

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extra-ordinary General Meeting of the Members of U P Telelinks Limited (the "Company") will be held on Friday, 10th December, 2021 at 2:00 p.m through Video Conference / Other Audio Visual Means (OAVM), to consider and transact the following business:

SPECIAL BUSINESS:

ITEM NO.01

RE-APPOINTMENT OF SHRI RAKESH KUMAR JAIN AS MANAGING DIRECTOR CUM CHAIRMAN

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

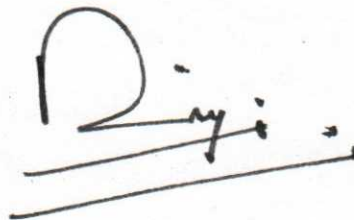
"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and the Articles of Association of the Company, approval be and hereby accorded for the re-appointment of Shri Rakesh Kumar Jain (DIN:-00058304) as Managing Director cum Chairman of the Company, not liable to retire by rotation, for a period of five years with effect from 1st April, 2022 on the remuneration and other terms and conditions, details of which are given below.

RESOLVED FURTHER THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution."

The terms and Conditions of the appointment, which are subject to the approval of the shareholders, are as under:

1. BASIC SALARY: Rs. 5,00,000/- per month
2. CONTRIBUTION TO PROVIDENT FUND: 12% of Basic Salary
3. PERQUISITES AND ALLOWANCES:

(a). In addition to the Salary and Contribution to Provident Fund the appointee shall also be entitled to perquisites and allowances as defined under Income Tax Act,1961 like Accommodation (furnished or unfurnished) or House Rent Allowance together with reimbursement of expenses or allowances for utilities such as Gas, Electricity, Water, Furniture and Fixtures, Furnishings and Repairs, Medical Reimbursements, Club Fees and Leave Travel



concession for himself and his family, gratuity, leave encashment, Medical and Personal Accident insurance premium, and such other perquisites and allowances in accordance with the rules of the Company or as maybe agreed by the Board of Directors and the appointee, subject however that these perquisites and allowances will be subject to a limits as per Schedule V of Section 197 of Companies Act,2013

(b) Provision for use of the Company's car for official duties and telephone at residence and mobile phone (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites for the purpose of calculating the above ceiling.

(c) The Chairman & Managing Director shall be entitled to be reimbursed in respect of all expenses incurred by him (including travelling, entertainment etc.) for and on behalf of the Company. However, no sitting fees will be paid to the Chairman & Managing Director for attending the Meetings of the Board of Directors or Committee thereof.

4. INCREMENT

The Chairman & Managing Director would be entitled for annual increments in the range from 5% to 10% as maybe decided by Board of Directors of the Company within the maximum permissible limit specified in Schedule V of the Act.

Note:

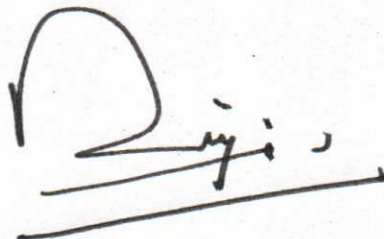
1. For the purpose of perquisites stated here above, "family" means wife, dependent children of Shri Rakesh Kumar Jain.
2. Perquisites shall be valued at actual cost to the Company.

MINIMUM REMUNERATION

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year, the Company shall pay the above remuneration to Shri. Rakesh Kumar Jain as minimum remuneration, in respect of such financial year, by way of salary, allowances, perquisites and other benefits subject to the limits prescribed in Schedule V of the Companies Act, 2013.

COMPENSATION FOR LOSS OF OFFICE

RESOLVED FURTHER THAT compensation for loss of office of Managing Director Shri Rakesh Kumar Jain would be subject to the provision of Section 202 of the companies act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being inforce)



A handwritten signature in black ink, appearing to read 'Rakesh Kumar Jain', is written over a horizontal line. The signature is stylized and includes a large loop at the beginning.

ITEM NO.02

FOR INCREASE IN REMUNERATION OF MANAGING DIRECTOR AND WHOLE TIME DIRECTORS

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

“RESOLVED THAT Pursuant to the provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company, approval be and hereby accorded for increase in the remuneration to Managing Director and Whole time Directors, as per the details given below and other terms and conditions of their appointment will remain same till the residual period of their tenure of their appointment.

