	
S.No.	Particulars	As per Prospectus	Utilised upto 31-03-2019	Unutilised upto 31-03-2019
1	Working Capital Deployment	835.00	492.00	343.00
2	Repayment of Unsecured Loan	815.00	815.00	0.00
3	General Corporate Purposes	175.90	175.90	0.00
4	Issue Related Expenses	175.00	175.00	0.00
	Total	2000.90	1657.90	343.00
	Balance funds of Rs. 343.00 Lakh, pending utilisation are parked in bank fixed deposits, mutual fund & bank account.			
NOTE 33	Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act,2006: The Company does have information as to which of its supplier are registered under Micro Small and Medium Enterprise under The Micro Small and Medium Enterprise Development Act 2006 and accordingly as on 31st March,2019, there were no such supplier's due were outstanding who registered under The Micro Small and Medium Enterprise Development Act 2006.			
NOTE 34	Details on derivatives instruments and unhedged foreign currency exposures : NIL			
NOTE 35	Details of other Diisclosures	Amt (In Rs./In Percentage)		
	Value of imports calculated on CIF basis @	NIL		
	Expenditure in foreign currency			
	Director's (Foreign Travelling)	54710		
	Other-Foreign Travels)	1369122		
	Other-Expences	1761346		
	Details of consumption of Material :-			
	- Imported	NIL		
	- Indigenous	100%		
	Earnings in foreign exchange	NIL		
	Amounts remitted in foreign currency during the year on account of dividend	NIL		
Note 36	Segment information : - Company operates in only one segement i.e. providing telecommunication services to various telecom companies, OEM's and Operators.			

<b>UNIINFO TELECOM SERVICES LIMITED</b> <b>(Formerly known as Uniinfo Telecom Services Private Limited)</b> <b>Notes forming part of the financial statements</b>				
<b>Note 37</b>	<b>Related party transactions</b>			
<b>37.1</b>	<b>Details of related parties:</b>			
	<b>Description of Relationship</b>	<b>Names of related parties</b>		
	Key Management Personnel (KMP)	Mr. Anil Jain-Director, Mr. Kishore Bhuradia-Director, Mr. Pranay Parwal-Director, Mr. LT Pramod Deogirkar-Independent Director Mr. Shalabh Agrawal-Independent Director (Resigned) Mrs. Sudha Rathi-Independent Director Mr. Prakash Chandra Chhajed-Independent Director Mr. Niresh Maheshwari-CFO Ms. Anchal Kabra-CS (Resigned) Ms. Khushboo Mundra-CS (Resigned) Mr Sachin Upadhyay-CS		
	Relatives of KMP	Mrs. Nirmala Bhuradia, Mrs. Nirmala Parwal, Mrs. Rekha Jain		
	Subsidiary of the Company	Uniinfo Telecom Services (Thailand) Limited (wholly owned subsidiary) With effect from 9th January 2019, 01 share is held by each vij. Kishore Bhuradia, Anil Mundra and Rajesh Tuteja to comply with regulations of Thailand.		
<b>37.2</b>	<b>Particulars</b>	<b>KMP</b>	<b>Relatives of KMP</b>	<b>Subsidiary of the Company</b>
	Director Remuneration	7,800,000	-	-
		(7,800,000)	-	-
	KMP'S Remuneration	1,793,141	-	-
		-	-	-
	Director Sitting Fee	75,000	-	-
		-	-	-
	Interest Payments	-	-	-
		(7,323,983)	-	-
	Rent Payments	-	340,200	-
		-	(300,000)	-
	Loan Taken	-	-	-
		(60,869,400)	(200,000)	-
	Loan repayment	-	-	-
		(129,057,684)	(200,000)	-
	Guarantees and collaterals - By KMP in favor of Company	72,283,314	-	-
		(153,933,875)	-	-
	Guarantees and collaterals - By Relatives of KMP in favor of Company	-	38,500,000	-
		-	(38,500,000)	-
	Investment in Equity Shares of UNIINFO TELECOM SERVICES (THAILAND) LIMITED	-	-	1,094,400
	Advance to Subsidiary	-	-	3,987,031
	<b><u>Balances outstanding at the end of the year</u></b>			
	Trade Receivables	-	-	-
		-	-	-
	Sundry Creditors	315,540	-	-
		(305,000)	-	-
	Loans and Advances	-	-	-
	Advance to Subsidiary	-	-	3,987,031



**UNIINFO TELECOM SERVICES LIMITED**
**(Formerly known as Uniinfo Telecom Services Private Limited)**
**Notes forming part of the financial statements**
**Note: Figures in bracket relates to the previous year.**

<b>Note 38</b>	<b>Particulars</b>	<b>For the year ended 31 March, 2019</b>	<b>For the year ended 31 March, 2018</b>
	<b>Earnings per share</b>		
	<u>Basic</u>		
	<b>Continuing operations</b>		
	Net profit for the year after taxation	51,883,470	38,774,815
	Less: Preference dividend and tax thereon	-	-
	Net profit for the year from continuing operations attributable to the equity shareholders	51,883,470	38,774,815
	Weighted average number of equity shares	10,693,120	7,137,476
	Par value per share	10	10
	Earnings per share from continuing operations - Basic	4.85	5.43
	Earnings per share from continuing operations - Diluted	4.85	5.43

**Note 39** As per Section 135 of the Companies Act, 2013, a company meeting the applicability threshold of CSR needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The areas for CSR activities are eradication for hunger and malnutrition, promoting education, art and culture, healthcare, destitute care and rehabilitation, environment sustainability, disaster relief and rural development projects etc. as per schedule VII of the Companies Act, 2013.  
Amount spent during the year Rs. NIL, as applicability of provisions arisen on 31/03/2019.

**Note 40** **Payment to Statutory Auditor's As :-**

<b>Particulars</b>	<b>Current Year</b>	<b>Previous Year</b>
(a) Statutory Audit Fees	250,000	250,000
(b) Tax Audit Fees	50,000	50,000
(c) Other Matters	-	-
<b>Total</b>	<b>300,000</b>	<b>300,000</b>

**Note 41** Previous year's figures have been regrouped /reclassified wherever necessary to correspond with the current year's classification /disclosure.

As per our report of even date  
For APG & Associates  
Chartered Accountants  
FRN: 119598W

Atul Sharma  
Partner  
M.NO. 075615  
Date: 25th May, 2019  
Place: Indore

For and on behalf of the Board of Directors of  
Uniinfo Telecom Services Limited  
(Formerly known as Uniinfo Telecom Services Private Limited)

Kishore Bhuradia  
(Managing Director)  
(DIN : 03257728)

Pranay Parwal  
(Director)  
(DIN : 03257731)

Niresh Maheshwari  
(Chief Financial Officer)

Sachin Upadhyay  
(Company Secretary)

UNIIINFO TELECOM SERVICES LIMITED (Formerly known as Uniinfo Telecom Services Private Limited) STATEMENT OF FIXED ASSETS FOR THE YEAR ENDED ON 31st MARCH, 2019											
NOTE NO. '11'											
SR. No.	DESCRIPTION OF ASSETS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		COST AS ON 01.04.2018	ADDITION DURING THE YEAR	DELITION OF ADJUSTMENTS /SALES	TOTAL COST AS AT 31.03.2019	DEPRECIATION AS AT 01.04.2018	DURING THE YEAR	DEP ADJ.	TOTAL DEP. AS AT 31.3.2019	AS AT 31.03.2019	AS AT 31.03.2018
1	PLANT AND EQUIPMENT KIT	29,051,281	26,463,346	-	55,514,627	8,616,741	6,759,187	-	15,375,929	40,138,699	20,434,540
2	FURNITURE AND FIXTURES	3,540,601	88,582	-	3,629,182	1,523,545	543,536	-	2,067,080	1,562,102	2,017,056
3	OFFICE EQUIPMENT	424,935	142,312	-	567,246	219,283	134,555	-	353,837	213,409	205,652
4	COMPUTERS	15,429,087	11,396,525	-	26,825,613	12,384,451	6,083,684	-	18,468,136	8,357,477	3,044,636
5	MOTOR CAR	2,212,525	-	12,743	2,199,782	491,144	677,190	-	1,168,334	1,031,448	1,721,380
	<b>TOTAL RS.</b>	<b>50,658,429</b>	<b>38,090,765</b>	<b>12,743</b>	<b>88,736,450</b>	<b>23,235,164</b>	<b>14,198,152</b>	<b>-</b>	<b>37,433,316</b>	<b>51,303,134</b>	<b>27,423,264</b>
6	Capital WIP	-	221,528	-	221,528	-	-	-	-	221,528	-
	<b>GRAND TOTAL RS.</b>	<b>50,658,429</b>	<b>38,312,293</b>	<b>12,743</b>	<b>88,957,978</b>	<b>23,235,164</b>	<b>14,198,152</b>	<b>-</b>	<b>37,433,316</b>	<b>51,524,662</b>	<b>27,423,264</b>
	PREVIOUS YEAR RS.	37,376,202	13,282,226	-	50,658,429	14,886,123	8,349,041	-	23,235,165	27,423,264	22,490,079

## **Independent Auditor's Report**

**To**  
**The Members of**  
**M/s. UNIINFO TELECOM SERVICES LIMITED**

### **Report on the Audit of the Consolidated Financial Statements**

#### **Opinion**

We have audited the accompanying Consolidated financial statements of UNIINFO TELECOM SERVICES LIMITED ("the Holding Company") and UNIINFO TELECOM SERVICES (THAILAND ) LIMITED ("the Subsidiary Company ") ( the Holding Company and its Subsidiary together referred to as the Group '), which comprises the consolidated balance sheet as at 31st March 2019, and the Consolidated statement of Profit and Loss and the Consolidated cash flows Statement for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, and based on the separate financial statements and on the other financial information of the unaudited financial statement of its Subsidiary Company, the aforesaid Consolidated financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidate state of affairs (Consolidated financial position) of the Group as at 31 March 2019 and its consolidated profit (Consolidated financial performance ) , and its consolidated cash flows for the year ended on that date.

#### **Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained and the audit evidence obtained of unaudited financial statement of its Subsidiary company in terms of matter referred to in paragraph of the Other Matter is sufficient and appropriate to provide a basis for our opinion.

#### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the separate financial statements and on the other financial information of the subsidiary were a most significance in our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

#### **The Key Audit matters**

**We have determined that there are no key audit matters to be communicated in our report.**

**Information other than the consolidated Financial Statements and Auditor's Report thereon**



The Holding Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the consolidated financial statements and our auditors' report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our have performed knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

### **Responsibilities of Management and Those charged with Governance for the Consolidated Financial Statements**

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated state of affairs (consolidated financial position), consolidated Profit or Loss (Consolidated financial performance ) and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. The Holding Company's Board of Directors is also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of Consolidated financial statements .Further , in terms of the provisions of the Act, the respective Board of Directors/management of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error. These financial statements have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Group's Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it

exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding company has adequate internal financial controls with reference to consolidated financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be

communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Other Matters**

We did not audit the financial statements of Subsidiary, whose financial statement (before eliminating intercompany balances) reflects total assets of Rs. 50.81 Lakhs and net assets of Rs. 10.94 Lakhs as at 31 March 2019, total revenues (before eliminating intercompany transactions) of Rs. Nil and net Cash outflows amounting to Rs. 11.03 lakhs for the year ended on that date, as considered in the consolidated financial Statement. The consolidated financial statements also include the Group's share of Rs. Nil profit/loss (before eliminating intercompany transactions ) for the year ended 31 March 2019 as considered in the financial statement in respect of its subsidiary, whose financial statement have not audited by us. The financial statement are unaudited and the same has been furnished to us by the management and our opinion on the consolidated financial statement in so far as it relates to the amounts and disclosure included in respect of this subsidiary and our report in terms of sub-section (3) of section 143 of the Act, in so far as it relates to the aforesaid subsidiary, is based solely on its unaudited financial statement.

