

Board Report
F.Y - 2020-21

UNI-COM INDIA

"Resilience and Rebound"

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 2020-21.

Uni-Com India Private Limited

DIRECTORS REPORT 2020-21

To:

The Esteemed Members of,
Uni-Com India Private Limited

Your Directors have pleasure in presenting the Annual Report of your Company along with the Audited statement of accounts and Auditors' Report for the financial year ended March 31, 2021.

FINANCIAL HIGHLIGHTS

Your company has been able to secure the pleasing growth in the financial year 2020-21. The summarised financial results of the company for the previous year 2020-21 depicting the growth are as follows:

(Figures in Rs. Crores)

SR. NO	PARTICULARS	FOR THE YEAR ENDED, 31 MARCH 2021	FOR THE YEAR ENDED, 31 MARCH 2020	FOR THE YEAR ENDED, 31 MARCH 2021	FOR THE YEAR ENDED, 31 MARCH 2020
		STANDALONE		CONSOLIDATED	
1.	Revenue from operations	1433.75	1689.54	1476.84	1737.19
2.	Other income	4.67	4.62	2.94	3.30
3.	Total revenue	1438.43	1694.15	1479.79	1740.49
4.	Expenditure (excluding depreciation)	1417.98	1665.66	1455.83	1709.92
5.	Depreciation	0.81	0.77	0.95	0.85
6.	Profit before tax	19.63	27.73	23.01	29.73
7.	Tax expense	5.13	7.00	5.97	7.54
8.	Net profit after tax	14.50	20.72	17.04	22.19
9.	Paid up capital	0.67	0.67	0.67	0.67

10.	Reserves & Surplus	125.74	111.25	131.30	114.39
11.	Net worth	125.97	111.58	131.47	114.67
12.	Earnings per share (Rs)	216	224	253.49	330.02

COVID IMPACT ON THE INDUSTRY

During the Year 2020, the sudden outbreak of COVID-19 pandemic together with existing geo-political tensions impacted business and economies across the world. According to Ministry of Statistics, India's growth in the fourth quarter of fiscal year 2020-21 went down to 3.1 %.

In India too, which implemented a lockdown since 25 March, 2020, and its different phases of lockdown & Partial unlock till November 2020 had varying degrees of impact on industry. Moreover, devastating impact of Second wave on February 2021, has created shocks ripping through society and in the world of business. Protecting lives and allowing health care systems to cope have required isolation, lockdowns, and widespread closures to slow the spread of virus.

Like thousands of companies worldwide, our Company also experienced the pandemic's economic and business repercussions. We faced several logistic challenges and regulatory interventions and had to coordinate with multiple stakeholders. But, we confronted the uncertainties by focusing on three key priorities – safeguarding the health and well-being of our people, ensuring business continuity to meet consumer needs in this time where mobile and tablets became the day saver for studying group as well as working group.

Before the Covid-19 pandemic, a modest growth rate in the electronics market has witnessed globally. After the pandemic, the global electronics industry has faced a dual impact. Despite of it, Samsung tops global smartphone market with 23% share in first quarter of the 2021, shipping 77 million smartphones and capturing 23% market share. But supply has been hampered very intensively as many areas remain into lockdown either full or partial. Even interstate transportation was not allowed and companies faced difficulty to supply good to their distributors and retailers, where demand for the product was at higher side then previous days.

STATE OF COMPANY'S AFFAIR (STANDALONE)

In 2020, despite the impact of the COVID-19 pandemic and an uncertain global economic environment, we remained focused on executing our business strategies, with its growth oriented sales strategies and implementing policies beneficial to stakeholders. However, your company has recorded little decrease in the revenue in the financial year 2020-21 due to widespread of novel coronavirus and induced lockdown imposed by government as regulatory measure which has hampered business in the entire world. The Company has also endeavored to maintain strong employee relationship by implementing several policy such as

work from home, no salary cutting & no lay off etc., and maintained the good corporate governance norms and tried to serve in the best interests of the society.

TOTAL REVENUE

During the Financial year 2020-21, 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.1438.43 Crores for the year ended March 31, 2021 as compared to Total Revenue of Rs.1694.15 Crores for the year ended on March 31, 2020 recording a decrease of 15.09 %.

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 trying to reduce the impact of global downturn on net profit of company. Due to the decrease in the turnover, the net profit of the company has reduced to Rs.14.50 Crores for the year ending March 31st 2021 from Rs.20.72 Crores for the year ending March 31st 2020 making a decrease of around 30.02 %.

NET WORTH

Net Worth of the company increased to Rs.125.97 Crores during the financial year 2020-21 as compared to Rs.111.58 Crores during the financial year 2019-20.

EARNING PER SHARE

The Earning per share of the company has decreased to Rs.216 as compared to Rs.224 during the previous financial year. The said decrease is the result of decrease into revenue which was noticed due to economy halt for considerable period due to the widespread of Covid 19 pandemic, which affected the sales and supply chain of the business.

