UNI-COM INDIA

"Growth doesn't come with single action. It is the consequence of persistence, courage and hard work"

Uni-Com India Private Limited is one of the leading Private Limited companies in India, engaged in fostering its operations as Prime Distributor for Samsung India Electronics Private Limited for the distribution of Electronic Goods in most of the northern states of India. Uni-Com India Private Limited believes into best management practices, ethics, discipline and governance. Company started its operations in 2009 and since then company made substantial improvement into its Distribution Network, Manpower, IT & Best Internal Control Procedures. This is first company in Jalandhar crossed 2000 crores of turnover in just 10 years of short span. This became possible with said good Management Practices, Strong Internal Control & Procedures, Self-Improvement and Ethical Working Intentions of Management. The Company is pleased to present to its shareholders the Annual Report for the financial year 2019-20.

Uni-Com India Private Limited

Board's Report 2019-20

To

The Esteemed Members

Your Directors have pleasure in presenting the Annual Report of your Company along with the Audited statement of accounts and Auditors' Report of Uni-Com India Pvt. Ltd. for the financial year ended March 31, 2020.

FINANCIAL HIGHLIGHTS

Your company has been able to secure the pleasing growth in the financial year 2019-20. The summarised financial results of the company for the previous year 2019-20 depicting the growth are as follows:

(Figures in Rs. Crores)

SR. NO	PARTICULARS	FOR THE YEAR ENDED, 31 MARCH 2020	FOR THE YEAR ENDED, 31 MARCH 2019	FOR THE YEAR ENDED, 31 MARCH 2020	FOR THE YEAR ENDED, 31 MARCH 2019
		STANDALONE		CONSOLIDATED	
1.	Revenue from operations	1689.54	2025.58	1737.19	2026.51
2.	Other income	4.62	3.57	3.30	3.46
3.	Total revenue	1694.15	2029.16	1740.49	2029.96
4.	Expenditure (excluding depreciation)	1665.66	1992.18	1709.92	1992.28
5.	Depreciation	0.77	0.69	0.85	0.73
6.	Profit before tax	27.73	36.29	29.73	36.95
7.	Tax expense	7.00	12.88	7.54	13.03
8.	Net profit after tax	20.72	23.41	22.19	23.91
9.	Paid up capital	0.67	0.84	0.67	0.84
10.	Reserves & Surplus	111.25	120.56	114.39	121.56

11.	Net worth	111.93	121.40	115.06	122.40
12.	Earnings per share (Rs)	308.27	277.80	330.02	283.80

COVID IMPACT ON THE INDUSTRY

India has been among the fastest growing smartphone market in the world as more users shift from feature phones, CMR said it remained cautious on the pace of recovery.

"We are keeping a close tab on the macroeconomic factors and how it plays out from here on. Our best-case scenario suggests a potential decline of 11-12 per cent in overall smartphone shipments for 2020," said Prabhu Ram, head-industry intelligence group at CMR.

The coronavirus pandemic caused the global smartphone market to experience its worst decline ever. Although Samsung's smartphone sales declined 22.7 per cent in the first quarter of 2020, the company still maintained the No. 1 spot with 18.5 per cent market share.

Worldwide Smartphone Market Share

Vendor	1Q20 Market Share (%)	1Q19 Market Share (%)
Samsung	18.5	19.1
Huawei	14.2	15.6
Apple	13.7	11.9
Xiaomi	9.3	7.3
OPPO	8.0	7.9
Others	36.3	38.2
Total	**100.0**	**100.0**

Even as companies have resumed their operations now, due to the economic impact of COVID-19, demand remains unpicked immediately.

STATE OF COMPANY'S AFFAIR (STANDALONE)

Uni-Com India Private Limited has embarked on the journey of creating a high Performance Culture and has laid the foundation towards the same. The overall performance of the company is commendable as a company in current economic scenario, with its growth oriented sales strategies and with its policies beneficial to stakeholders. The company has recorded little decrease in the revenue in the financial year 2019-20 due to increased competition in the market. The company has also endeavored to maintain strong employee relationship and has taken many initiatives to maintain good corporate governance norms and serve the best interests of the society.