Further of the subsidiary is located outside India whose financial statements and other financial information have been prepared in accordance with accounting principles generally accepted in Thailand and which have been unaudited under generally accepted auditing standards applicable in Thailand. The holding Company's management has converted the financial statements of such subsidiary located outside India from accounting principles generally accepted in Thailand to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Holding company's management our opinion and matters identified and disclosed under Key audit matters section above in so far as relates to the balances and affairs of such subsidiary located outside India is based on the unaudited financial statement and the conversion adjustments prepared by the management of the Holding Company and audited by us.

Our opinion above on the consolidated financial statement and our report on other legal and regulatory requirements below are not modified in respect of the above matters with respect to our reliance on the work done by and the unaudited financial statement of such subsidiary.

### **Report on Other Legal and Regulatory Requirements**

As required by Section 197(16) of the Act, based on our audit and on the consideration of the separate unaudited financial statement of its subsidiary company, referred to in paragraph above, , we report that the only holding company covered under the Act paid remuneration to their respective directors during the year in accordance with the provisions of and limits laid down under section 197 read with schedule V to the Act. Further , we report that the provisions of Section 197 read with Schedule V of the Act is not applicable to its subsidiary company covered under the Act, since such company is not a public company as defined under section 2 (71) of the Act.

As required by Section 143(3) of the Act, based on our audit and the consideration of the unaudited separate financial statement of the subsidiary, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the unaudited financial statement of its subsidiary.

c) The consolidated financial statement dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e) On the basis of the written representations received from the directors of the Holding Company and taken on record by the Board of Directors of the Holding Company, none of the directors of the Group companies covered under the Act, are disqualified as on 31 st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting of the Holding Company and its Subsidiary Company covered under the Act, and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".

(B) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the unaudited financial statement of the subsidiary company:

i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group.

ii. The Group did not have any Long Term Contracts including derivative contract for which there were any material foreseeable losses

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiary company during the year ended 31March 2019.

iv. The disclosures requirements relating to Holdings as well as dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 which are not relevant to

These Consolidated financial statements hence, reporting under this clause is not Applicable.

**Place: Indore**  
**Date: 25th May, 2019**

**For APG & Associates**  
**Chartered Accountants**  
**Firm Reg. No 119598W**

**(Mr. ATUL SHARMA)**  
**Partner**  
**Membership No 075615**

**ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE TO THE MEMBERS OF UNIINFO TELECOM SERVICES LIMITED ON THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2019**

**ANNEXURE A**

Independent Auditor's Report on the Internal Financial Controls under Clause (i) of Sub-Section 3 of Section 143 of the Companies Act, 2013 ('the Act')

1. In conjunction with our audit of the consolidated financial statements of Uniinfo Telecom Services Limited (the 'Holding Company') and its subsidiaries (the Holding company and its subsidiaries together referred to as the 'Group'), its associates and joint ventures as at and for the year ended 31 March 2019, we have audited the internal financial controls over financial reporting ('IFCOFR') of the Holding company, its one subsidiaries companies, which are companies covered under the act, as at that date.

**Management's Responsibility for Internal Financial Controls**

2. The respective board of directors of the Holding Company, its one subsidiaries company which are companies covered under the act are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of the internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (The 'Guidance Note') issued by the Institute of Chartered Accountants of India (the 'ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficiently conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditor's Responsibility**

3. Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Holding Company and its one subsidiary company as aforesaid, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ("the Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting,



assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

5. We believe that the audit evidence we have obtained and the audit evidence obtained by unaudited financial statement as referred to in the other matter paragraph below is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting of Holding Company and its one subsidiary company as aforesaid.

#### **Meaning of Internal Financial Controls over Financial Reporting**

6. A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and disposition of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

7. Because of the inherent limitations of internal financial controls over financial reporting, including the; possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not to be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **Opinion**

8. In our opinion and based on the consideration of the unaudited financial statement of the subsidiary company, the Holding company which are companies cover under the act have in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2019, based on the internal control over financial reporting criteria established by the Holding Company and its once subsidiary company as aforesaid, Considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

#### **Other Matters**

9. We did not audit the financial statements of Subsidiary, whose financial statement (before eliminating intercompany balances) reflects total assets of Rs. 50.81 Lakhs and

net assets of Rs. 10.94 Lakhs as at 31 March 2019, total revenues (before eliminating intercompany transactions) of Rs. Nil and net Cash outflows amounting to Rs. 11.03 lakhs for the year ended on that date, as considered in the consolidated financial Statement. The consolidated financial statements also include the Group's share of Rs. Nil profit/loss (before eliminating intercompany transactions ) for the year ended 31March 2019 as considered in the financial statement in respect of its subsidiary, whose financial statement have not audited by us. The financial statement are unaudited and the same has been furnished to us by the management and our opinion on the consolidated financial statement in so far as it relates to the amounts and disclosure included in respect of this subsidiary and our report in terms of sub-section (3) of section 143 of the Act, in so far as it relates to the aforesaid subsidiary, is based solely on its unaudited financial statement.

Our opinion is not modified in the respect of this matter with respect to our reliance on the work done by and on the unaudited financial statement of the subsidiary company.

**For APG & Associates**  
**Chartered Accountants**  
**FRN No. 119598W**

**(CA ATUL SHARMA)**  
**Partner**  
**Membership No 075615**

**Place: Indore**  
**Dated: 25<sup>th</sup> May,2019**

<b>UNIINFO TELECOM SERVICES LIMITED</b> <b>(Formerly known as Uniinfo Telecom Services Private Limited)</b> <b>CIN - L64202MP2010PLC024569</b> <b>Consolidated Balance Sheet As On 31<sup>st</sup> March, 2019</b>				
	PARTICULARS	Note No.	As On 31/03/2019	As On 31/03/2018
			Rs.	Rs.
<b>I.</b>	<b><u>EQUITY AND LIABILITIES</u></b>			
<b>1.</b>	<b>Shareholder's Fund</b>			
	(a) Share Capital	3	106,931,200	106,931,200
	(b) Reserves and Surplus	4	268,247,464	217,346,690
<b>2.</b>	<b>Non- current liabilities</b>			
	(a) Long-term borrowings	5	7,472,125	34,020,162
	(b) Long-term Provisions	6	6,955,890	4,795,983
<b>3.</b>	<b>Current Liabilities</b>			
	(a) Short term borrowings	7	80,572,145	55,050,929
	(b) Trade payables	8		
	(I) Total outstanding dues of micro enterprises and small enterprise		-	-
	(II) Total outstanding dues of creditors other than micro enterprises and small enterprises		27,755,425	5,566,330
	(c) Other current liabilities	9	43,206,114	62,853,786
	(d) Short term provisions	10	208,563	1,159,123
	<b>TOTAL</b>		<b>541,348,925</b>	<b>487,724,202</b>
<b>II</b>	<b><u>ASSETS</u></b>			
<b>1.</b>	<b>Non-current assets</b>			
	(a) Fixed assets			
	(i) Tangible assets	11	51,303,134	27,423,264
	(ii) Intangible assets		3,934,156	
	(ii) Capital WIP	11	221,528	-
	(b) Deferred tax assets (net)	12	3,326,397	1,816,195
	(c) Long-term loans and advances	13	408,290	381,982
<b>2.</b>	<b>Current assets</b>			
	(a) Current investments	14	-	40,099,413
	(b) Inventories	15	281,597,300	235,211,800
	(c) Trade receivables	16	103,881,681	64,336,130
	(d) Cash and Bank Balances	17	77,577,866	96,016,409
	(e) Short-term loans and advances	18	18,818,569	21,905,024
	(f) Other current assets	19	280,003	533,984
	<b>TOTAL</b>		<b>541,348,925</b>	<b>487,724,202</b>
	<b>Significant accounting policies and notes to accounts</b>	2-29		
<b>As per our report of even date</b> <b>For APG &amp; Associates</b> <b>Chartered Accountants</b> <b>FRN: 119598W</b>  <b>Atul Sharma</b> <b>Partner</b> <b>M.NO. 075615</b> <b>Date: 25th May,2019</b> <b>Place: Indore</b>			<b>For and on behalf of the Board of Directors of</b> <b>Uniinfo Telecom Services Limited</b> <b>(Formerly known as Uniinfo Telecom Services Private Limited)</b>  <div> <b>Kishore Bhuradia</b>  <b>(Managing Director)</b>  <b>{DIN : 03257728}</b> </div> <div> <b>Pranay Parwal</b>  <b>(Director)</b>  <b>{DIN : 03257731}</b> </div> <div> <b>Niresh Maheshwari</b>  <b>(Chief Financial Officer)</b> </div> <div> <b>Sachin Upadhyay</b>  <b>(Company Secretary)</b> </div>	

<b>UNIINFO TELECOM SERVICES LIMITED</b> <b>(Formerly known as Uniinfo Telecom Services Private Limited)</b> <b>CIN - L64202MP2010PLC024569</b> <b>Consolidated Profit and Loss Statement For the Year Ended 31<sup>st</sup> March, 2019</b>				
	PARTICULARS	Note No.	Year Ended 31st March, 2019 Rs.	Year Ended 31st March, 2018 Rs.
I	<b>Revenue from operations :</b>	20		
	Sale of Services		501,041,174	360,785,553
			<b>501,041,174</b>	<b>360,785,553</b>
II	<b>Other Income</b>	21	5,750,871	1,465,142
III	<b>Total Revenue (I + II)</b>		<b>506,792,044</b>	<b>362,250,695</b>
IV	<b>Expenses</b>			
	Cost of Materials	22	14,845,737	6,876,761
	(Increase)/decrease in Work-In-Process	23	(46,385,500)	(40,926,240)
	Employee benefits expense	24	195,166,077	161,352,387
	Finance Costs	25	14,369,284	26,917,158
	Depreciation		14,198,152	8,349,041
	Other expense	26	243,683,745	145,847,309
	<b>Total Expense</b>		<b>435,877,495</b>	<b>308,416,416</b>
V	<b>Profit before tax (III - IV)</b>		<b>70,914,549</b>	<b>53,834,279</b>
VI	<b>Tax expense:</b>			
	(1) Current tax		21,025,408	16,650,000
	(2) Short/(Excess) provision for earlier years		(484,127)	24,904
	(3) Deferred tax		(1,510,202)	(1,615,440)
			<b>19,031,079</b>	<b>15,059,464</b>
VII	<b>Corporate Social Responsibility (CSR) Activities</b>		-	-
VIII	<b>Profit for the period from continuing operations (V - VI)</b>	(V - VI)	<b>51,883,470</b>	<b>38,774,815</b>
IX	<b>Earnings per equity share:</b>	37		
	(1) Basic		4.85	5.43
	(2) Diluted		4.85	5.43
	<b>See accompanying notes to the financial statements</b>	30-40		
<p>As per our report of even date  For APG &amp; Associates  Chartered Accountants  FRN: 119598W</p> <p style="text-align: right;">For and on behalf of the Board of Directors of  Uniinfo Telecom Services Limited  (Formerly known as Uniinfo Telecom Services Private Limited)</p> <div style="display: flex; justify-content: space-around; margin-top: 20px;"> <div> <p>Kishore Bhuradia  (Managing Director)  (DIN : 03257728)</p> </div> <div> <p>Pranay Parwal  (Director)  (DIN : 03257731)</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 20px;"> <div> <p>Atul Sharma  Partner  M.NO. 075615  Date: 25th May, 2019  Place: Indore</p> </div> <div> <p>Niresh Maheshwari  (Chief Financial Officer)</p> </div> <div> <p>Sachin Upadhyay  (Company Secretary)</p> </div> </div>				

