

UNIPRO TECHNOLOGIES LIMITED

(CIN: L72200TG1985PLC005615)

**33rd
ANNUAL REPORT
2017-2018**

UNIPRO TECHNOLOGIES LIMITED

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 cum CFO

REGISTERED OFFICE:

Flat No.503B, 5th Floor,
Maheshwari Chambers,
Somajiguda, Hyderabad,
500082, Telangana, India
Email: info@uniproltd.com
Website: 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

INVESTOR E-MAIL ID: info@uniproltd.com

UNIPRO TECHNOLOGIES LIMITED

NOTICE

Notice is hereby given that the 33rd Annual General meeting of the Shareholders of M/s. Unipro Technologies Limited will be held on 29th day of September, 2018 at 9:30 A.M. at the Registered Office of the Company situated at Flat No.503B, 5th 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 31st March, 2018 and the Boards Report and the Auditors Report thereon.
2. To appoint a director in place of Mrs. D. Aparna Reddy (DIN: 02957936) who retires by rotation and being eligible, offers herself for reappointment.

SPECIAL BUSINESS:

3. **Re-classification of the promoters of the company in accordance with Regulation 31A of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015:**

To consider and if thought fit, pass with or without modification(s), the following resolutions as **Special Resolution**.

“RESOLVED THAT pursuant to Regulation 31A and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013 ('Act') read with the Rules framed there under ('the Act'), the approval of the Members be and is hereby accorded for reclassification of status Mr.D. Chandra Reddy, Mr.T. Divakar Reddy, Mr.D. Kaushik Reddy and Mrs.D. Sukrutha Reddy, forming part of the existing Promoters of the Company from Promoter category to Public category.

“RESOLVED FURTHER THAT that the Promoters seeking re-classification along with their personal promoter group entities and persons acting in concert do / will not:

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- i. Have any special rights through formal or informal agreements.
- ii. Act as a Key Managerial person for a period of more than three years from the date of Shareholders approval.

“RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution including filing of necessary forms and returns with the Ministry of Corporate Affairs, Stock Exchanges and other concerned authorities.”

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

Sd/-

**D. Aparna Reddy
Whole Time Director cum CFO
(DIN: 03298728)**

**Place: Hyderabad
Date: 14.08.2018**

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument of Proxy in order to be effective shall be deposited at the Corporate Office of the Company by not less than 48 hours before the commencement of the Meeting.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in 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, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT.11 annexed herewith.

2. Statement setting out material facts (Explanatory Statement) pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business as set out in the Notice is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 23.09.2018 to 29.09.2018 (Both days inclusive).
4. Brief resume of Directors proposed to be appointed/re-appointed along with such other details as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and Secretarial Standards on General Meetings (SS-2), are provided as Annexure to this Notice.
5. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.
6. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID Numbers for identification.
7. Corporate Members are requested to send to the Company's Registrar & Transfer Agent, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.

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8. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.
9. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Share Transfer Agents (M/s.Venture Capital & Corporate Investments Private Limited)
10. As a measure of austerity, copies of the annual report will not be distributed at the Annual General Meeting. Members are therefore, requested to bring their copies of the Annual Report to the Meeting.
11. With a view to using natural resources responsibly, we request shareholders to update their email address with their Depository Participants to enable the Company to send communications electronically.
12. Members holding shares in the same name under different ledger folios are requested to apply for consolidation of such folios and send the relevant share certificates to M/s. Venture Capital & Corporate Investments Private Limited., Share Transfer Agents of the Company for their doing the needful.
13. Members are requested to send their queries at least 7 days before the date of meeting so that information can be made available at the meeting.
14. In respect of shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the registrar and share transfer agent of the company and correspond with them directly regarding share transfer/transmission/transposition, Demat /Remat, change of address, issue of duplicate shares certificates, ECS and nomination facility.
15. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.

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16. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts and Arrangements in which the Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Registered Office of the Company and at the Annual General Meeting.
17. Corporate members intending to send their authorized representatives to attend the AGM pursuant to Section 113 of the Companies Act, 2013 are requested to send a duly certified copy of the Board Resolution together with specimen signatures authorizing their representative(s) to attend and vote at the AGM.
18. Electronic copy of the Annual Report for 2017-2018 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2017-2018 is being sent in the permitted mode.
19. Route Map of venue of Annual General Meeting is annexed to the Notice.
20. Members may also note that the Notice of the 33rd Annual General Meeting and the Annual Report for 2017-2018 will also be available on the Company's website for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: info@unipro ltd.com
21. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide members facility to exercise their right to vote on resolutions

proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited.

The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The remote e-voting period commences on September 26, 2018 (09.00 am) to September 28, 2019 (5.00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 22, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is casted by the shareholder, the shareholder shall not be allowed to change it subsequently.

A person who has acquired shares & become a member of the company after the dispatch of notice of AGM & holding shares as of cut-off date, may obtain the login ID & password by sending a request at info@unipro ltd.com. However, if the person is already registered with the CDSL for remote e-voting then the existing user ID & password can be used for casting vote.

The instructions for shareholders voting electronically are as under:

- i. The shareholders should log on to the e-voting website www.evotingindia.com.
- ii. Click on Shareholders.
- iii. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vi. If you are a first time user follow the steps given below:

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	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- vii. After entering these details appropriately, click on “SUBMIT” tab.
- viii. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- xi. On the voting page, you will see “RESOLUTION DESCRIPTION” and