TOTAL REVENUE

During the Financial year 2019-20, the big and systematic challenges included word pandemic outbreak, economic factors like global shutdown of economy due to countrywide lockdown, which resulted in pressure on sales, and profitability. Despite the extreme market conditions, the company with its endless efforts has earned Total Revenue of Rs.1694.15 Crores for the year ended March 31, 2020 as compared to Total Revenue of Rs.2029.16 Crores for the year ended on March 31, 2019 recording a slight decrease of 16.51%.

NET PROFIT

With the help of well managed policies and internal procedures which are effectively implemented by the enthusiastic team and management, the Company has been able to reduce the impact of global downturn on net profit of company. As an effect of decrease in the turnover, the net profit of the company reduced from Rs. 23.91 crores for the year ending March 31st 2019 to Rs. 22.19 crores for the year ending March 31st 2020 marking a decrease of around 7.19%.

NET WORTH

Net Worth of the company decreased to Rs. 111.93 Crores during the financial year 2019-20 as compared to Rs. 121.40 Crores in the previous year due to buyback of equity shares out of free reserves and security premium in order to increase the overall shareholders value and to optimize return to its shareholders.

EARNING PER SHARE

The Earning per share of the company has increased to Rs.308.27 as on March 31, 2020 as compared to Rs. 277.80 during the previous financial year. The said increase is the result of the buyback of shares during the financial year due to which shareholders value has been enhanced.

BUYBACK OF EQUITY SHARES

Pursuant to a Special Resolution passed on August 26, 2019 by the members of the Company, 1,70,222 Equity shares of Rs. 10/- each were bought back by the Company from existing shareholders at an aggregate value of Rs. 24,54,20,972/-. These equity shares were subsequently extinguished resulting in reduction of the paid-up share capital of the Company to 67,22,780 equity shares of 10 each.

OPERATIONS: PROSPECTS AND FUTURE PLANS

The regulatory reforms and economic conditions are in favor of the electronic industry. The Industry has managed to perform well during the financial year 2019-20. The Market is slower due to uncertainties posed by COVID-19 pandemic and lockdowns happening all over the world. Sale is also hampering due to huge competition from other big and new players in the market but the management is positive even in this uncertain times and working hard to reduce the impact to sale. Management believes this situation to be a short term effect and is positive to recover from this slowdown shortly.

As the company is the Prime Distributor for Samsung Electronics equipment, it has strengthen its internal mechanism more to build its capacity to achieve the desired results and we are confident that your company will work with sheer dedication in the coming years also. Sales may reduce due to global un-certainties, but we are strong in internal procedure and control and long term view is very positive for management.

CHANGE IN THE NATURE OF BUSINESS

During the financial year 2019-20, there was No Change in the nature of business of the Company.

DIVIDEND

Considering the long-term interest of the shareholders, the Directors therefore, do not recommend payment of dividend for the period under consideration. Furthermore, due to the excessive competition prevailing in the market, the company requires huge funds for its growth and expansion.

AMOUNTS TRANSFERRED TO RESERVES

Taking into consideration the profitability and the current economic scenario, the Board of Directors has transferred Rs. 5.00 Crores to General Reserve Account during the financial year 2019-20.

DISCLOSURES PURSUANT TO COMPANIES ACT, 2013 READ WITH RULES FRAMED THEREUNDER:

WEB ADDRESS, IF ANY, WHERE ANNUAL RETURN REFFERED TO IN SUB-SECTION (3) OF SECTION 92 HAS BEEN PLACED

The extract of the Annual Return as at March 31, 2020 as provided under Section 92 (3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014 shall be placed on the website of the Company at http://www.uni-com.in/.

CHANGE IN THE COMPOSITION OF THE BOARD OF DIRECTORS DURING THE YEAR

No change took place in the composition of Board of Directors during the financial year 2019-20.

