

NOTICE

Notice is hereby given that an Extra Ordinary General Meeting of the Preference Shareholders of the Company M/s U.P. Telelinks Ltd. would be held on Monday, the 30th day of May, 2022 at 2.30 p.m. at the corporate office of the Company at 686, G.T.Road, Chapraulla, Ghaziabad-201001 through Video Conference (VC)/ Other Audio Visual Means (OAVM), to consider and transact the following business:
to transact the following business as **Special business**:

SPECIAL BUSINESS:

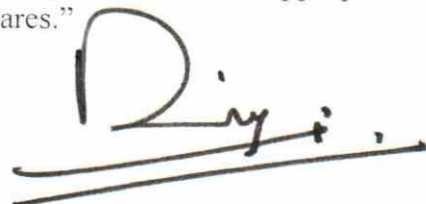
VARIATION IN TERMS INCLUDING EXTENSION OF PERIOD OF 10% OPTIONALLY REDEMABLE PREFERENCE SHARES:

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

"RESOLVED THAT Pursuant to Section 48, 55 and 102 of the Companies Act, 2013 and the rules, regulations made there under, and in accordance with the articles of association of the Company, and subject to such approvals and sanctions as may be required, the consent of the preference shareholders of the Company be and is hereby accorded for making amendments in the terms of redemption of 25,500, 10% Optionally redeemable preference shares (ORPS) of Rs. 100/- each by extending the due date of redemption and by making other amendments in the terms of redemption as mentioned below:

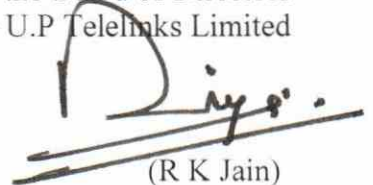
- i. The period of redemption for 10% optionally redeemable preference shares (ORPS) of Rs. 100/- each shall be extended for a further period of five years from the due date of redemption which was 20th March 2022.
- ii. The aforesaid preference shares shall be now due for redemption on 20th March 2027 at a premium of Rs. 500/- each, subject to the approval of preference shareholders.
- iii. Subject to the approval of preference shareholders, the company shall have the option at any time during the tenure or at the time of redemption of 10% optionally redeemable preference shares (ORPS) of Rs. 100/- each, to convert ORPS into preference shares at face value,"

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution Board be and is hereby authorized to do all such acts, deeds and things as the Board may in its absolute discretion consider necessary, proper, desirable or appropriate for making the said variance in terms of preference shares."



“RESOLVED FURTHER THAT any director of the Company be and is hereby authorized on behalf of the Company to file necessary forms, returns, intimations to Registrar of Companies, NCT of Delhi and Haryana and do all other necessary acts, deeds to give effect to the above resolution.”

By order of the Board of Directors
For U.P Telelinks Limited



(R K Jain)
Managing Director

DIN: 00058304


B-268, Yojna Vihar,
Delhi-110092

Date : 02.05.2022

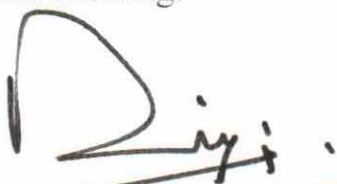
Place: Delhi

NOTES:

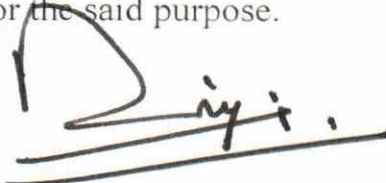
1. Explanatory Statement, as required under Section 102 of the Companies Act, 2013, is annexed.
2. Pursuant to the provisions of Section 91 of the Act, the Register of Members and Share Transfer Books of the Preference Share holders will remain closed from 24th May to 30st May 2022 (Both days inclusive) 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.23rd May, 2022 would be members eligible to vote and participate at EGM of the company.
4. Shareholders who hold preference 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. 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.
7. 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.
8. The Members can join the e-EGM 15 minutes before the scheduled time of the commencement of the Meeting.



