

# **UNIPRO TECHNOLOGIES LIMITED**

(CIN: L72200TG1985PLC005615)

**32<sup>nd</sup>  
ANNUAL REPORT  
2016-2017**

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# UNIPRO TECHNOLOGIES LIMITED

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## CORPORATE INFORMATION

### BOARD OF DIRECTORS

\*Mr. D. V. Ramana Reddy - Managing Director  
Mr. P. L. Varadarajan - Independent Director  
Mr. K. Ramgopal Reddy - Independent Director  
Mr. S. Somshekar - Independent Director  
\*Mr. B.Mallikarjun Reddy - Independent Director  
Ms. D. Aparna Reddy - Whole Time Director & Chief Financial Officer

#Mr. K. Pradeep Kumar - Director  
\* appointed w.e.f 22.02.2017  
# change in designation w.e.f. 03.07.2017

### REGISTERED OFFICE

Flat No.503B, 5th Floor,  
Maheshwari Chambers,  
Somajiguda, Hyderabad,  
500082, Telangana, India  
Email: [info@uniproltd.com](mailto:info@uniproltd.com)  
Website: [www.uniproltd.com](http://www.uniproltd.com)

### CORPORATE IDENTITY NUMBER

L72200TG1985PLC005615

### STATUTORY AUDITORS

M/s. Chanamolu & Co.  
Chartered Accountants,  
Hyderabad,  
Telangana, India.

### BANKERS

Axis Bank,  
Jubilee Hills,  
Hyderabad.

### AUDIT COMMITTEE

Mr. P. L. Varadarajan  
Mr. K. Ramgopal Reddy  
Mr. D. V. Ramana Reddy  
Mr .B.Mallikarjun Reddy

**NOMINATION & REMUNERATION COMMITTEE**

Mr. P. L. Varadarajan  
Mr. K. Ramgopal Reddy  
Mr. D. V. Ramana Reddy  
Mr .B.Mallikarjun Reddy

**STAKEHOLDERS RELATIONSHIP COMMITTEE**

Mr. P. L. Varadarajan  
Mr. K. Ramgopal Reddy  
Mr. D. V. Ramana Reddy  
Mr .B.Mallikarjun Reddy

**REGISTRAR & SHARE TRANSFER AGENTS**

Venture Capital & Corporate Investments Private Limited  
12-10-167, Bharat Nagar Colony, Hyderabad,  
Telangana-500018.

**LISTED AT:** BSE Limited

**ISIN:** INE448F01012

**WEBSITE:** [www.uniproltd.com](http://www.uniproltd.com)

**INVESTOR E-MAIL ID:** [info@uniproltd.com](mailto:info@uniproltd.com)

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## UNIPRO TECHNOLOGIES LIMITED

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### NOTICE

Notice is hereby given that the Thirty Second Annual General meeting of the Shareholders of M/s. Unipro Technologies Limited will be held on Thursday, 28<sup>th</sup> day of September, 2017 at 9:30 A.M. at the Registered Office of the Company situated at Flat No.503B, 5<sup>th</sup> Floor, Maheshwari Chambers, Somajiguda, Hyderabad-500082, Telangana, India, to transact the following business:

#### ORDINARY BUSINESS:

1. To receive consider, approve and adopt the Audited Financial Statement as at 31<sup>st</sup> March, 2017 and the Boards Report and the Auditors Report thereon.
2. To appoint a director in place of Mr. K. Pradeep Kumar (DIN: 07062498) who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the re-appointment of Statutory Auditors:  
“**RESOLVED** that pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s. Chanamolu & Co, Chartered Accountants, bearing ICAI Registration No. 01000S, as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the 33<sup>rd</sup> Annual General Meeting on such remuneration as may be determined by the Board of Directors.”