NUMBER OF BOARD MEETINGS WITH DATES AND NUMBER OF MEETINGS ATTENDED BY EACH DIRECTOR

The Board of Directors met 17 times during the Financial year 2019-20, in accordance with the provisions of the Companies Act, 2013 and rules made there under. The dates of the Board meetings are as follows:

S. No.	Board Meeting Date	S. No.	Board Meeting Date
1.	01 April, 2019	11.	30 August, 2019
2.	05 April, 2019	12.	10 September, 2019
3.	11 April, 2019	13.	05 October, 2019
4.	23 May, 2019	14.	09 December, 2019
5.	24 May, 2019	15.	02 January, 2020
6.	19 June, 2019	16.	09 January, 2020
7.	01 July, 2019	17.	22 February, 2020
8.	11 July, 2019		
9.	29 July, 2019		
10.	01 August, 2019		

DETAILS OF MEETINGS ATTENDED BY THE BOARD OF DIRECTORS

S No.	Name	Designation	Date of appointment	Date of Cessation, (if any)	Meetings held	Meetings Attended
1	Mr. Ajit Rakheja	Managing Director	19/08/2011	---------	17	17
2	Mr. Hemant Wadhwa	Managing Director	12/01/2009	---------	17	17
3	Mr. Munish Chopra	Director	23/05/2012	---------	17	17
4	Ms. Neeraj	Director	15/03/2016	---------	17	16

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the applicable Provision of the Companies Act, 2013, Your Directors state that:

1. In the preparation of the annual accounts, the applicable accounting standards and guidance provided by the Institute of Chartered Accountants of India had been followed and that there are no material departures thereof;

2. 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 at the end of the financial year and of the profit and loss of the company for that period;

3. The directors have taken proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

4. The directors have prepared annual accounts on a going concern basis; and

5. The directors have devised proper system to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

6. The Directors had laid down Internal Financial Controls to be followed by the Company and that such Internal Financial Controls are adequate and were operating effectively.

DISQUALIFICATION OF DIRECTORS

On the basis of the written consent received from all the directors appointed in the Company, none of the director is disqualified under the provisions as mentioned in Section 164 (2) of the Companies Act, 2013.

MEETINGS OF COMMITTEES

CSR Committee

In compliance with Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company has constituted Corporate Social Responsibility ('CSR') Committee. The Role of the Committee is to formulate and recommend a CSR policy to the Board, to recommend amount of expenditure to be incurred on CSR activities, to monitor the CSR policy of the Company from time to time and to institute a transparent monitoring mechanism for implementation of the CSR projects or programs or activities undertaken by the Company.

Details of CSR Policy and its implementation

The Company's Corporate Social Responsibility ("CSR") activities are guided and monitored by its CSR Committee. The CSR Policy of the Company provides a broad set of guidelines including intervention areas. Details of the CSR Policy are available on our website, at http://www.uni-com.in/csr-policy.html.

The Company believes that CSR is a way of creating shared value and contributing to social and environmental good. Company's strategy has been to integrate its activities in community development, social responsibility and environmental responsibility and encourage each business unit or function to include these considerations into its operations. These projects are in accordance with Schedule VII of the Companies Act, 2013. The Annual Report on CSR activities undertaken by the Company forms part of the Board Report as Annexure I.

S.No	A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken.	
1.	Composition of the CSR Committee	Mr. Ajit Rakheja Mr. Hemant Wadhwa Mr. Munish Chopra Ms. Neeraj
2.	No. of Meetings of CSR Committee held during the Financial Year	During the Financial year 2019-20, 2 meetings of the Corporate Social Responsibility Committee was convened and held on April 12, 2019 and October 10, 2019.
3.	The details of the number of meetings of the committee attended thereof by the respective members of committee	All the members of the committee were present in the Committee meetings held and convened on April 12, 2019 and October 10, 2019..
4.	Average net Profit for last 3 financial years	Rs. 33,38,06,928/-
5.	Prescribed CSR expenditure (two percent of the amount as in item 3 above	Rs. 66,76,139/-
6.	Details of CSR spent during the financial year	The Company spend NIL amount towards CSR Activities this year. Though M/s Uni-Com Foundation, a society registered for carrying out CSR Activities, has spent amount of Rs.47070/- toward CSR activity in financial year.
7.	Total amount to be spent for the financial year;	Rs. 66,76,139/-
8.	Amount unspent, if any;	NIL
9.	In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report.	Uni-Com India Pvt. Ltd. has been an early adopter of CSR initiatives. During the Financial year 2019-20, your Company continued to take initiatives to promote education by sponsoring fees, school bags, stationeries, and uniforms for eligible students undergoing primary education and