UNIINFO TELECOM SERVICES LIMITED (Formerly known as Uniinfo Telecom Services Private Limited) CIN - L64202MP2010PLC024569 Consolidated Cash Flow Statement for the Year Ended 31 <sup>st</sup> March, 2019		
Particulars	Year Ended 31st March, 2019	Year Ended 31st March, 2018
	Rs.	Rs.
<b>Cash flow from operating activities</b>		
Net Profit before taxation and extraordinary item	70,914,549	53,834,279
<b>Adjustment to reconcile profit before tax to cash generated by operating activities:-</b>		
Depreciation & Non-Cash Expense	14,198,152	8,349,041
Interest Paid	14,369,284	26,917,158
Sundry Balance written off	(16,756)	
Interest Income on FDR	(5,493,609)	
Short Term Gain on M.F.	(240,506)	
Provision	2,159,907	4,795,983
<b>Operating profit before working capital changes</b>	<b>95,891,021</b>	<b>89,100,479</b>
<b>Changes in Assets and liabilities</b>		
Inventory	(46,385,500)	(40,926,240)
Trade Receivables	(44,513,492)	(25,004,639)
Laons and advances and other Assets	4,175,955	(66,519,466)
Liabilities and Provision	1,948,891	(5,522,499)
<b>Cash generated from Operations</b>	<b>11,116,876</b>	<b>(48,872,366)</b>
Income Tax	(20,816,846)	16,674,904
<b>Net cash flow from operating activities</b>	<b>(9,699,970)</b>	<b>(65,547,270)</b>
<b>Cash flow from investing activities</b>		
Fixed Assets	(38,312,293)	(13,282,226)
Interest Received	5,493,609	
Current Investments	40,339,919	(40,099,413)
<b>Net cash flow from investing activities</b>	<b>7,521,235</b>	<b>(53,381,640)</b>
<b>Cash flow from financing activities</b>		
Proceeds From Issue of Share Capital & Securitties Premium	(982,695)	232,311,581
Long Term Borrowings	(26,548,037)	(53,972,415)
Short Term Borrowings	25,521,216	(17,576,637)
Interest Paid	(14,369,284)	(26,917,158)
<b>Net cash flow from financing activities</b>	<b>(16,378,801)</b>	<b>133,845,372</b>
<b>Net increase in cash and cash equivalents</b>	<b>(18,557,535)</b>	<b>14,916,463</b>
<b>Cash and cash equivalents at the begining of the period</b>	<b>21,181,073</b>	<b>6,264,610</b>
<b>Cash and cash equivalents at the end of the period*</b>	<b>2,623,538</b>	<b>21,181,073</b>
* Cash & Cash equivalents represents Cash & Bank Balances only, excluding fixed deposits with bank having maturity of more than 3 months.		
<b>As per our report of even date</b> <b>For APG &amp; Associates</b> <b>Chartered Accountants</b> <b>FRN: 119598W</b>	<b>For and on behalf of the Board of Directors of</b> <b>Uniinfo Telecom Services Limited</b> <b>(Formerly known as Uniinfo Telecom Services Private Limited)</b>	
<b>Atul Sharma</b> <b>Partner</b> <b>M.NO. 075615</b> <b>Date: 25th May,2019</b> <b>Place: Indore</b>	<b>Kishore Bhuradia</b> <b>(Managing Director)</b> <b>(DIN : 03257728)</b>	<b>Pranay Parwal</b> <b>(Director)</b> <b>(DIN : 03257731)</b>
	<b>Niresh Maheshwari</b> <b>(Chief Financial Officer)</b>	<b>Sachin Upadhyay</b> <b>(Company Secretary)</b>



**UNIINFO TELECOM SERVICES LIMITED**
**(Formerly known as Uniinfo Telecom Services Private Limited)**
**Notes forming part of the Consolidated financial statements**

Note	Particulars								
1.0	<b>General information</b> Uniinfo Telecom Services Limited is a public limited company domicile in india and has also got listed on the National Stock Exchange - SME Emerge Platform on 15th March, 2018. The Company and its subsidairy is engaged in rendering techincal services relating to network optmisation, network planning, drive test, survey services etc. to OEM's and telecom operators.								
1.1	The details of subsidiary considered in these consolidated financial statement are <table><tr><th>Name of Subsidiary</th><th>Incorporated location</th><th>% of Holding as on 31<sup>st</sup> march,2019</th><th>% of Holding as on 31<sup>st</sup> march,2018</th></tr><tr><td>Uniinfo Telecom Services (Thailand )Limited</td><td>Thailand</td><td>100%</td><td>-</td></tr></table>	Name of Subsidiary	Incorporated location	% of Holding as on 31 <sup>st</sup> march,2019	% of Holding as on 31 <sup>st</sup> march,2018	Uniinfo Telecom Services (Thailand )Limited	Thailand	100%	-
Name of Subsidiary	Incorporated location	% of Holding as on 31 <sup>st</sup> march,2019	% of Holding as on 31 <sup>st</sup> march,2018						
Uniinfo Telecom Services (Thailand )Limited	Thailand	100%	-						
2.1	<b>Basis of accounting, preparation of financial statements</b> These Consolidated financial statements are prepared in accordance with Indian Accounting Standards/ Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values. GAAP comprises mandatory accounting standards as prescribed by the Companies (Accounting Standards) Rules, 2014 and the provisions of the Companies Act, 2013. Accountings policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use all amounts included in the consolidated financial statements are report in INR.								
2.2	<b>Basis of Consolidation</b> the consolidated financial statement include the financial statements of Uniinfo Telecom Services Limited and its subsidiary'viz Uniinfo Telecom Services (Thailand) Limiited, which are owned or controled. Subsidiary is consolidated from the date control commences until the date control ceases. the financial statement of group companies are consolidated on a line by line basis and intra-group balances and transaction are eliminated. the finanacial statements are prepared by applying uniform accounting policies in use at the group since the subsidiary is owned and controled 100% by Uniinfo as on the closing date, there is no minority interest and goodwill/capital reserve.								

**UNIINFO TELECOM SERVICES LIMITED**

**(Formerly known as Uniinfo Telecom Services Private Limited)**

**Notes forming part of the Consolidated financial statements**

**2.3 Use of estimates**

The preparation of the Consolidated financial statements is in conformity with Indian GAAP requires the management to make judgement, estimates and assumptions that attend the accounting policies, reported balances of assets and liabilities (including contingent liabilities) and the reported amounts of income and expenses during the period of financial statement. The management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known/materialise. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

**2.4 Cash and cash equivalents (for purposes of Cash Flow Statement)**

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

**2.5 Cash flow statement**

Cash flows are reported using the indirect method, whereby profit /(loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

**2.6 Revenue recognition**

**Sale of goods :** Sales are recognised, on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods to customers.  
**Income from services :** Income from Services recognised on billing basis. WIP is recognised on the basis of cost incurred on the project.

**2.7 Other income**

Interest income on fixed deposits from banks are accounted on accrual basis and other interest income is accounted on receipt basis.

**2.8 Fixed assets**

Tangible assets are stated at cost of acquisition less accumulated depreciation and impairment loss, if any. Cost includes all identifiable expenditure incurred in their acquisition and construction/ installation and other related expenditure incurred to bring the asset to the location and condition necessary for it to be capable of being operated in the manner intended by the management.

Capital work in progress comprises of the cost of fixed assets that are not yet ready for their intended use at the reporting date. The company identifies and determines separate useful lives for each major component of the fixed assets, if they have a useful life that is materially different from that of the assets as a whole.

When parts of an item of property, machinery and equipments have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.



## UNIINFO TELECOM SERVICES LIMITED

(Formerly known as Uniinfo Telecom Services Private Limited)

Notes forming part of the Consolidated financial statements

An item of tangible assets is derecognized on disposal or when no future economic benefits are expected from its use. Gains or losses arising from derecognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the assets and are recognized in the statement of profit and loss when the assets is derecognized.

Intangible assets are recorded at the consideration paid for acquisition of such assets and are

carried at cost less accumulated amortization and impairment losses, if any.

Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the assets and recognised as income or expense in the Statement of Profit and Loss.

### 2.9 Depreciation and amortisation

Depreciation has been provided on the Written Down Value method as per the rates based on useful life as prescribed in 'Part C' of Schedule-II of the Companies Act 2013. Intangible assets are amortized on SLM basis over their estimated useful lives.

### 2.1 Foreign Currency Transactions

Foreign transactions denominated in foreign currency are normally recorded at the exchange rate prevailing to at the time of transaction.

Monetary items denominated in foreign currency remaining unsold at the end of year are translated at the year end rate. On monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

Any income or expenditure on account of exchange rate difference either on unsold or on transaction is recognized in the Profit and Loss Account.

### 2.11 Forward and Options Contract in Foreign Currency

The Company uses Foreign Exchange Forward and Options Contract to hedge its exposure to movements in Foreign Exchange Rates. The use of this Foreign Exchange and Options Contracts reduce the risk or cost to the Company and the company does not use those for trading or speculation purposes. Forward and options contracts are fair valued at each reporting date. The resultant gain or loss from these transactions are recognized in the Statement of Profit and Loss. Forward and Option Contracts are fair valued at each reporting date.

### 2.12 Investments

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments. The cost comprises the purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.



**UNIINFO TELECOM SERVICES LIMITED**

**(Formerly known as Uniinfo Telecom Services Private Limited)**

**Notes forming part of the Consolidated financial statements**

**2.13 Employee benefits**

The Company's provident fund schemes are defined contribution plans. The contributions paid/payable under the schemes are recognized immediately in the Statement of Profit and Loss.

The employees' gratuity scheme is a defined benefit plan. The present value of the obligation under such defined benefit plan is determined at each Balance Sheet date based on actuarial valuation carried out by an independent actuary using Projected Unit Credit (PUC) method. Actuarial gains and losses are recognized immediately in the Statement of Profit and Loss. Past service cost is recognized as an expense on a straight line basis over the average period until the benefit becomes vested. To the extent the benefits are already vested past service cost is recognized immediately.

**2.14 Borrowing costs**

The borrowing costs that are directly attributable to the acquisition, construction or productions of a qualifying asset are capitalized as part of the cost of that asset. The amount of borrowing cost eligible for capitalization is determined in accordance with Accounting Standard (AS) 16- Borrowing Costs issued by the Institute of Chartered Accountants of India (ICAI) and specified u/s 133 of the Act read with Rule 7 of the Companies (Accounts) Rule, 2014.

**2.15 Segment reporting**

As per the definition of Business Segment and Geographical Segment contained in Accounting Standard 17 "Segment Reporting", the management is of the opinion that the Company's operation comprises of operating in Primary and Secondary market and incidental activities thereto, there is neither more than one reportable business segment nor more than one reportable geographical segment, and, therefore, segment information as per Accounting Standard 17 is not required to be disclosed.

**2.16 Work in Progress under Service Contracts**

Work in progress are valued at cost. The cost of inventories comprise all costs of purchase including duties and taxes (other than those subsequently recoverable from the taxing authorities), conversion cost, Salaries, Site expenses and other costs incurred in bringing the project to their present location and condition.

**2.17 Earnings per share**

Basic earnings per share is computed by dividing the profit /(loss) after tax (including the post tax effect of extraordinary items, if any) by the number of weighted average equity shares outstanding during the year.

In the event of issue of bonus shares, or share split the number of equity shares outstanding is increased without an increase in the resources. The number of Equity shares outstanding before the event is adjusted for the proportionate change in the number of equity shares outstanding as if the event had occurred at the beginning of the earliest period reported. Right shares issued during the year is considered while calculating EPS during the current period.