#### SPECIAL BUSINESS:

4. TO CONSIDER AND APPROVE APPOINTMENT OF MR. D. V. RAMANAREDDY (DIN: 02957936) AS DIRECTOR OF THE COMPANY:  
To consider and if, thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:  
“**RESOLVED THAT** Mr. D. V. Ramana Reddy, (DIN: 02957936) who was appointed as an Additional Director at the meeting of the Board of Directors held on 22<sup>nd</sup> February, 2017 and who holds office as such upto the date of this Annual General Meeting and in respect of whom the Company has received a notice under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

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5. TO CONSIDER AND APPROVE APPOINTMENT OF MR. D. V. RAMANA REDDY (DIN: 02957936) AS MANAGING DIRECTOR OF THE COMPANY:

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

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions of Companies Act, 2013, and the rules made there under, the approval of the members of the Company be and is hereby accorded for the appointment of Mr. D. V. Ramana Reddy, (DIN: 02957936) as the Managing Director of the Company w.e.f 22<sup>nd</sup> February, 2017 up to the conclusion of 32<sup>nd</sup> AGM and the said Director shall be paid a remuneration of Rs 1,00,000 per month as approved by the Nomination and Remuneration Committee which shall also be the minimum remuneration payable in the event of loss or any inadequacy of profits in any particular financial year during his tenure.”

6. TO CONSIDER AND APPROVE RE-APPOINTMENT OF MR. D. V. RAMANA REDDY (DIN: 02957936) AS MANAGING DIRECTOR OF THE COMPANY:

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

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions of Companies Act, 2013, and the rules made there under, the approval of the members of the Company be and is hereby accorded for the re-appointment of Mr. D. V. Ramana Reddy, (DIN: 02957936) as the Managing Director of the Company for a period of 3 (three) years w.e.f. 29<sup>th</sup> September, 2017 and the said Director shall be paid a remuneration of Rs 1,00,000 per month as approved by the Nomination and Remuneration Committee which shall also be the minimum remuneration payable in the event of loss or any inadequacy of profits in any particular financial year during his tenure.”

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7. TO CONSIDER AND APPROVE APPOINTMENT OF MR. B. MALLIKARJUN REDDY (DIN: 07745474) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

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

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152 of the Companies Act, 2013 and the Rules made there under, B.Mallikarjun Reddy (DIN: 07745474), who was appointed as Additional Director in the Board of the Company on 22.02.2017 pursuant to the provisions of Section 161 (1) of the Companies Act, 2013 read with Articles of Association to the Company, and whose term of office expires at the ensuing Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying his intention to propose B.Mallikarjun Reddy (DIN: 07745474) as candidate for the office of a director of the Company who meets the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years commencing from the date of his appointment as Additional Director.

**RESOLVED FURTHER THAT** Mr. D. V. Ramana Reddy, Managing Director is authorized to take necessary action in this regard including filing of necessary forms with Registrar of Companies, Hyderabad.”

**For and on behalf of the Board  
For Unipro Technologies Limited**

**Place: Hyderabad  
Date : 14.08.2017**

**Sd/-  
D. Aparna Reddy  
Whole Time Director  
(DIN: 03298728)**

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### NOTES:

1. A MEMBER ENTITLED TO ATTEND AND TO VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. Proxy Forms in order to be effective must be received at the Company's registered office not less than 48 hours before the commencement of the meeting.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights.
4. A member holding more than ten 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 shareholder.
5. The Register of Members and the Share Transfer Books will remain closed from Saturday, 23<sup>rd</sup> September, 2017 to Thursday, 28<sup>th</sup> September, 2017 (both days inclusive).
6. The Members are requested to intimate immediately any change in their address to the Company at the Registered Office or M/s Venture Capital and Corporate Investments Private Limited, #12-10-167, Bharat Nagar, Hyderabad 500018.
7. Members desiring any information as regards the Accounts are requested to write to the Company not less than seven days before the date of the meeting to enable the Management to keep the information ready at the meeting.
8. Members / Proxies are requested to bring their Annual Report to the meeting and the attendance slip duly filled in for attending the meeting. Copies of Annual Reports will not be provided at the meeting.
9. Members having physical shares are requested to notify immediately changes, if any, in their addresses to the Company, duly quoting their folio number. However, members holding shares in demat mode are requested to approach their respective Depository Participants for updating the change of address.