		Company is trying to add more and more students and enlarge its area of operations to ensure that benefits are wide spread and reaches directly to the needy students. Since the process involves lot of pre-checks, it is likely to take some more time to enable the Company to increase the spending and spend the entire amount required for CSR as per the provisions of Companies Act, 2013. The Company has formed a separate society for carrying on the CSR activities namely **'UNI-COM FOUNDATION'** through which the company can Contribute to the Societal development.

NAME OF THE COMPANIES WHICH HAVE BECOME / CEASED TO BE SUBSIDIARIES /ASSOCIATES OR JOINT VENTURES DURING THE YEAR

During the Financial year 2019-20, M/s Uni-Com Enterprise India Private Limited ceases to become the Wholly Owned Subsidiary of M/s Uni-com India Private Limited as M/s Uni-com India Private Limited now holds 90% shares of M/s Uni-com Enterprise India Private Limited.

SEPARATE SECTION CONTAINING A REPORT ON PERFORMANCE AND FINANCIAL POSITION OF EACH OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

The company has following Wholly Owned Subsidiaries as on 31st March, 2020:

NAME OF WHOLLY OWNED SUBSIDIARY COMPANY	CIN	ADDRESS
UNI-COM FINCORP PRIVATE LIMITED	U65929PB2016PTC045572	SCO-4, 3rd Floor, Puda Complex, Ladowali Road Jalandhar
UNI-COM INTERNATIONAL PRIVATE LIMITED	U51505CH2015PTC035621	SCO 7, Second Floor, Sector 17 Chandigarh, 160017

The company has following Subsidiary as on 31st March, 2020:

UNI-COM ENTERPRISES INIDA PRIVATE LIMITED	U64200PB2010PTC033718	SCO-4, IInd Floor, PUDA Complex, Near Dainik Bhaskar office, Ladowali Road, Jalandhar

a) **UNI-COM FINCORP PRIVATE LIMITED:** Uni-com Fincorp was incorporated on August 01, 2016 in order to carry out finance related activities as a Non-Banking Financial Company. The Company got its Registration Certificate on April 12, 2017 and commenced its operations during the financial year 2017-18. Within a short span of time, the Company has been able to earn Total Revenue of Rs. 344.08 Lakhs in 2019-20 as compared to Rs. 128.04 Lakhs in 2018-19.

   Net owned funds of the company as on March 31, 2020 stood at Rs. 547.39 Lakhs.

b) **UNI-COM ENTERPRISES INDIA PRIVATE LIMITED:** Company with its hard end efforts has earned a Total Revenue of Rs. 6231.43Lakhs for the year ended March 31, 2020 as compared to Total Revenue of Rs. 304.21 Lakhs as on March 31, 2019.

   The Net Profit after tax of the Company has decreased to Rs.127.05 Lakhs during the current year 2019-20 against Rs. 21.04 Lakhs in the previous year 2018-19.

   Paid up Capital of the Company remain unchanged during the financial year 2019-20 and stood at Rs. 30.00 Lakh.

c) **UNI-COM INTERNATIONAL PRIVATE LIMITED:** During the financial year 2019-20, Company was not able to continue its business operations in this year. The Company has adopted a conservative approach and is under the process of searching for some profitable opportunities for carrying out its business activities. During the current financial year, The Total Gross Income of the company stands to Rs. 1999/- only.