OPERATIONS: PROSPECTS AND FUTURE PLANS

The Financial Year, 2020-21, was riddled with the effects of the Covid- 19 macro event. Although our group companies evolved in their business models to counter the negative effects of the lockdown and general loss in the business, there was definitely an impact on their performance, and a consequent one on ours. Despite difficulties, management believe this situation to be considered as short term effect and is positive to recover from this slowdown very soon.

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 2020-21, 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 2020-21.

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

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

The Annual Return as at March 31, 2021 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 2020-21.

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

The Board of Directors met 11 times during the Financial year 2020-21, 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	01.06.2020	7	11.12.2020
2	03.08.2020	8	22.01.2021
3	31.08.2020	9	01.02.2021
4	01.10.2020	10	12.03.2021

5	02.11.2020	11	30.03.2021
6	11.11.2020		

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 Kumar Rakheja	Managing Director	19/08/2011	-----	11	11
2	Mr. Hemant Wadhwa	Managing Director	12/01/2009	-----	11	11
3	Mr. Munish Chopra	Director	23/05/2012	-----	11	11
4	Ms. Neeraj	Director	15/03/2016	-----	11	11

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.

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 Meeting is attached as Annexure II.

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 brief outline of the Corporate Social Responsibility (CSR) Policy of the Company and the initiatives undertaken by the Company on CSR activities during the year are mentioned in the format prescribed in the Companies (CSR Policy) Amendment Rules, 2021 are set out in the Annual Report which forms part of the Board Report as Annexure I.

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

During the Financial Year 2020-21, no company have become/ceased to be subsidiaries/associates or joint venture.

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, 2021:

NAME OF WHOLLY OWNED SUBSIDIARY COMPANY	CIN	ADDRESS
UNI-COM FINCORP PRIVATE LIMITED	U65929PB2016PTC045572	SCO-4, 3 rd 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 2021:

NAME OF SUBSIDIARY	CIN	ADDRESS
UNI-COM ENTERPRISES INDIA 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.544.29 Lakhs in 2020-21 as compared to Rs.344.08 Lakhs in the previous year 2019-20.

Net owned funds of the company as on March 31, 2021 stood at Rs.637.77 Lakhs.

b) **UNI-COM INTERNATIONAL PRIVATE LIMITED:**

Company is able to find profitable opportunities for carrying out its business activities. During the current financial year, the Total Gross Revenue of the Company stands to Rs.4694.92 Lakhs for the current financial year 2020-21 as compared to Rs.1999 in the previous Financial Year 2019-20.

The Net Profit of the Company stood at Rs.52.95 Lakhs during the financial year ending March 31, 2021 as compared to the Net Loss of Rs.-0.23 Lakhs during the previous financial year ending March 31, 2020.

c) **UNI-COM ENTERPRISES INDIA PRIVATE LIMITED:**

Company with its hard end efforts has earned a total revenue of Rs.5678.63 Lakhs for the year ended March 31, 2021 as compared to Total Revenue of Rs.6231.43 Lakh.

The Net Profit after tax of the Company has decreased to Rs.114.48 Lakhs during the current Year 2020-21 as against Rs.127.05 Lakhs in the Previous Year 2019-20.

Paid up Capital of the Company remain unchanged during the financial year 2020-21 and stood at Rs.30.00 Lakh.

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 JAC & Associates LLP, Chartered Accountants, appointed as statutory auditor in place of M/s Walia Jasvir & Associates of the Company to fill the casual vacancy arise due to the conversion of the firm, to hold office until the conclusion of next annual general meeting of the Company.

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

M/s JAC & Associates LLP, Chartered Accountants, Statutory Auditors of the Company have audited the accounts of the company for the financial year 2020-2021 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 2020-21, 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 into contravention of Section 185 & 186 of Companies Act 2013.

RELATED PARTY TRANSACTIONS UNDER SEC 188 OF COMPANIES ACT, 2013

There were no contracts or arrangements entered by the Company during the financial year 2020-21 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 2020-21.

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.

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 2020-21 stood at Rs. 12.51 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, 2021.
- 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 2020-21.

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, 2021 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 2020-21, 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 2020-21.

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.

ISSUE OF CONVERTIBLE OR NON-CONVERTIBLE DEBENTURES ETC, IF ANY

During the financial year under review, the Company had not issued any Convertible or Non-Convertible Debentures to any person.

THE DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR.

No such application has been made or any proceeding is pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year under review.

THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

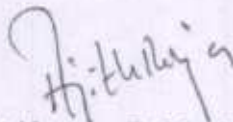
The Company has not entered into one-time settlement with any bank or financial institution, thus the disclosure is not required to be given by the Company

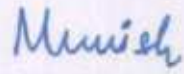
ACKNOWLEDGEMENT

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.

For on and Behalf of
Uni-Com India Private Limited

Date: 03.09.2021
Place: Jalandhar


Ajit Kumar Rakheja
(Managing Director)
DIN: 02144807


Munish Chopra
(Director)
DIN : 03111751