**UNIINFO TELECOM SERVICES LIMITED**
**(Formerly known as Uniinfo Telecom Services Private Limited)**
**Notes forming part of the Consolidated financial statements**
**2.18 Taxes on income**

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.

Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognised only if there is virtual certainty that there will be sufficient future taxable income available to realise such assets. Deferred tax assets are recognised for timing differences of other items only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each Balance Sheet date for their realisability.

**2.19 Impairment of assets**

The Company assesses at each balance sheet date whether there is any indication that an asset or a group of assets (Cash Generating Unit) may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset or a group of assets. If such recoverable amount of the asset or the recoverable amount of the Cash Generating Unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the Statement of Profit & Loss. If at the Balance Sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciable historical cost.

**2.20 Provisions and contingencies**

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

**2.21 Leases**

Lease payments under an operating lease recognised as an expense in the statement of profit and loss on a straight line basis over the lease term unless another systematic basis is more representative of the time pattern of the user's benefit.



<b>UNIINFO TELECOM SERVICES LIMITED</b> <b>(Formerly known as Uniinfo Telecom Services Private Limited)</b> <b>Notes forming part of the Consolidated financial statements</b>		
Particulars	As On 31/03/2019	As On 31/03/2018
	Rupees	Rupees
<b>NOTE NO. '3'</b>		
<b>SHARE CAPITAL</b>		
<b>-Authorised</b>		
1,20,00,000 Equity Shares of Rs. 10/- each	120,000,000	120,000,000
[Previous Year : 12000000 Equity Shares of Rs. 10/- each]		
<b>-Issued, Subscribed and Paid up</b>		
1,06,93,120 Equity Shares of Rs 10/- each fully paid-up.	106,931,200	106,931,200
[Previous Year : 10693120 Equity Shares of Rs. 10/- each]		
<b>TOTAL</b>	<b>106,931,200</b>	<b>106,931,200</b>
<b>Reconciliation of Shares (In Nos.) :-</b>	<b>(In Nos.)</b>	<b>(In Nos.)</b>
<b>Opening Share Capital</b>	10,693,120	228,200
Add: Right Shares issued during the year	-	212,745
Add: Bonus Shares issued during the year	-	6,614,175
Add: Intial Public Offer during the year	-	3,638,000
<b>Closing Share Capital</b>	<b>10,693,120</b>	<b>10,693,120</b>
<b>List of shareholders having 5% or more Shares :-</b>		
<b>Name Of Shareholders and Holding in Nos.</b>	<b>(In Nos.)</b>	<b>(In Nos.)</b>
Anil Jain	-	-
Kishore Bhuradia	4,616,240	4,616,240
Pranay Parwal	643,840	643,840
<b>TOTAL</b>	<b>5,260,080</b>	<b>5,260,080</b>
<b>Name Of Shareholders and Holding in Percentage</b>	<b>(In %)</b>	<b>(In %)</b>
Anil Jain	-	-
Kishore Bhuradia	43.17%	43.17%
Pranay Parwal	6.02%	6.02%
<b>TOTAL</b>	<b>49.19%</b>	<b>49.19%</b>

### 3.1 Terms/rights attached to Equity Shares:

i. The company has only one class of shares referred to as equity shares having a par value of Rs.10/-. Each holder of equity shares is entitled to one vote per share.

ii. In the event of liquidation of the Company, the holders of equity shares shall be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. The amount distributed will

**3.2** The company has issued 2,12,745 Right Equity Shares of Rs. 10 each share on premium of Rs. 225 per share in the financial year 2017-18.

**3.3** The company has issued 66,14,175 Bonus Equity Shares of Rs. 10 each share in the financial year 2017-18, out of securities premium reserve account, in accordance with the provisions of Sec.63 of the Companies Act, 2013.

## UNIINFO TELECOM SERVICES LIMITED

(Formerly known as Uniinfo Telecom Services Private Limited)

Notes forming part of the Consolidated financial statements

3.4 Initial public issue of upto 36,38,000 equity shares of face value of Rs. 10/- each ("equity shares") of Uniinfo Telecom Services Limited (the "company" or the "issuer") at a price of Rs. 55/- per equity share, including a share premium of Rs. 45/- per equity share (the "issue price"), aggregating up to Rs.2,000.90 lakhs("the issue"), of which 8,04,000 equity shares of face value of Rs.10/- each at a price of Rs. 55/- per equity share, aggregating up to Rs. 442.20 lakhs were reserved for Pre- IPO placement and 28,34,000 equity shares of Rs.10/- each at a price of Rs. 55/- per equity share, aggregating up to Rs. 1,558.70 lakh was reserved for public issue of which 1,42,000 equity shares of face value of Rs. 10/- each at a price of Rs. 55/- per equity share, aggregating up to Rs. 78.10 lakhs was reserved for the market maker to the issue (the "market maker reservation portion"). the public issue less market maker reservation portion i.e. net issue to public were 26,92,000 equity shares of face value of Rs. 10/- each at a price of Rs. 55/- per equity share, aggregating up to Rs. 1,480.60 lakhs is hereinafter referred to as the "net issue". the PRE – IPO placement, public issue and the net issue will constitute 7.52%, 26.50% and 25.18% respectively of the post issue paid up equity share capital of our company.

3.5. No monies received against share warrants.

3.6 No share application money is pending for allotment.

Particulars	As On 31/03/2019	As On 31/03/2018
	Rupees	Rupees
<b>NOTE NO. '4'</b>		
<b>RESERVES AND SURPLUS</b>		
<b>Profit and Loss Account</b>		
Opening Balance	54,790,309	16,015,494
Add: Profit During The Year	51,883,470	38,774,815
<b>TOTAL OF (A)</b>	<b>106,673,778</b>	<b>54,790,309</b>
<b>Securities Premium Reserve</b>		
Opening Balance	162,556,381	34,894,000
Add: Addition during the year	-	47,867,625
<b>( 2,12,745 Right Equity Shares of Rs. 10/- each at a price of Rs. 235/- per equity share, including a share premium of Rs. 225/- per equity share)</b>		
Less: Bonus shares issued during the year	-	66,141,750
<b>(66,14,175 Bonus Equity Shares of Rs. 10 each share)</b>		
<b>TOTAL BEFORE INTIAL PUBLIC OFFER</b>	<b>162,556,381</b>	<b>16,619,875</b>
Add: Addition during the year		163,710,000
<b>(Intial Public Offer of 36,38,000 Equity Shares of face value of Rs. 10/- each at a price of Rs. 55/- per equity share, including a share premium of Rs. 45/- per equity share)</b>		
Less: Amount utilised for IPO Expenses	982,695	17,773,494
<b>TOTAL (AFTER INTIAL PUBLIC OFFER) OF (B)</b>	<b>161,573,686</b>	<b>162,556,381</b>
<b>TOTAL OF ( C ) = (A) + (B)</b>	<b>268,247,464</b>	<b>217,346,690</b>



<b>UNIINFO TELECOM SERVICES LIMITED</b> <b>(Formerly known as Uniinfo Telecom Services Private Limited)</b> <b>Notes forming part of the Consolidated financial statements</b>		
Particulars	As On 31/03/2019	As On 31/03/2018
	Rupees	Rupees
<b>NOTE NO. '5'</b>		
<b>LONG TERM BORROWINGS</b>		
<b>-Secured</b>		
Aditya Birla Finance Limited	-	-
Axis Bank Limited Car Loan A/c	934,026	1,127,674
Less: Current Matuarities of Term Loan	211,078	193,645
	722,948	934,029
Punjab National Bank Car Loan A/c	-	404,489
Less: Current Matuarities of Term Loan	-	129,118
	-	275,371
<b>TOTAL of (A)</b>	<b>722948</b>	<b>1209400</b>

**For Aditya Birla Finance Limited - Demand Line of Credit Against Securities**

a. In the current financial year, the compnay has fully repaid the outstanding balance of the facility from the Aditya Birla Finance Limited. Further, the line of credit facility against securities is available & in active mode to the compnay after repayment of the same.

b. Indian rupee of Demand Line of Credit Against Securities from Aditya Birla Finance Limited (NBFC) @12.00% p.a. vide sanction letter dated 04th Jan. 2018, the credit facility repayable on monthly installment basis along with interest as when due on the remaining balance.

c. The Demand Line of Credit facility is secured against unencumbered and tradable securities as per the approved list of securities of Aditya Birla Finance Limited at applicable margin. Further, margin shortfall, if arise in future will be recouped by pledging additional approved securities or making part repayment only.

**For Axis Bank -Car Loan**

a. The car loan from the Axis Bank Limited carries interest @ 8.65% vide sanction letter dated 05.03.2018. The loan is repayable in 60 equated monthly installments along with interest as and when due on the remaining balance.

b. The car loan is secured by hypothication of the car purchased from bank finance.

**For Punjab National Bank -Car Loan**

a. The car loan from the punjab national bank carries interest @ 9.85% Vide sanction letter dated 21.03.2016. The loan is repayable in 60 equated monthly installments along with interest as and when due on the remaining balance.

b. The car loan is secured by hypothication of the car purchased from bank finance.

<b>- Unsecured</b>		
<b>Loans &amp; Advance from Related Parties</b>		
Kishore Bhuradia - Directors	-	-
Pranay Parwal - Directors	-	-
	-	-
<b>Loans and Advances from Others</b>		
Labh Ganga Real Build Private Limited	-	-

<b>UNIINFO TELECOM SERVICES LIMITED</b> <b>(Formerly known as Uniinfo Telecom Services Private Limited)</b> <b>Notes forming part of the Consolidated financial statements</b>		
<b>Loan From Banks</b>		
HDFC Bank Limited	-	3,196,950
Less: Current Maturities of Term Loan	-	1,713,554
	-	1,483,396
Kotak Mahindra Bank Limited - (CSG - 152725187)	1,824,824	4,179,296
Less: Current Maturities of Term Loan	1,824,824	2,354,472
	-	1,824,824
Kotak Mahindra Bank Limited -(CSG - 152574470)	-	1,279,930
Less: Current Maturities of Term Loan	-	685,282
	-	594,648
RBL Bank Limited - (Loan A/c No. 809000541241)	-	-
Less: Current Maturities of Term Loan	-	-
	-	-
RBL Bank Limited - (Loan A/c No. 809000829787)	-	1,084,403
Less: Current Maturities of Term Loan	-	993,731
	-	90,672
RBL Bank Limited (Loan A/c No. 809001343068)	2,018,373	2,868,779
Less: Current Maturities of Term Loan	1,158,972	1,480,659
	859,401	1,388,120
Indusind Bank Limited	2,593,577	3,741,952
Less: Current Maturities of Term Loan	1,379,241	1,149,345
	1,214,336	2,592,607
Equitas Small Finance Bank Limited	-	4,285,606
Less: Current Maturities of Term Loan	-	2,417,134
	-	1,868,472
<b>Loan From NBFC's</b>		
Capital First Limited -(Agreement No. 8848129)	-	4,853,496
Less: Current Maturities of Term Loan	-	1,283,878
	-	3,569,618
Capital First Limited -(Agreement No. 13487518)	2,900,324	4,184,201
Less: Current Maturities of Term Loan	1,542,607	2,586,601
	1,357,717	1,597,600
Edelweiss Retail Finance Limited	2,927,164	4,231,925
Less: Current Maturities of Term Loan	1,559,997	1,304,761
	1,367,167	2,927,164
Fullerton India Credit Co. Limited	1,684,157	3,605,849
Less: Current Maturities of Term Loan	1,684,157	1,921,691
	-	1,684,158