10. The annual report for the financial year 2016-17 has been sent through email to those members who have opted to receive electronic communication or who have registered their email addresses with the Company/depository participants. The annual report is also available on our website, i.e. [www.unipro ltd.com](http://www.unipro ltd.com). The physical copy of the annual report has been sent to those members who have either opted for the same or have not registered their email addresses with the Company/depository participant. The members will be entitled to a physical copy of the annual report for the financial year 2016-17, free of cost, upon sending a request to the Company Secretary at Flat No.503B, 5th Floor, Maheshwari Chambers, Somajiguda, Hyderabad 500082, Telangana, India
11. The Company is providing an opportunity to its member to register their e-mail address and changes therein and such request shall be made by only those members who have not get their e-mail ID's recorded as to update a fresh e-mail ID and not from the members whose e-mail IDs are already registered.
12. The Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 requires a listed Company to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions to be passed at General Meetings. The Company is pleased to offer remote e-voting facility as an alternate, for all its Members to enable them to cast their vote electronically.

In case a Member desires to exercise his vote by using remote e-voting facility then he has to carefully follow the instructions as given for E-Voting. He can use the facility and log in any number of times till he has voted on the Resolution or till the end of the voting period whichever is earlier.

13. Mr. Harinath Punna, Practicing Company Secretary (Membership No. A41967) has been appointed by the Board as Scrutinizer for the purpose of ascertaining the requisite majority for all the businesses in a fair and transparent manner.
14. Since remote e-voting facility (including Ballot Forms) is provided to the Members pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, voting by show of hands will not be allowed in the meeting.

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15. After all the items of the notice have been discussed, the Chairman will order poll in respect of all the items. Poll will be conducted and supervised under the Scrutinizer appointed for remote e-voting as stated above. After conclusion of the poll, the Chairman may declare the meeting as closed.
16. Members who have not casted their vote through remote e-voting will be allowed to vote at AGM through polling. The members who have once casted remote e-vote on a resolution will not be allowed to modify it subsequently or vote on such resolution on poll at the Annual General Meeting. However, they can attend the meeting and participate in the discussions, if any. If any member casts vote again, remote e-vote casted by him shall be considered.
17. The results declared along with the scrutinizer's report shall be placed on the website of the Company.
18. Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, brief profiles of Directors including those proposed to be appointed or re-appointed are annexed to this notice.
19. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the special businesses is annexed hereto.

### **ELECTRONIC VOTING PARTICULARS**

Pursuant to provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to offer remote e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 32<sup>nd</sup> Annual General Meeting to be held on **Thursday, 28<sup>th</sup> September 2017, at 09.30 A. M.** The Company has engaged the services of Central Depository Services (India) Limited i.e CDSL to provide the E-Voting facility.

The E-Voting facility is available at the link <https://evotingindia.com/>  
The period of E-voting is set out below:

Commencement of e-Voting	End of e-Voting
25th September, 2017 (9.00 A.M)	27th September, 2017 (5.00 P.M)

### **VOTING THROUGH ELECTRONIC MEANS**

#### **Procedure and Instructions for E-Voting:**

**The e-Voting process to be followed by the shareholders to cast their votes:**

- During the voting period, the shareholders can visit the e-Voting website [www.evotingindia.com](http://www.evotingindia.com) and select the relevant EVSN / Company for voting.
- The shareholders can login to the e-Voting system using their user-id (i.e. demat account number), PAN and Date of Birth (DOB) or Bank account number mentioned for the said demat account or folio.
- After logging in, demat security holders will have to mandatorily change their password. This password can be used by demat security holders for all future voting on resolutions of companies in which they are eligible to vote. Physical shareholders will have to login with the DOB and Bank details for every voting.
- Security holders have to then select the EVSN for which they desire to vote.
- Security holders can then cast their vote on the resolutions available for voting.
- Security holders can also view the resolution details on the e-Voting website.
- Once the security holder casts the vote, the system will not allow modification of the same.
- During the voting period, security holders can login any number of times till they have voted on all the resolutions. However, once the security holder has voted on a resolution he/she would not be able to vote for the same resolution but, only view the voting.
- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.
- The members of the Company, holding shares either in physical form or in dematerialized form, as on 15.09.2017, being the cutoff date, may cast their vote electronically.