9. 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.
10. 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.
11. In line with the MCA Circulars, the Notice calling the EGM have been uploaded on the website of the Company <https://www.uptelelinks.com/>
12. **Instructions for the Preference Shareholders for attending the e-EGM through Video Conference, speaker registration and posting of queries:**
 - (i) Members holding Preference shares either in physical form or in electronic form, as on the cut-off date i.e. 23rd May, 2022 can attend the EGM through Video Conferencing.
 - (ii) Members can join the EGM through Video Conferencing from 2:30 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 23rd May, 2022, may register themselves as a 'Speaker' from Friday, 27th May 2022 upto Saturday, 28th May, 2022. 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 Friday, 27th, May 2022 (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.


D. N. Singh

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.

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

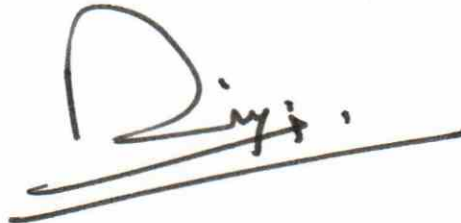
Only those Members / shareholders, who will be present in the e-EGM through Video Conference facility, are eligible to vote through the e-EGM.

14. Since the EGM is being held through Video conferencing, the route map for the EGM venue is not attached.
15. 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)



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM NO. 1

The Company had issued and allotted 34,000, 10% Optionally convertible redeemable preference shares (OCPRS) of Rs. 100/- (Rupees Hundred Only) each at a premium of Rs 400 each on 20.03.2014 for a period of 5 years. The period of redemption on OCPRS was due on . 20.03.2019 after expiry of 5 years . However, as a matter of policy, the Board of Directors of the Company redeemed initially 25% of 34,000, 10% Optionally convertible redeemable preference shares (OCPRS) of Rs. 100/- (Rupees Hundred Only) each at a premium of Rs 500/- (As per the payment terms of redemptions). Accordingly, 8500 10% Optionally convertible redeemable preference shares (OCPRS) were redeemed in the year 2019. The preference shareholders approved the extension of the period of redemption of remaining OCPRS i.e. 25,500, 10% OCPRS for a period of three years i.e. 20.03.2022, and also varied terms of issue Optionally convertible redeemable preference shares (OCPRS) and withdraw the option for conversion of 10% Optionally convertible redeemable preference shares (OCPRS) into equity shares, as mentioned in original terms of allotment of ORPS.

Now, keeping in view the financial status and growth of the Company, the Board of Directors of the Company have been invariably led to approach the Preference shareholders for seeking extension of the period of redemption of said preference shares. The Board believes that it would serve the long term interest of the Company as well as the shareholders of the Company.

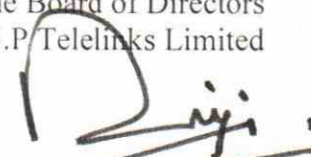
Therefore Board of directors of the company recommended to the preference shareholders to extend the term of 25,500, 10% ORPS for a further period of five years i.e. from 20.03.2022 to 20.03.2027, with the option to convert the 10% ORPS into Preference shares at face value at any time during the tenure of ORPS or at the time of redemption.

The Board of Directors in exercising of the power under Section 55 and read with Rule No. 9 of Companies (Share Capital and Debentures) Rules, 2014 recommends the resolution proposed in item no. '1' for the approval of preference shareholders shareholders to vary the terms and conditions for the redemptions.

The Directors recommend the passing of the proposed resolution as a **Special Resolution**.

None of the Directors, Key Managerial Personnel and their relatives are in any way concern or interested in the said resolution except to the extent of 10% Optionally convertible redeemable preference shares (OCPRS) held by them.

By order of the Board of Directors
For U.P Telelinks Limited



(R K Jain)

Managing Director

DIN: 00058304

Date : 02.05.2022

Place: Delhi