<b>UNIINFO TELECOM SERVICES LIMITED</b> <b>(Formerly known as Uniinfo Telecom Services Private Limited)</b> <b>Notes forming part of the Consolidated financial statements</b>		
HDB Financial Services Limited	-	1,871,173
Less: Current Maturities of Term Loan	-	576,906
	-	1,294,267
India Infoline Finance Limited	-	3,197,138
Less: Current Maturities of Term Loan	-	1,024,726
	-	2,172,412
IVL Finance Limited	2,294,329	3,309,962
Less: Current Maturities of Term Loan	1,220,305	1,015,633
	1,074,024	2,294,329
Magma Fincorp Limited		
(Customer Proposal No. PG/0135/P/16/000139)	-	1,710,846
Less: Current Maturities of Term Loan	-	1,338,327
	-	372,519
Magma Fincorp Limited (Customer Proposal No. PG/0135/P/15/000095)	-	1,259,256
Less: Current Maturities of Term Loan	-	1,259,256
	-	-
Religare Finvest Limited	887,889	1,896,504
Less: Current Maturities of Term Loan	887,889	1,008,615
	-	887,889
Tata Capital Financial Services Limited (Loan A/c No. 6722634)	-	1,462,770
Less: Current Maturities of Term Loan	-	1,462,770
	-	-
Tata Capital Financial Services Limited (Loan A/c No. TCFBL 0284000010016385)	1,876,686	2,713,200
Less: Current Maturities of Term Loan	1,000,154	836,514
	876,532	1,876,686
Volition Credit & Holdings Pvt. Ltd.	-	2,158,077
Less: Current Maturities of Term Loan	-	778,802
	-	1,379,275
Zen Lefin Private Limited	-	4,210,138
Less: Current Maturities of Term Loan	-	1,298,033
	-	2,912,105
<b>TOTAL of (B)</b>	<b>6,749,177</b>	<b>32,810,762</b>
<b>TOTAL of (C) = (A) + (B)</b>	<b>7,472,125</b>	<b>34,020,162</b>



**UNIINFO TELECOM SERVICES LIMITED**  
(Formerly known as Uniinfo Telecom Services Private Limited)  
Notes forming part of the Consolidated financial statements

**Terms & conditions of loans from banks :-**

**For HDFC - Business Term Loan (Top Up)**

a. The indian rupee business loan taken from the HDFC Bank Limited carries interest @15.75% p.a. vide sanction letter dated 23-11-2016. The loan is repayable in 36 equated monthly installment along with interest as and when due on the remaining balance.

**For Kotak Mahindra Bank Limited - Business Term Loan (CSG - 152725187)**

a. The indian rupee Business Loan taken from the Kotak Mahindra Bank Limited carries interest @17% p.a. vide agreement letter dated 16-11-2017. The loan is repayable in 24 equated monthly installment along with interest as and when due on the remaining balance.

**For Kotak Mahindra Bank Limited - Business Term Loan - (CSG - 152574470)**

a. The indian rupee Business Loan taken from the Kotak Mahindra Bank Limited carries interest @17% p.a. vide agreement letter dated 13-02-2017. The loan is repayable in 36 equated monthly installment along with interest as and when due on the remaining balance.

**For RBL Bank Limited - Business Term Loan (Loan A/c No. 809000541241)**

a. The indian rupee Business Loan taken from the RBL Bank Limited carries interest @18% p.a. vide disbursement letter dated 23-10-2015. The loan is repayable in 25 equated monthly installment along with interest as and when due on the remaining balance.

**For RBL Bank Limited - Business Term Loan (Loan A/c No. 809000829787)**

a. The indian rupee Business Loan taken from the RBL Bank Limited carries interest @18% p.a. vide disbursement letter dated 03-12-2016. The loan is repayable in 24 equated monthly installment along with interest as and when due on the remaining balance.

**For RBL Bank Limited - Business Term Loan (Loan A/c No. 809001343068)**

a. The indian rupee Business Loan taken from the RBL Bank Limited carries interest @18% p.a. vide disbursement letter dated 18-11-2017. The loan is repayable in 36 equated monthly installment along with interest as and when due on the remaining balance.

**For Indusind Bank Limited - Business Term Loan**

a. The indian rupee Business Loan taken from the Indusind Bank Limited carries interest @18.50% p.a. vide sanction letter dated 05-12-2017. The loan is repayable in 36 equated monthly installment along with interest as and when due on the remaining balance.

**For Equitas Small Finance Bank Limited - Business Term Loan**

a. The indian rupee Business Loan taken from the Equitas Small Finance Bank Limited carries interest @18% p.a. vide agreement letter dated 17-11-2017. The loan is repayable in 24 equated monthly installment along with interest as and when due on the remaining balance.

**Terms & conditions of loans from Non-Banking Financial Companies :-**

**For Capital First Limited - Business Term Loan (Agreement No. 8848129)**

a. The indian rupee Business Loan taken from the Capital First Limited carries interest @18% p.a. vide agreement letter dated 19-12-2016. The loan is repayable in 36 equated monthly installment along with interest as and when due on the remaining balance.

**For Capital First Limited - Business Term Loan (Agreement No. 13487518)**

a. The indian rupee Business Loan taken from the Capital First Limited carries interest @18.50% p.a. vide agreement letter dated 24-11-2017. The loan is repayable in 36 equated monthly installment along with interest as and when due on the remaining balance.

**For Edelweiss Retail Finance Limited - Business term Loan (Top Up)**

a. The indian rupee Business Loan taken from the Edelweiss Retail Finance Limited carries interest @18% p.a. vide agreement letter dated 02-12-2016. The loan is repayable in 24 equated monthly installment along with interest as and when due on the remaining balance.

**For Fullerton India Credit Co. Limited - Business Term Loan (Top Up)**



**UNIINFO TELECOM SERVICES LIMITED**
**(Formerly known as Uniinfo Telecom Services Private Limited)**
**Notes forming part of the Consolidated financial statements**

a. The indian rupee Business Loan taken from the Fullerton India Credit Company Limited carries interest @18% p.a. vide agreement letter dated 05-01-2017. The loan is repayable in 24 equated monthly installment along with interest as and when due on the remaining balance.

**For HDB Financial Services Limited - Business Term Loan**

a. The indian rupee Business Loan taken from the HDB Financial Services Limited carries interest @18% p.a. vide agreement letter dated 12-12-2017. The loan is repayable in 36 equated monthly installment along with interest as and when due on the remaining balance.

**For India Infoline Finance Limited - Business Term Loan**

a. The indian rupee Business Loan taken from the India Infoline Finance Limited carries interest @18% p.a. vide agreement letter dated 30-10-2017. The loan is repayable in 36 equated monthly installment along with interest as and when due on the remaining balance.

**For IVL Finance Limited - Business Term Loan**

a. The indian rupee Business Loan taken from the IVL Finance Limited carries interest @18.50% p.a. vide agreement letter dated 18-12-2017. The loan is repayable in 36 equated monthly installment along with interest as and when due on the remaining balance.

**Magma Fincorp Limited - Business Term Loan (Customer Proposal No. PG/0135/P/16/000139)**

a. The indian rupee Business Loan taken from the Magma Fincorp Limited carries interest @17.50% p.a. vide agreement letter dated 10-01-2018. The loan is repayable in 18 equated monthly installment along with interest as and when due on the remaining balance.

**Magma Fincorp Limited - Business Term Loan (Customer Proposal No. PG/0135/P/16/000095)**

a. The indian rupee Business Loan taken from the Magma Fincorp Limited carries interest @19% p.a. Vide agreement letter dated 11-04-2017. The loan is repayable in 24 equated monthly installment along with interest as and when due on the remaining balance.

**For Religare Finvest Limited - SME Term Loan**

a. The indian rupee Business Loan taken from the Religare Finvest Limited carries interest @18.75% p.a. Vide agreement letter dated 29-10-2015. The loan is repayable in 36 equated monthly installment along with interest as and when due on the remaining balance.

**For Tata Capital Financial Services Limited - (Loan A/c No. 6722634)**

a. The indian rupee Business Loan taken from the TATA Capital Financial Services Limited carries interest @17.57% p.a. Vide disbursement letter dated 24-11-2016. The loan is repayable in 24 equated monthly installment along with interest as and when due on the remaining balance.

**For Tata Capital Financial Services Limited - PL Business Loan (Loan A/c No. TCFBL 0284000010016385)**

a. The indian rupee Business Loan taken from the TATA Capital Financial Services Limited carries interest @18.00% p.a. Vide disbursement letter dated 20-11-2017. The loan is repayable in 36 equated monthly installment along with interest as and when due on the remaining balance.

**For Volition Credit & Holdings Pvt. Ltd. - Udyam Loan**

a. The indian rupee Udyam Loan taken from the Volition Credit & Holdings Pvt. Ltd. carries interest @18.50% p.a. vide agreement letter dated 17-08-2017. The loan is repayable in 36 equated monthly installment along with interest as and when due on the remaining balance.

**For Zen Lefin Limited - Business Loan**

a. The indian rupee Business Loan taken from the Zen Lefin Private Limited carries interest @18.00% p.a. vide sanction letter dated 13-12-2016. The loan is repayable in 36 equated monthly installment along with interest as and when due on the remaining balance.

**Terms & Conditions of Loans from Related Parties - Directors**

These were taken on long term basis with mutually agreed repayment terms and are bearing interest @ 12% per annum.

<b>UNIINFO TELECOM SERVICES LIMITED</b> <b>(Formerly known as Uniinfo Telecom Services Private Limited)</b> <b>Notes forming part of the Consolidated financial statements</b>		
Particulars	As On 31/03/2019	As On 31/03/2018
	Rupees	Rupees
<b>NOTE NO. '6'</b> <b>LONG TERM PROVISION</b> Gratuity Provision	6,955,890	4,795,983
<b>TOTAL</b>	<b>6,955,890</b>	<b>4,795,983</b>
Particulars	As On 31/03/2019	As On 31/03/2018
	Rupees	Rupees
<b>NOTE NO. '7'</b> <b>SHORT TERM BORROWINGS</b> <b>-Secured</b> Loans repayable on demand From Banks (CC Limit) - ICICI Bank Limited (Secured by debtors and assets belonging to Directors and relative of the Directors and the personal guarantee of the Directors ) - YES Bank Limited	35,211,732     45,360,413	14,642,217     40,008,712
<b>TOTAL OF (A)</b>	<b>80,572,145</b>	<b>54,650,929</b>

**Terms & conditions of CC LIMIT from ICICI Bank Limited :-**

a. Loans repayable on demand from ICICI Bank carries interest @I-MCLR-6M + 1.95% vide sanction letter dated 23.03.2018. However, the facilities are available for the period of 12 months subject to review at periodicals intervals wherein the facilities may be continued/ cancelled/reduced depending upon the conduct and utilisation of facilities. Further, others conditions, in detailed, are mentioned in the sanction letter issued by the ICICI Bank Limited.

b. CC limit has first charge by way of hypothecation of the company's entire stock of raw materials, semi-finished/work -in-progress and finished goods, and such other movables including book-debts, consumables stores and spares, bills whether documentary or clean,outstanding monies, receivables, both present and future of all the locations of the company, in a form and manner satisfactory to the bank.

c. Further, the loans have been guaranteed by the by personal guarantee of Shri Kishore Bhuradia, Shri Pranay Parwal, Anil Jain Director & principal shareholder of the company and Smt. Nirmala Parwal, Smt. Nirmala Bhuradia & Rekha Jain relative of key managerial person.

d. The Company mortgaged properties belonging to Shri Kishore Bhuradia, Shri Anil Jain Directors and Smt.

Nirmala Parwal, Smt. Nirmala Bhuradia, Smt. Rekha Jain relative of key managerial person as collateral security.