(a) Remuneration payable to Mr. Rakesh Kumar Jain Managing Director will increase from Rs. 3Lakh per month to Rs. 4 lakh per month.

(b) Remuneration payable to Mr. SK Gupta Whole time Director will increase from Rs. 1 Lakh per month to Rs. 1.20 lakh per month.

(c) Remuneration payable to Mr. Mayank Jain Whole time Director will increase from Rs. 1.27 Lakh per month to Rs. 2.40 lakh per month.

(d) Remuneration payable to Mr. Rahul Jain Whole time Director will increase from Rs 1.35 Lakh per month to Rs. 2.40 lakh per month.

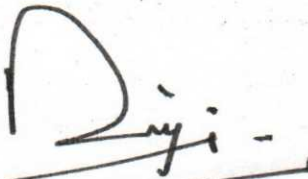
All others terms and conditions of their respective appointment will remain same till expiry of tenure of their appointment.

ITEM NO.03

TERMINATION OF A CONTRACT

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

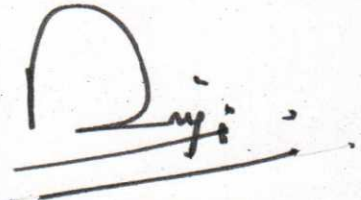
RESOLVED that whereas company and Shri Rakesh Kumar Jain had presently entered into a lease deed agreement dated 12.07.2018 for a period of 30 years and whereby clause no 2 of the said agreement describes the mode of termination of such lease deed and whereas Shri Rakesh Kumar Jain (lessor) vide his letter dated. 15.10.2021 had expressed his intention to terminate the said lease deed and being in the best interests of both parties to terminate said lease deed, approval be and is hereby given to terminate said lease deed entered with Mr. Rakesh Kumar Jain as per the terms and conditions of the lease deed.



RESOLVED FURTHER, that the Shri Sanjeev Khanna officer of the company or any other director be and are hereby severally authorized to do and perform any and all such acts, including execution of any and/or all documents and certificates and as such officers shall deem necessary or advisable, to carry out the purposes and intent of the foregoing resolutions.

RESOLVED FURTHER, that any actions taken under such lease deed prior to the date of the foregoing resolutions adopted hereby that are within the authority conferred thereby are hereby ratified, confirmed and approved as the acts and deeds of this company,

**By order of the Board
For UP TELELINKS LIMITED**



**RAKESH KUMAR JAIN
MANAGING DIRECTOR
DIN: 00058304**

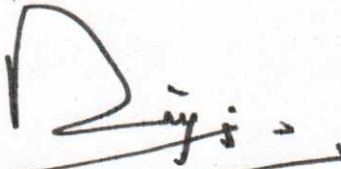
**NEW DELHI
15.11.2021**

NOTES:

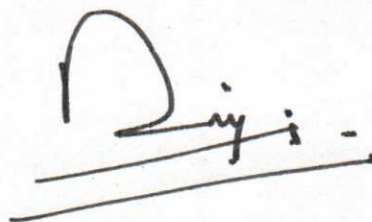
1. Explanatory Statement, as required under Section 102 of the Companies Act, 2013, is annexed.
2. Pursuant to the provisions of Section 91 of the Act, the Register of Members and Share Transfer Books of the Company will remain closed from Friday 3rd December, 2021 to Thursday, 9th December 2021 (both days inclusive) for determining the names of members eligible to vote and participate at EGM of the company.
3. Further those members whose names appear as Members in the Register of Members of the Company or Register of Beneficial Owner as on the cut-off date i.e. Thursday 2nd December, 2021 would be members eligible to vote and participate at EGM of the company.
4. Shareholders who hold shares in physical form may notify change of address, if any, and also email to Skyline Financial Services Pvt. Ltd , D-153/A, 1st floor, Phase I, Okhla Industrial Area, New Delhi -110020 along with self attested copies of address proof and PAN card. Members may note that SEBI by Circular dated 20.04.2018 has made it mandatory for the persons holding shares in physical form to furnish their PAN and Bank

details to the Company / Registrar & Transfer Agent (Skyline financial services Pvt. Ltd.). Members are requested to comply with the requirement at the earliest.

5. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN, if not already furnished, to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Skyline financial services Pvt. Ltd.
6. The information with regard to Shri Rakesh Kumar Jain, whose reappointment as a Managing director not liable to retire by rotation, Item no. 1 hereunder, forms an integral part of this Notice.
7. In view of the restrictions on assembly of people across the Country due to outbreak of the Covid-19 pandemic and restrictions on the movements apart from social distancing, the Central Government allowed Extra Ordinary General Meetings to be held through Video Conference / Other Audio Visual Means by following procedures laid down circulars - Circular No.14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 read with Circular No. 20/2020 dated May 05, 2020. The above provision has been further extended till 31.12.2021 by Circular No.02/2021 dated 13.01.2021 (Collectively referred to as "MCA Circulars") considering the spread of the second wave of the pandemic in the Country. Accordingly, this meeting is convened as e-EGM, to be held through Video Conference.
8. Pursuant to the provisions of the MCA Circulars on the Video Conferencing/OAVM/e-EGM:
 - a. Members can attend the meeting through web link provided to them to connect to Video conference. Physical attendance of the Members at the Meeting venue is not required.
 - b. Since the EGM is being held through Video Conferencing, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by Members is not available and as such the Proxy Form and Attendance Slip are not annexed to this Notice.
 - c. Pursuant to the provisions of Sections 112 and 113 of the Act, representatives of the Members may be appointed for the purpose of voting during the EGM, corporate Members intending to authorize their representatives to attend the EGM are requested to email the same to uptelelinks@uptelelinks.com along with certified true copy of the latest Board Resolution or Power of Attorney, authorizing their representative to participate and vote at the EGM, on their behalf.
9. The Members can join the e-EGM 15 minutes before the scheduled time of the commencement of the Meeting.
10. The attendance of the Members (members login) attending the e-EGM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.



11. Remote e-Voting: Pursuant to the provisions of Section 108 of the Companies Act, 2013 and the MCA Circulars, the Company is providing facility of remote e-voting to its Members through Zoom portal.
12. In line with the MCA Circulars, the Notice calling the EGM have been uploaded on the website of the Company <https://www.uptelelinks.com/>
13. **Instructions for the Members for attending the e-EGM through Video Conference, speaker registration and posting of queries:**
 - (i) Members holding shares either in physical form or in electronic form, as on the cut-off date i.e. Thursday, 2nd December, 2021 can attend the EGM through Video Conferencing.
 - (ii) Members can join the EGM through Video Conferencing from 1:45 pm onwards till the end of the EGM.
 1. Members who wish to speak during the EGM, can do so by registering themselves as a 'Speaker', by following the instructions, as mentioned below:
 - (i) Send an Email on : uptelelinks@uptelelinks.com
 - (ii) Only those Members holding shares either in physical form or in electronic form, as on the cut-off date of Thursday, 2nd December, 2021, may register themselves as a 'Speaker' from Monday, 6th December, 2021 upto Wednesday, 8th December, 2021. This will enable company to make requisite arrangements for the said Members to speak during the EGM through Video Conferencing.
 - (iii) Only those Members who have registered themselves as a 'Speaker', as aforesaid, will be able to speak during the EGM.
 - (iv) The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.
 2. Members who wish to post their queries may do so before the EGM, up to Wednesday, 8th December, 2021 (5.00 P.M.) on email address: uptelelinks@uptelelinks.com
 3. Members can participate at the EGM through desktop/phone/laptop/tablet. However, for better experience and smooth participation, it is advisable to use Google Chrome, through Laptops connected through broadband, for the said purpose.
 4. Further Members will be required to allow Camera, if any, and hence use Internet with a good speed to avoid any disturbance during the meeting.
 5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 6. Due to limitations of transmission and coordination during the Q&A session, the Company may dispense with the speaker registration during the e-EGM conference.


Digi -

14. Instructions for members for e-Voting during the e-EGM session:

Only those Members / shareholders, who will be present in the e-EGM through Video Conference facility, are eligible to vote through the e-EGM.

15. Since the EGM is being held through Video conferencing, the route map for the EGM venue is not attached.
16. Members may contact the Company for Conveying grievances, if any, relating to the conduct of the EGM, at the following address:

UP Telelinks Limited
'Investor Service Section'
A-10/8, Jhilmil Industrial Area,
Shahdara
Delhi -110032,
E-mail ID -uptelelinks@uptelelinks.com
Tel: 91 -120 6518210

Contact Persons:

Shri Rakesh Kumar Jain (Managing Director)

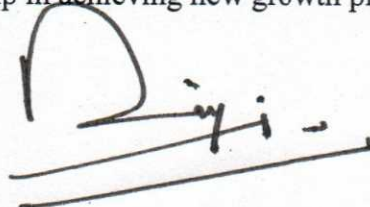
Annexure 1

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

Shri Rakesh Kumar Jain Managing Director is founder Promoter director of the company having 35 years of experience in managing the affairs of the company. He has completed his graduation in year 1975 and thereafter he started the present business of wire drawing. Since 1986 he is working as a Whole Time Director and is working as Chairman & Managing Director of the Company from 2007.