   The Net Loss of the Company stood at Rs. 23,425/- during the financial year ending March 31, 2020 as compared to the Net Loss of Rs.15,734/- during the previous financial year ending March 31, 2019.

   Net Owned Funds of the Company as on March 31, 2020 decreased to Rs.1066461.20/- as compared to Rs.1089886.20/- as on March 31, 2019.

d) Consolidated Financial Statements of the Company and its subsidiaries are attached, which have been prepared in accordance with the relevant Accounting Standard(s) as prescribed under the Companies Act, 2013.

e) The annual accounts of these subsidiaries and the related detailed information will be made available to any shareholder of the Company / its Subsidiaries who may be interested in seeking such information and are also available for inspection by any shareholder of the Company / its subsidiaries at the registered office of the Company / its subsidiary companies. The Company shall furnish a copy of details of annual accounts of subsidiaries to any shareholder on demand.

AUDITORS

M/s Walia Jasvir and Associates, Chartered Accountants, Jalandhar, Statutory Auditors of the company have audited the accounts of the company for the financial year 2019-20 as per the accounting standards followed in India.

Auditors of the Company M/s Walia Jasvir and Associates, Chartered Accountants, is reappointed in 10th annual general meeting and shall hold office for next 5 years.

COMMENTS BY THE BOARD ON QUALIFICATION, RESERVATION OR ADVERSE REMARKS OR DISCLAIMER MADE BY AUDITORS IN AUDIT REPORT

M/s Walia Jasvir & Associates, Chartered Accountants, Statutory Auditors of the company have audited the accounts of the company for the financial year 2019-2020 as per the accounting standards followed in India.

There is no qualification, reservations or adverse remarks given by the Auditors which need comments by the Board. The notes to accounts referred to in Auditors' Report has been discussed by the Board and are self-explanatory and therefore, in the opinion of the Directors, do not call for any further comments.

REPORTING OF FRAUDS BY AUDITORS

During the year 2019-20, the Statutory Auditor has not reported any instances of frauds committed in the Company by its Officers or Employees to the Board of Directors, details of which need to be mentioned in this Report.

LOANS, GUARANTEES & INVESTMENTS

The company has disclosed in the financial statements the full particulars of the loans given, investment made or guarantee given or security provided and the purpose for which the loan or guarantee or security is proposed to be utilized by the recipient of the loan or guarantee or security as provided under section 186 (4) of the Companies Act, 2013.However, No Loans, Guarantees have been given and investment made other than in the ordinary course of business.

RELATED PARTY TRANSACTIONS UNDER SEC 188 OF COMPANIES ACT, 2013

There were no contracts or arrangements entered by the Company during the financial year 202019-20 with the related parties pursuant to Section 188 of the Companies Act, 2013 which would have a material impact on the business of the Company. Hence no disclosure is required to be made in Form AOC-2. However, the transactions that took place between the related party transactions were at Arm's Length Basis and in the ordinary course of business.

PRESCRIBED DETAILS OF DEPOSITS UNDER CHAPTER V

The company has not accepted any deposits during the year 2019-20.

STATEMENT OF DECLARATION GIVEN BY INDEPENDENT DIRECTOR'S U/S 149(6)

Uni-com India Private Limited was not required to appoint any independent Director, hence no declaration is required to be obtained as the provisions of Section 149 (6) & (7) of Companies Act, 2013.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

There is no such material change and commitment affecting the financial position of the company occurring between the end of the Financial Statements and date of Board Report. However complete lockdown throughout the state till the month of April 2020 and thereafter restricted movement and activities in the state till the signing of this report, effected the financial position of the Company and the complete economy.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS & OUTGO

(A)Conservation of energy-

The company being the distributor of electronics, the Energy consumed by the Company during this period is only in the form of electricity and diesel used in generators. The expenditure on power and fuel during the financial year 2019-20 stood at Rs. 13.13 Lakhs. The Company is taking adequate measures for conservation of the energy. The company is also exploring options available for using alternative source of energy. There is no capital investment on energy conservation equipment.