**Terms & conditions of Overdraft (FD Backed) Facility from YES Bank Limited :-**

a. The facility shall be used for working capital requirement of the borrower and bearing the floating rate of interest @ 0.35% over and above Fixed Deposit rate.

b. The Overdraft facility from Yes Bank is secured by 110% of Fixed Deposits in the name of the Borrower under the bank lien. subject to further furnish cash collateral equivalent to 110% of the amount of facility to be utilized from time to time upon demand by the bank, furnish additional amounts of cash collateral furnished and the notional amount of the letter of credit due to exchange rate fluctuation as on the date of demand. Further, the tennure period of facility is 12 months or maturity of FDR whichever is earlier subject to annual review.



<b>UNIINFO TELECOM SERVICES LIMITED</b> <b>(Formerly known as Uniinfo Telecom Services Private Limited)</b> <b>Notes forming part of the Consolidated financial statements</b>		
<b>-Unsecured</b>		
<b>Loans repayable on demand</b>		
<b>From Others</b>		
Armour Software Technologies (LLP)	-	400,000
Armour Finance & Commerce Pvt. Ltd.	-	-
Adarsh Sheet Grah Private Limited	-	-
D K G Finvest Pvt Limited	-	-
Enit Investment Pvt Ltd	-	-
Ronima Finance & Investments Pvt Ltd	-	-
Saloni Builders & Resorts (P) Ltd.	-	-
Scientific Mes Technik Pvt Ltd	-	-
Webdunia.Com India Pvt. Ltd.	-	-
CMM Infraprojects Ltd.	-	-
J.V. Modi Security Ltd.	-	-
Shree Naivedya Fincom Private Limited	-	-
Sedate Marcantile Private Limited	-	-
Shardha Buildcon Private Limited	-	-
<b>TOTAL OF (B)</b>	-	400,000
<b>TOTAL OF ( C ) = ( A ) + ( B )</b>	<b>80,572,145</b>	<b>55,050,929</b>

**Terms & Conditions of Inter Corporate Deposit :**

The above Loan was taken on long term basis with mutually agreed repayment & interest rate terms & conditions.

Particulars	As On 31/03/2019	As On 31/03/2018
	Rupees	Rupees
<b>NOTE NO. '8'</b>		
<b>TRADE PAYABLES</b>		
<b>Trade Payables</b>		
Total outstanding dues of Micro and Small Enterprises (Refer Note No.32)	-	-
Total outstanding dues of creditors other than Micro and Small Enterprises	27,755,425	5,566,330
<b>TOTAL</b>	<b>27,755,425</b>	<b>5,566,330</b>
Particulars	As On 31/03/2019	As On 31/03/2018
	Rupees	Rupees
<b>NOTE NO. '9'</b>		
<b>OTHER CURRENT LIABILITIES</b>		
Current maturities of long term debt	12,469,224	28,813,453
Current maturities of finance lease obligation		
Unpaid dividends		
Unpaid matured Deposits and Interest accrued thereon		
Interest Accrued and Due on Borrowings		
Interest Accrued but not Due on Borrowings		
Income received in Advance		
Other Payables		
Advance from Customers	-	9,727,242
Employee Benefits	17,649,372	13,241,113
For Statutory Dues	11,722,098	7,904,792
Others (Refer Note No. 27)	1,365,420	3,167,185
<b>TOTAL</b>	<b>43,206,114</b>	<b>62,853,786</b>



<b>UNIINFO TELECOM SERVICES LIMITED</b> (Formerly known as Uniinfo Telecom Services Private Limited) Notes forming part of the Consolidated financial statements		
Particulars	As On 31/03/2019	As On 31/03/2018
	Rupees	Rupees
<b>NOTE NO. '10'</b> <b>SHORT TERM PROVISIONS</b> Provision for Taxation (Net) (Refer Note No.29)	208,563	1,159,123
<b>TOTAL</b>	<b>208,563</b>	<b>1,159,123</b>
Particulars	As On 31/03/2019	As On 31/03/2018
	Rupees	Rupees
<b>NOTE NO. '12'</b> <b>DEFERRED TAX ASSETS (NET)</b> <b>Tax effect of items constituting Deferred Tax Assets</b> - On difference between book balance and tax balance of fixed assets - Provision for gratuity	1,391,268 1,935,129	494,782 1,321,413
<b>DEFERRED TAX LIABILITIES (NET)</b>	-	-
<b>TOTAL</b>	<b>3,326,397</b>	<b>1,816,195</b>
Particulars	As On 31/03/2019	As On 31/03/2018
	Rupees	Rupees
<b>NOTE NO. '13'</b> <b>LONG TERM LOANS AND ADVANCES</b> <b>Secured Considered Good:</b> <b>Security Deposits</b> Loans and Advances to Related Parties Other Loans and Advances (Specify Nature) - Sales Tax/VAT/CST (Deposits)	408,290	381,982
<b>TOTAL</b>	<b>408,290</b>	<b>381,982</b>
Particulars	As On 31/03/2019	As On 31/03/2018
	Rupees	Rupees
<b>NOTE NO. '14'</b> <b>Current Investments</b> <b>Investemnts in Mutual Funds</b> <b>Quoted :-</b> Aditya Birla Sunlife Cash Plan (144580.699 No.of Units @ 278.2338 NAV as on 31/03/2018)	-	40,099,413
<b>TOTAL</b>	<b>-</b>	<b>40,099,413</b>
Particulars	As On 31/03/2019	As On 31/03/2018
	Rupees	Rupees
<b>NOTE NO. '15'</b> <b>INVENTORIES</b> WIP	281,597,300	235,211,800
<b>TOTAL</b>	<b>281,597,300</b>	<b>235,211,800</b>

<b>UNIINFO TELECOM SERVICES LIMITED</b> <b>(Formerly known as Uniinfo Telecom Services Private Limited)</b> <b>Notes forming part of the Consolidated financial statements</b>		
Particulars	As On 31/03/2019	As On 31/03/2018
	Rupees	Rupees
<b>NOTE NO. '16'</b>		
<b>TRADE RECEIVABLES</b>		
<b>Unsecured Considered Good</b>		
Outstanding for a period less than six months	95,932,541	62,255,527
Outstanding for a period exceeding six months	7,949,140	2,080,603
<b>TOTAL</b>	<b>103,881,681</b>	<b>64,336,130</b>
Particulars	As On 31/03/2019	As On 31/03/2018
	Rupees	Rupees
<b>NOTE NO. '17'</b>		
<b>CASH AND BANK BALANCES</b>		
<b>-Cash and Cash Equivalents</b>		
Cash on Hand	103,051	157,148
Balance with Banks	2,520,487	25,809,908
<b>-In Current Accounts</b>		
Escrow Accounts	-	10,000
<b>- Other Bank Balances</b>		
Balance with Banks	-	-
FDR With More Than 3 Month Maturity but Less Than 12 Months	74,954,329	70,039,353
<b>TOTAL</b>	<b>77,577,866</b>	<b>96,016,409</b>
Particulars	As On 31/03/2019	As On 31/03/2018
	Rupees	Rupees
<b>NOTE NO. '18'</b>		
<b>SHORT TERM LOANS AND ADVANCES</b>		
<b>Secured Considered Good:</b>		
<b>Security Deposits :-</b>		
- Rent deposits with Landlord	500,620	565,500
- FDR for Commandant MCTS (Mhow)	278,083	262,793
- Reliance Corporate IT Park Limited	6,022,164	3,706,865
- Security deposit with NSE	-	1,593,700
- Security deposit with UCN Cable Network Pvt. Ltd.	1,000	1,000
Security deposit with Livingston India Pvt.Ltd	300,000	-
<b>Balance with Govt. Department :-</b>		
Income tax refund receivable (Previous Years)	7,262,310	6,211,806
TDS deducted (FY 2016-17)	-	-
Less:- Provision for Income Tax	-	-
	-	-
VAT Receivable	211,216	211,216
Service Tax Receivable	-	-

<b>UNIINFO TELECOM SERVICES LIMITED</b> <b>(Formerly known as Uniinfo Telecom Services Private Limited)</b> <b>Notes forming part of the Consolidated financial statements</b>		
Advances to Employees	3,878,617	3,129,117
Advances to Suppliers	166,238	5,566,500
Thailand related details	-	
TDS Receivable	198,322	656,527
<b>TOTAL</b>	<b>18,818,569</b>	<b>21,905,024</b>
Particulars	As On 31/03/2019 Rupees	As On 31/03/2018 Rupees
<b>NOTE NO. '19'</b>		
<b>OTHER CURRENT ASSETS</b>		
Aditya Birla Finance Limited	-	1,598
RBL Bank Limited - (Loan A/c No. 809000541241)	-	440
Interest Accrued but not due	-	10,800
Other Receivable (Refer Note No. 28)	280,003	521,146
<b>TOTAL</b>	<b>280,003</b>	<b>533,984</b>
Particulars	As On 31/03/2019 Rupees	As On 31/03/2018 Rupees
<b>NOTE NO. '20'</b>		
<b>REVENUE FROM OPERATION</b>		
Income from Services (Domestic)	501,041,174	360,785,553
Income from Sales	-	-
<b>TOTAL</b>	<b>501,041,174</b>	<b>360,785,553</b>
Particulars	As On 31/03/2019 Rupees	As On 31/03/2018 Rupees
<b>NOTE NO. '21'</b>		
<b>OTHER INCOME</b>		
Sundry Balance Written Off	16,756	90,706
Forfeiture of SD of Employees	-	82,350
Interest on Income Tax Refund	-	1,117,967
Interest on FDR	5,493,609	74,706
Aditya Birla Sun Life ( Short Term Capital Gain)	240,506	99,413
<b>TOTAL</b>	<b>5,750,871</b>	<b>1,465,142</b>
Particulars	As On 31/03/2019 Rupees	As On 31/03/2018 Rupees
<b>NOTE NO. '22'</b>		
<b>COST OF MATERIAL CONSUMED</b>		
<b>Materials Consumption</b>		
Opening Stock	-	-
Add: Purchases	14,845,737	6,876,761
Add: Taxes on Purchases	-	-
	14,845,737	6,876,761
Less : Closing Stock	-	-
<b>TOTAL</b>	<b>14,845,737</b>	<b>6,876,761</b>



<b>UNIINFO TELECOM SERVICES LIMITED</b> <b>(Formerly known as Uniinfo Telecom Services Private Limited)</b> <b>Notes forming part of the Consolidated financial statements</b>		
Particulars	As On 31/03/2019	As On 31/03/2018
	Rupees	Rupees
<b>NOTE NO. '23'</b> <b>(Increase)/Decrease in WIP</b>		
Closing WIP	281,597,300	235,211,800
Opening WIP	235,211,800	194,285,560
<b>TOTAL</b>	<b>46,385,500</b>	<b>40,926,240</b>
Particulars	As On 31/03/2019	As On 31/03/2018
	Rupees	Rupees
<b>NOTE NO. '24'</b> <b>EMPLOYEE BENEFITS EXPENSES</b>		
Salaries, Wages, Bonus etc.	186,573,831	150,764,783
Contribution to P.F, E.S.I and Other Statutory Funds	6,190,914	5,669,785
Gratuity	2,159,907	4,795,983
Staff Welfare	241,425	121,836
<b>TOTAL</b>	<b>195,166,077</b>	<b>161,352,387</b>
Particulars	As On 31/03/2019	As On 31/03/2018
	Rupees	Rupees
<b>NOTE NO. '25'</b> <b>FINANCE COSTS</b>		
Interest Expenses	13,249,320	24,891,141
Interest on Term Loan	-	-
Interest on Working Capital		
Interest on Unsecured Loans		
Interest on Secured Loans		
Interest on Car Loan		
Discounting Charges		
Other Borrowing Expenses	1,119,964	2,026,016
Foreclosure Charges		
Bank charges		
Finance Charges		
<b>TOTAL</b>	<b>14,369,284</b>	<b>26,917,158</b>
Particulars	As On 31/03/2019	As On 31/03/2018
	Rupees	Rupees
<b>NOTE NO. '26'</b> <b>OTHER EXPENSES</b>		
Advertisement Charges	69,981	51,500
Auditors' Fees (See Note No : 40)	300,000	300,000
Brokerage	113,372	169,349
Business Promotion	39,794	80,826
Consumption of Stores and Spares Parts	101,802	50,933
Consumable Computer Accessories	263,420	183,145
Conveyance Charges	231,700	73,163
Cost of Services	214,568,375	114,348,093
Courier Charges	443,092	236,350
Customer/Supplier Deduction	482,866	119,347