The present term of Shri Rakesh Kumar Jain Managing director would expire on 31st March 2022. Therefore Board of directors were of the view that it would be in overall interest of the company to reappoint Shri Rakesh Kumar Jain as Managing director cum Chairman of the company for a further period of five years. w.e.f 01.04.2022 The Board of directors were also of the view that since company is moving towards expansion programme, experience of Shri Rakesh Kumar Jain would be help in achieving new growth plans of the company.



Shri Rakesh Kumar Jain has confirmed to the board that he has not been disqualified u/s 164(2) of the Companies Act, 2013, to be appointed or to hold office of Managing director of the company. He has further confirmed that he has not debarred or disqualified from being appointed or from continuing to act as Managing director of company by any statutory authorities and further his appointment is meeting the requirements of Schedule V of the Companies Act, 2013.

Your Board of directors recommends the shareholders for their approval of resolution.

None of the director, Key Managerial Personnel and their relatives is in any way concerned or interested in the resolution except to the extent of their shareholding and Shri Mayank Jain and Shri Rahul Jain (Whole time directors) being related to Shri Rakesh Kumar Jain (Managing Director).

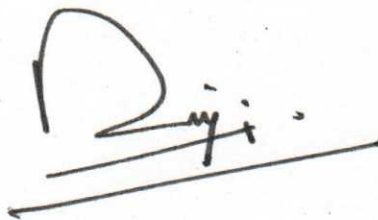
ITEM NO.02

FOR INCREASE IN REMUNERATION OF MANAGING DIRECTOR AND WHOLE TIME DIRECTORS:

The Board of directors was of the view that there was a need to increase the managerial remuneration of Managing Director and Whole Time Directors to be in commensurate with the responsibilities entrusted to them. The total remunerations after increase of remuneration is within limits of section of 197 of the Companies Act 2013. Further other terms and conditions of existing appointment of Managing Director and Whole time directors would remain same till the expiry of their present tenure.

The matter relating to increase in remuneration is now placed before the shareholders for their approval. The Board recommends for the approval of shareholders.

None of the director, Key Managerial Personnel and their relatives is in any way concerned or interested in the resolution except to the extent of their shareholding and Shri Mayank Jain and Shri Rahul Jain (Whole time directors) being related to Shri Rakesh Kumar Jain (Managing Director).

A handwritten signature in black ink, appearing to read 'Rakesh Kumar Jain', is written over a horizontal line. The signature is stylized and includes a large initial 'R'.

ITEM NO.03

TERMINATION OF A CONTRACT

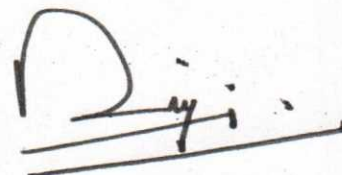
Shri R.K Jain(Lessor) had entered into an lease deed agreement dated 12.07.2018 for a period of 30 years and whereby clause no 2 of the said agreement describes the mode of termination of such lease deed and whereas Shri Rakesh Kumar Jain (lessor) vide his letter dated. 15.10.2021 had expressed his intention to terminate the said lease deed and being in the best interests of both parties to terminate said lease deed, Board of directors had recommended to the shareholders for their approval.

According matter is now placed before the shareholders for their approval of termination of lease deed entered by the company.

Copy of Lease deed entered by the company would be available for inspection at the Corporate Office of the company during 11am to 1pm till the date of EGM.

None of the director, Key Managerial Personnel and their relatives is in any way concerned or interested in the resolution except to the extent of their shareholding and Shri Mayank Jain and Shri Rahul Jain (Whole time directors) being related to Shri Rakesh Kumar Jain (Managing Director).

**By order of the Board
For UP TELELINKS LIMITED**



**RAKESH KUMAR JAIN
MANAGING DIRECTOR
DIN: 00058304**

**NEW DELHI
15.11.2021**