(B) Technology absorption:

a. The company is using latest technology in all its operations during the year ending March 31,2020.

b. There is no development in field of technology during the year.

c. The Company has not used any imported technology during the previous three financial years.

d. During the year, the Company has not incurred any expenditure on Research & Development.

(C) Foreign Exchange Earnings and Outgo

There was no foreign exchange inflow or Outflow during the year under review.

DETAILS IN RESPECT OF ADEQUACY OF INTERNAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

The Company's internal control system is designed to ensure operational efficiency. Effective use of resources and safeguarding of assets protection and conservation of resources, accuracy and promptness in financial reporting and compliance with laws and regulations. The internal control system is supported by an internal analysis process for reviewing the adequacy and efficacy of the Company's internal controls, including its systems and processes and compliance with regulations and procedures.

ESTABLISHMENT OF VIGIL MECHANISM

The Board of Directors of Uni-Com India Private Limited adopted the Vigil Mechanism Policy. The policy provides a channel to the Directors and Employees of the Company to report to the management about serious irregularities within the Company. The Company is devoted to adhere to the highest standards of ethical, moral and legal conduct of business operations and in order to maintain these standards, the Company encourages its employees who have genuine concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment.

DEVELOPMENT & IMPLEMENTATION OF RISK MANAGEMENT POLICY

Risk is a fundamental part of your Company's business, and sound risk management is critical to the success of the organization. As a trading intermediary, your Company is exposed to risks that are particular to its industry and the environment within which it operates. Your Company has acknowledged and implemented comprehensive policies and procedures to assess, monitor and manage risk throughout your Company. The risk management process is continuously improved and adapted to the changing global risk scenario.

ISSUE OF EQUITY SHARES WITH DIFFERENTIAL RIGHTS, SWEAT EQUITY, ESOS ETC

The company has not issued any equity shares with Differential Rights, Sweat Equity, ESOP, etc. during the financial year 2019-20.

VOLUNTARY REVISION OF FINANCIAL STATEMENT AND BOARD'S REPORT

The company has duly complied with all the provisions of Section 129 and 134, therefore No Voluntary revision of financial statements and Director's Report was done by the company during the Financial Year.

DISCLOSURE OF INVESTOR EDUCATION AND PROTECTION FUND UNDER SECTION 124 (5) & 125

The Company was not required to transfer any amounts during the financial year ended on March 31, 2020 to the Investor Education and Protection Fund under Section 124 (5) and 125 of the Companies Act, 2013.

DETAILS OF SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS, COURTS, TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

During the financial year 2019-20, no orders were passed by any Tribunal, Regulator or Courts impacting the going concern status and Company's operations in future.

DISCLOSURES IN RESPECT OF VOTING RIGHTS NOT EXERCISED DIRECTLY BY THE EMPLOYEES

There are no such disclosures in respect of voting rights not exercised directly by the employees.

CORPORATE GOVERNANCE

Your Company is committed to best practices in corporate governance and recognizes that transparency, ethical behavior, integrity and protection of the interest of all the stakeholders form the keystones of the Governance. The company is continually investigating ways to grow together, care for local communities, protect the planet, ensure safe workplaces and support other business partners.

The Corporate Governance is further strengthened with the adherence to the companies Code of Conduct as a means to drive excellence, which articulates the values, ethics and business principles and serves as a guide to the Company, its directors and employees.

POLICY AGAINST SEXUAL HARASSMENT AT THE WORKPLACE

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. The Company takes all possible steps for the safety of women and has formulated a Policy for the prevention of Sexual Harassment against women and has formulated an Internal Complaints Committee headed by Ms. Neeraj, Director of the Company.for the prevention and redressal of complaints of sexual harassment at workplace.

All employees (permanent, contractual, temporary, trainees) are covered under this policy. No complaints were received during the financial year 2019-20 under reviewed.