<b>UNIINFO TELECOM SERVICES LIMITED</b> <b>(Formerly known as Uniinfo Telecom Services Private Limited)</b> <b>Notes forming part of the Consolidated financial statements</b>		
Director Remuneration	7,800,000	7,800,000
Director sitting fee	75,000	-
Donation	5,000	-
Electricity Expenses	469,703	469,002
Entry Tax	-	4,766
Freight & Cartage	4,070,771	1,957,651
Incentives	-	-
Insurance	66,013	444,694
Interest on Entry Tax	-	-
Interest on Service tax	-	3,150,940
Interest on GST	-	-
Interest on TDS	90,309	419,469
Legal & Professional	1,014,094	292,596
Licence Software Expenses	-	-
Loss of Assets	-	-
News Paper & Periodicals	-	-
Office Expenses	463,584	455,040
Other Deduction - Customer / Supplier	-	-
Penalty on TDS	-	7,000
Penalty on Vat Tax	-	2,000
Fee on Late Payment of GST	72,290	19,530
Packaging Charges	50,040	11,033
Professional Consultancy Charges	-	-
Professional Tax	71,573	54,702
Rates & Taxes	46,985	100,398
Rent for Laptop	-	-
Rent for Machinery	2,404,861	4,876,210
Rent office	4,133,932	3,672,723
Repair & Maintenance	690,457	627,759
Roc Filing Fees	300	15,000
Service Tax Expenses	-	2,547
Software Subscription	139,385	31,543
Staff Welfare	-	-
Stationery & Printing	375,604	403,016
Swachh Bharat Cess	-	51,277
Telephone Expenses	709,673	1,889,420
Transport Exp.	-	-
Training Expenses	3,178,802	1,930,310
Travelling Expenses	604,967	1,541,117
VAT Expenses	-	4,859
NSE Fee-17-18	25,000	-
CSR EXP	511,000	-
<b>TOTAL</b>	<b>243,683,745</b>	<b>145,847,309</b>

<b>UNIINFO TELECOM SERVICES LIMITED</b> <b>(Formerly known as Uniinfo Telecom Services Private Limited)</b> <b>Notes forming part of the Consolidated financial statements</b>		
Particulars	As On 31/03/2019	As On 31/03/2018
	Rupees	Rupees
<b>NOTE NO. '27'</b>		
<b>Others</b>		
Director Remuneration Payable	299,364	305,000
Expenses Payable	1,063,056	2,859,185
Shamrao Vitthal Co-Operative Bank	3,000	3,000
Kishore bhuraidda	-	-
<b>TOTAL</b>	<b>1,365,420</b>	<b>3,167,185</b>
Particulars	As On 31/03/2019	As On 31/03/2018
	Rupees	Rupees
<b>NOTE NO. '28'</b>		
<b>Other Receivable</b>		
NPM Corporate Advisory Services Private Limited	-	370,000
Prepaid Insurance Charges	208,203	123,184
Prepaid License Software Expenses	54,750	27,962
Medical Expenses Receivable	10,000	-
Others	7,050	-
<b>TOTAL</b>	<b>280,003</b>	<b>521,146</b>
Particulars	As On 31/03/2019	As On 31/03/2018
	Rupees	Rupees
<b>NOTE NO. '29'</b>		
<b>Provision for Taxation (Net)</b>		
Current Tax	21,025,408	16,650,000
Less:- TDS deducted during the year	11,816,846	15,490,777
Less:- Advance tax paid	9,000,000	100
<b>TOTAL</b>	<b>208,563</b>	<b>1,159,123</b>

UNIINFO TELECOM SERVICES LIMITED (Formerly known as Uniinfo Telecom Services Private Limited) Notes forming part of the Consolidated financial statements				
NOTE 30	Contingent liabilities and commitments (to the extent not provided for)	As at 31 March, 2019	As at 31 March, 2018	
(i)	Contingent liabilities (a) Claims against the Company not acknowledged as debt (give details) (b) Guarantees - Bank Gaurantee (c) Other money for which the Company is contingently liable (give details)	NIL  NIL NIL	NIL  NIL NIL	
(ii)	Commitments (a) Estimated amount of contracts remaining to be executed and to the extent not provided for Capital Account Ravenue Account (b) Uncalled liability on shares and other investments partly paid	NIL  - NIL NIL	NIL  5,566,500 NIL NIL	
(iii)	Income Tax Disputed Demand U/S 143 (1) (a) CIT-A AY YEAR 2017-18  (c) Other commitments	512,587  NIL	NIL  NIL	
NOTE 31	Details of unutilised amounts out of issue of securities made for specific purpose			
	The details of utilisation of IPO proceeds Rs. 2000.90 Lakh in the F.Y 2017-18 are as follows:			
			(Rs. In Lakh)	
S.No.	Particulars	As per Prospectus	Utilised upto 31-03-2019	Unutilised upto 31-03-2019
1	Working Capital Deployment	835.00	492.00	343.00
2	Repayment of Unsecured Loan	815.00	815.00	0.00
3	General Corporate Purposes	175.90	175.90	0.00
4	Issue Related Expenses	175.00	175.00	0.00
	Total	2000.90	1657.90	343.00
	Balance funds of Rs. 343.00 Lakh, pending utilisation are parked in bank fixed deposits, mutual fund & bank account.			
NOTE 32	Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act,2006: The Company does have information as to which of its supplier are registered under Micro Small and Medium Enterprise under The Micro Small and Medium Enterprise Development Act 2006 and accordingly as on 31st March,2019, there were no such supplier's due were outstanding who registered under The Micro Small and Medium Enterprise Development Act 2006.			
UNIINFO TELECOM SERVICES LIMITED (Formerly known as Uniinfo Telecom Services Private Limited) Notes forming part of the financial statements				
NOTE 33	Details on derivatives instruments and unhedged foreign currency exposures : NIL			
NOTE 34	Details of other Diisclosures	Amt (In Rs./In Percentage)		
	Value of imports calculated on CIF basis @	NIL		
	Expenditure in foreign currency			
	Director's (Foreign Travelling)	54710		
	Other-Foreign Travels)	1369122		
	Other-Expences	1761346		
	Details of consumption of Material :-			
	- Imported	NIL		
	- Indigenous	100%		
	Earnings in foreign exchange	NIL		
	Amounts remitted in foreign currency during the year on account of dividend	NIL		
Note 35	Segment information : - Company operates in only one segement i.e. providing telecommunication services to various telecom companies, OEM's and Operators.			
Note 36	Related party transactions			



<b>UNIINFO TELECOM SERVICES LIMITED</b> <b>(Formerly known as Uniinfo Telecom Services Private Limited)</b> <b>Notes forming part of the Consolidated financial statements</b>				
<b>36.1</b>	<b>Details of related parties:</b>			
	<b>Description of Relationship</b>	<b>Names of related parties</b>		
	Key Management Personnel (KMP)	Mr. Anil Jain-Director, Mr. Kishore Bhuradia-Director, Mr. Pranay Parwal-Director, Mr. LT Pramod Deogirakar-Independent Director Mr. Shalabh Agrawal-Independent Director (Resigned) Mrs. Sudha Rathi-Independent Director Mr. Prakash Chandra Chhajed-Independent Director Mr. Niresh Maheshwari-CFO Ms. Anchal Kabra-CS (Resigned) Ms. Khushboo Mundra-CS (Resigned) Mr Sachin Upadhyay-CS		
	Relatives of KMP	Mrs. Nirmala Bhuradia, Mrs. Nirmala Parwal, Mrs. Rekha Jain		
	Subsidiary of the Company	Uniinfo Telecom Services (Thailand) Limited (wholly owned subsidiary) With effect from 9th January 2019		
<b>36.2</b>	<b>Particulars</b>	<b>KMP</b>	<b>Relatives of KMP</b>	<b>Subsidiary of the Company</b>
	Director Remuneration	7,800,000	-	-
		(7,800,000)	-	-
	KMP'S Remuneration	1,793,141	-	-
		-	-	-
	Director Sitting Fee	75,000	-	-
	Interest Payments	-	-	-
		(7,323,983)	-	-
	Rent Payments	-	340,200	-
		-	(300,000)	-
	Loan Taken	-	-	-
		(60,869,400)	(200,000)	-
	Loan repayment	-	-	-
		(129,057,684)	(200,000)	-
	Guarantees and collaterals - By KMP in favor of Company	-	-	-
		(153,933,875)	-	-
	Guarantees and collaterals - By Relatives of KMP in favor of Company	-	-	-
		-	(38,500,000)	-
	Investment in Equity Shares of UNIINFO TELECOM SERVICES (THAILAND) LIMITED	-	-	1,094,400
	Advance to Subsidiary	-	-	3,987,031
	<b>Balances outstanding at the end of the year</b>			
	Trade Receivables	-	-	-
		-	-	-
	Sundry Creditors	315,540	-	-
		(305,000)	-	-
	Loans and Advances	-	-	-
	Investment in Subsidiary	-	-	3,987,031
		-	-	-
<b>Note: Figures in bracket relates to the previous year.</b>				



<b>UNIINFO TELECOM SERVICES LIMITED</b> <b>(Formerly known as Uniinfo Telecom Services Private Limited)</b> <b>Notes forming part of the Consolidated financial statements</b>				
<b>Note 37</b>	<b>Particulars</b>	<b>For the year ended 31 March, 2019</b>	<b>For the year ended 31 March, 2018</b>	
	<b>Earnings per share</b>			
	<u>Basic</u>			
	<b>Continuing operations</b>			
	Net profit for the year after taxation	51,883,470	38,774,815	
	Less: Preference dividend and tax thereon	-	-	
	Net profit for the year from continuing operations attributable to the equity shareholders	51,883,470	38,774,815	
	Weighted average number of equity shares	10,693,120	7,137,476	
	Par value per share	10	10	
	Earnings per share from continuing operations - Basic	4.85	5.43	
	Earnings per share from continuing operations - Diluted	4.85	5.43	
<b>Note 38</b>	As per Section 135 of the Companies Act, 2013, a company meeting the applicability threshold of CSR needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The areas for CSR activities are eradication for hunger and malnutrition, promoting education, art and culture, healthcare, destitute care and rehabilitation, environment sustainability, disaster relief and rural development projects etc. as per schedule VII of the Companies Act, 2013. Amount spent during the year Rs. NIL, as applicability of provisions arisen on 31/03/2019.			
<b>Note 39</b>	<b>Payment to Statutory Auditor's As :-</b>			
	<b>Particulars</b>	<b>Current Year</b>	<b>Previous Year</b>	
	(a) Statutory Audit Fees	250,000	250,000	
	(b) Tax Audit Fees	50,000	50,000	
	(c) Other Matters	-	-	
	<b>Total</b>	<b>300,000</b>	<b>300,000</b>	
<b>Note 40</b>	Previous year's figures have been regrouped /reclassified wherever necessary to correspond with the current year's classification /disclosure.			
As per our report of even date For APG & Associates Chartered Accountants FRN: 119598W		For and on behalf of the Board of Directors of Uniinfo Telecom Services Limited (Formerly known as Uniinfo Telecom Services Private Limited)		
Atul Sharma Partner M.NO. 075615 Date: 25th May,2019 Place: Indore		Kishore Bhuradia (Managing Director) (DIN : 03257728)	Pranay Parwal (Director) (DIN : 03257731)	
		Niresh Maheshwari (Chief Financial Officer)	Sachin Upadhyay (Company Secretary)	