COMPLIANCE WITH THE PROVISIONS OF SECRETARIAL STANDARD-1 AND SECRETARIAL STANDARD-2

The Directors have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and those systems are adequate and operating effectively.

ACKNOWLEDGEMENT

The Directors appreciatively acknowledge the continued support and co-operation received from the Central and State Governments, Investors, Accountants, Lawyers, Advisors, other statutory bodies and all our well wishers. The Company's employees are influential in the Company scaling new heights year after year. The Board acknowledges their commitment and contribution.

Date: October 01, 2020

For and on Behalf of
Uni-Com India Private Limited

Neeraj
(Director)
DIN: 07407841

Ajit Rakheja
(Managing Director)
DIN: 02144807

Annexure-I

REPORT ON CORPORATE SOCIAL RESPONSIBILITY

[Pursuant to clause (o) of Sub-Section 3 of Section 134 of the Act and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014]

CSR Activity

"Good quality education is a foundation for dynamic and equitable societies." – Desmond Tutu

Education is the backbone of every society in this world. Education is important for the personal, social and economic development of the nation. Education empowers minds that will be able to conceive good thoughts and ideas. Uni-Com India Pvt. Ltd has created "Unicom Foundation: an approved trust under section 12 A(b) of the Income Tax Act, 1961, incorporate specifically for conducting CSR activity.

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:**

The Company believes that CSR is a way of creating shared value and contributing to social and environmental good. Company's strategy has been to integrate its activities in community development, social responsibility, and environmental responsibility and encourage each business unit or function to include these considerations into its operations. These projects are in accordance with Schedule VII of the Companies Act, 2013.

2. **The Composition of CSR Committee:**

The Company's CSR Committee consists of four Directors of the Company, and is chaired by a Managing Director. The composition of the Committee is set out below: Mr. Ajit Rakheja Mr. Hemant Wadhwa, Mr. Munish Chopra, Ms. Neeraj

3. Average net profit of the Company for last three financial years: Rs. 33,38,06,928/-

4. Prescribed CSR Expenditure (two percent of amount stated in item 3 above): Rs. 66,76,139/-

5. Details of CSR spent during Financial year:
   (a) Total amount to be spent for Financial Year: Rs. 66,76,139/-
   (b) Amount unspent, if any: Rs. 66,76,139/-
   (c) Manner in which amount spent during the financial year is detailed below:

Sr. No.	CSR project or activity identified	Sector in which the project is covered (As per Schedule VII of Companies Act, 2013)	Projects or programs 1) Local area or other 2) Specify the states and district where the project was undertaken	Amount outlay (budget) – project or program wise (Amount in Rs.)	Amount spent on the projects or programs Sub heads: (1) Direct expenditure on project or program (2) overhead (Amount in Rs.)	Cumulative expenditure upto the reporting period (Amount in Rs.)	Amount spent – Direct or through implementing agency
1.	-	-	-	-	-	-	-

6. **In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report:**

Uni-Com India Private Limited has been an early adopter of CSR initiatives. During the Financial year 2019-20, your Company has taken initiatives to promote education by sponsoring fees, school bags, stationeries, and uniforms for needy and eligible students undergoing primary education. Company is making all possible efforts to expand its reach to more and more students and to ensure that benefits are wide spread and reaches directly to the needy students. Since the process involves lot of pre-checks and the company is required to develop system and processes for the identification of the needy students, therefore it is likely to take some more time to enable the Company to effectively spend its CSR obligations as per the provisions of Companies Act, 2013. The Company has formed a separate society for carrying on the CSR activities namely **'UNI-COM FOUNDATION'** through which the company shall spend its CSR obligation and contribute to the societal development. Furthermore, Company along with the CSR foundation is planning to contribute towards the society through other activities as allowed under Schedule-VII of the Companies Act, 2013.

Responsibility Statement

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

For & on Behalf of
Uni-Com India Private Limited

Date: October 01, 2020

Neeraj
(Director)
DIN: 07407841

Ajit Rakheja
(Managing Director)
DIN: 02144807