UNIIINFO TELECOM SERVICES LIMITED (Formerly known as Uniinfo Telecom Services Private Limited) STATEMENT OF FIXED ASSETS FOR THE YEAR ENDED ON 31st MARCH, 2019											
NOTE NO. '11'											
SR. No.	DESCRIPTION OF ASSETS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		COST AS ON 01.04.2018	ADDITION DURING THE YEAR	DELITION OF ADJUSTMENTS /SALES	TOTAL COST AS AT 31.03.2019	DEPRECIATION AS AT 01.04.2018	DURING THE YEAR	DEP ADJ.	TOTAL DEPRE. AS AT 31.3.2019	AS AT 31.03.2019	AS AT 31.03.2018
1	PLANT AND EQUIPMENT KIT	29,051,281	26,463,346	-	55,514,627	8,616,741	6,759,187	-	15,375,929	40,138,699	20,434,540
2	FURNITURE AND FIXTURES	3,540,601	88,582	-	3,629,182	1,523,545	543,536	-	2,067,080	1,562,102	2,017,056
3	OFFICE EQUIPMENT	424,935	142,312	-	567,246	219,283	134,555	-	353,837	213,409	205,652
4	COMPUTERS	15,429,087	11,396,525	-	26,825,613	12,384,451	6,083,684	-	18,468,136	8,357,477	3,044,636
5	MOTOR CAR	2,212,525	-	12,743	2,199,782	491,144	677,190	-	1,168,334	1,031,448	1,721,380
	<b>TOTAL RS.</b>	<b>50,658,429</b>	<b>38,090,765</b>	<b>12,743</b>	<b>88,736,450</b>	<b>23,235,164</b>	<b>14,198,152</b>	<b>-</b>	<b>37,433,316</b>	<b>51,303,134</b>	<b>27,423,264</b>
6	Capital WIP	-	221,528	-	221,528	-	-	-	-	221,528	-
	<b>GRAND TOTAL RS.</b>	<b>50,658,429</b>	<b>38,312,293</b>	<b>12,743</b>	<b>88,957,978</b>	<b>23,235,164</b>	<b>14,198,152</b>	<b>-</b>	<b>37,433,316</b>	<b>51,524,662</b>	<b>27,423,264</b>
	PREVIOUS YEAR RS.	37,376,202	13,282,226	-	50,658,429	14,886,123	8,349,041	-	23,235,165	27,423,264	22,490,079

**Form No. SH-13-Nomination Form**

**[Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014]**

Name of the Company:

Address of the Company:



I/We \_\_\_\_\_ the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

**1) Particulars of the Securities** (in respect of which nomination is being made)

Nature of securities (Equity/Bond/Debenture)	Folio No.	No. of securities	Certificate No.	Distinctive No.

**2) Particulars of Nominee/s**

Name:		Date of Birth:
Father's/Mother's/Spouse's name:		Occupation:
Nationality:	E-mail id: Phone No :	Relationship with the security holder:
Address:		

**3) In case Nominee is a Minor**

Date of birth:	Date of attaining majority	Name of guardian:	
Address of guardian:			
Name and Address			
Name of the Security Holder(s)	1.	2.	3.
Signature of the Security Holder(s)			
Name of witness	Address of witness		Signature of Witness with date
1.			
2.			

**Please fill this Nomination form in Duplicate after carefully reading the instruction given below:**

1. The Nomination can be made by individual's only holdings shares singly or jointly. Non-individuals including Society, Trust, Body Corporate, Partnership firm, Karta of Hindu Undivided Family and Power of Attorney holder cannot nominate.
2. The nominee shall not be a Trust, Society, Body Corporate, Partnership firm, Karta of Hindu Undivided Family and power of attorney holder.
3. The shareholder [s] can nominate a minor as a nominee and in that event the name and address of the guardian shall be provided.
4. As per section 72 of Companies Act 2013, if the shares are held by more than one person jointly, then the joint holders may together nominate a person to whom all the rights in the shares of the Company shall vest, in the event of death of all the joint holders.
5. If the shares are held jointly, subsequent to the death of anyone of the holders, the shares would not be registered in favour of the nominee but would be transferred in the name of the surviving shareholders.
6. The nomination form filled in "**duplicate**" should be lodged with the Registrar and Share transfer Agent of the Company i.e. **M/s. LINKINTIME INDIA PVT LTD**, C 101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai - 400083. The Registrar will return one copy of the nomination form to the shareholder after registering the nomination. The registration number allotted will be furnished in the said form.
7. The shareholder[s] can delete or change an earlier nomination by executing Form No. SH-14 (Cancellation or Variation of Nomination form)
8. Nomination stands cancelled whenever the shares in the given folio are transferred/ dematerialized. Also in case of change in folio due to consolidation/ transmission a new nomination has to be filed.
9. The nomination made through Form No. SH-13 will be considered valid if the nomination made by the holder[s] of the shares is registered with the company before the death of the registered holder[s] of the shares.
10. Kindly note that the nomination being a legal document should be dated by the nominator and the witness should certify that the nominator has signed the form in their presence. Furthermore the date of execution on the Nomination Form should match with the date of witness, witnessing the document.
11. Nominee should sign across the photograph.



## UNIINFO TELECOM SERVICES LIMITED

CIN: U64202MP2010PLC024569

Regd Off: 403, Chetak Centre, 12/2 RNT Marg, Indore (MP) 452001

Website: www.uni-info.co.in; Email: compliance@uni-info.co.in

### ATTENDANCE SLIP

*DP ID									Regd. Folio No.	
*Client ID									No of Shares held	

Name of Shareholder	
Address	

I/ We hereby record my/ our presence at the **09<sup>th</sup>Annual General Meeting** of the Company held on Saturday 28<sup>th</sup> September, 2019 at 12:00 P.M. at 403, Chetak Centre, 12/2 RNT Marg, Indore (MP) 452001

Name of Member / Representative / Proxy : \_\_\_\_\_

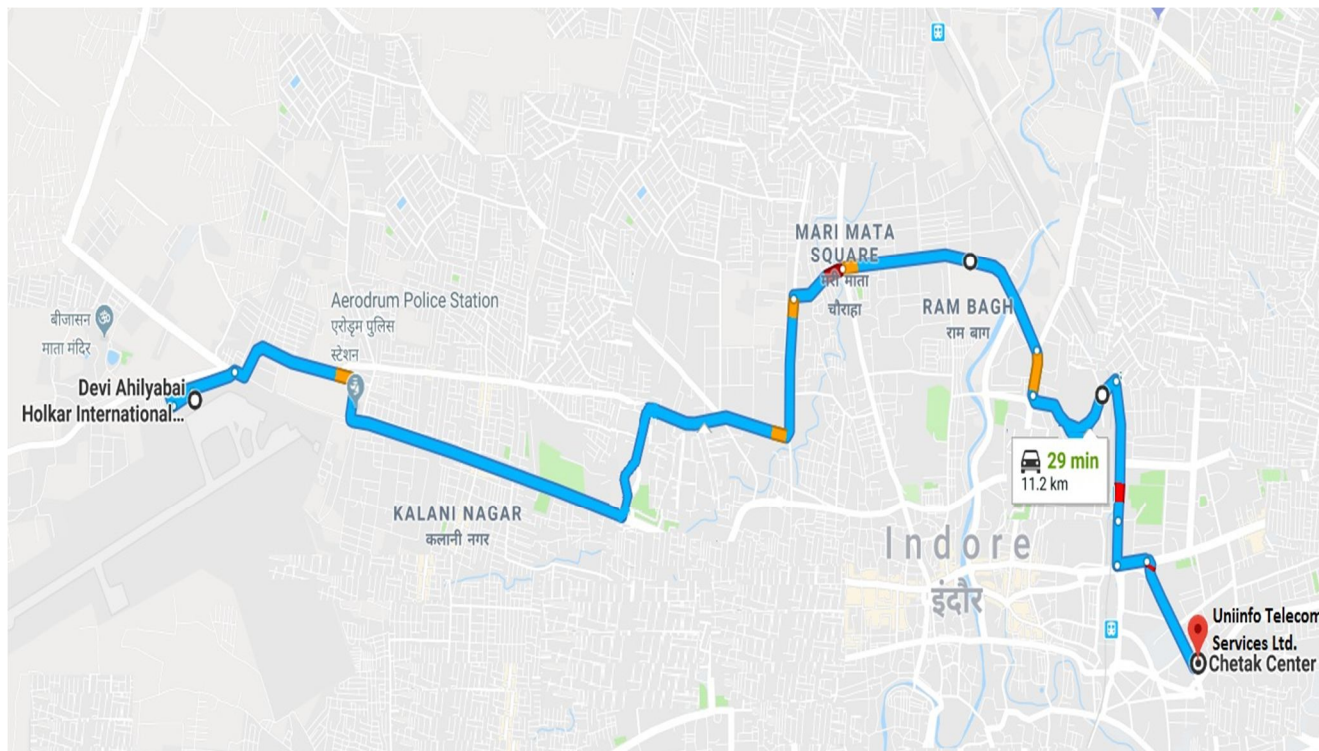
Signature of Member / Representative / Proxy : \_\_\_\_\_

\* Applicable for investors holding shares in electronic form

***Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copy of the Annual Report to the meeting.***

## Perforation Required

### ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING



## UNIINFO TELECOM SERVICES LIMITED

CIN: U64202MP2010PLC024569

Regd Off: 403, Chetak Centre, 12/2 RNT Marg, Indore (MP) 452001

Website: [www.uni-info.co.in](http://www.uni-info.co.in); Email: [compliance@uni-info.co.in](mailto:compliance@uni-info.co.in)

### FORM NO. MGT-11

#### PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration), Rules, 2014]

*DP ID									Regd. Folio No.	
*Client ID									No of Shares held	

Name of Shareholder	
Address	

I/We, being the member(s) of.....shares of Uniinfo Telecom Services Limited, hereby appoint;

- 1) \_\_\_\_\_ of \_\_\_\_\_ having e-mail Id \_\_\_\_\_ Signature \_\_\_\_\_, or failing him
- 2) \_\_\_\_\_ of \_\_\_\_\_ having e-mail Id \_\_\_\_\_ Signature \_\_\_\_\_, or failing him
- 3) \_\_\_\_\_ of \_\_\_\_\_ having e-mail Id \_\_\_\_\_ Signature \_\_\_\_\_, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 8<sup>th</sup> Annual General Meeting of the Company held on Wednesday, 26<sup>th</sup> September, 2018 at 12:00 p.m. at 403, Chetak Centre, 12/2 RNT Marg, Indore (MP) 452001 and at any adjournment thereof in respect of resolutions as are indicated below:-

RESOLUTIONS	FOR	AGAINST
1. Adoption of Financial Statements		
2. Director liable to Retire by Rotation		

Signed this..... day of ..... 2019

\_\_\_\_\_  
Signature of Shareholder

Affix  
Revenue  
Stamp

\_\_\_\_\_  
Signature of First Proxy holder

\_\_\_\_\_  
Signature of Second Proxy holder

\_\_\_\_\_  
Signature of Third Proxy holder

**NOTE:**

- The proxy form duly completed and signed should be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for holding the meeting.
- A Proxy need not to be member of the Company.
- A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- This is only optional. Please put an 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
- For the Resolutions and Notes, please refer to the Notice of 08<sup>th</sup> Annual General Meeting.
- Please complete all details including detail of member(s) in above box before submission.