

Unisys Softwares & Holding Industries Ltd.

CIN: L51909WB1992PLC056742

Regd. Office: 75C, Park Street, Basement, Kolkata- 700016

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POSTAL BALLOT NOTICE

Dear Members,

NOTICE is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 ("Act"), as amended and in force read with the Companies (Management and Administration) Rules, 2014 ("Rules"), including any statutory modifications or re-enactment thereof for the time being in force and other applicable laws and regulations, that the resolution appended below are proposed to be passed by the Members of the Company by way of Postal Ballot i.e. voting by post or voting by electronic means ("e-voting") as the case may be.

The Statement pursuant to Section 102 of the Act and other applicable provisions, pertaining to the resolution setting out the material facts concerning this resolution and the rationale thereof forms part of this Postal Ballot Notice, along with a Postal Ballot Form ("Postal Ballot Form") for your consideration.

The Board of Directors of the Company at its meeting held on December 31, 2021, appointed Mr. Sanjay Kumar Vyas, Practicing Company Secretary, (Membership No. ACS No. 55689, C.P. No. 21598), as the Scrutinizer to conduct the Postal Ballot and e-voting process in a fair and transparent manner.

Members have the option to vote either by Postal Ballot or through e-voting. Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions indicated in the Notice and printed overleaf of the Postal Ballot Form and record their assent (for) or dissent (against) in the Postal Ballot Form and return the same, in original duly completed and signed, in the enclosed postage prepaid self-addressed business reply envelope, so as to reach the Scrutinizer on or before 5.00 p.m. (IST) on Wednesday, March 9, 2022. The postage expense will be borne and paid by the Company. However, Postal Ballot Forms, if sent by speed post or courier or registered post at the expense of the Member(s), will also be accepted. Postal Ballot Forms received after the date mentioned above will be strictly treated as if no reply has been received from the Member.

In compliance with the provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended, the Company is also offering facility of e-voting to all its Members to enable them to cast their votes electronically. Members are requested to follow the procedure as stated in the Notes forming part of the Notice for casting of votes by e-voting. The Company has engaged the services of National Securities Depository Limited ("NSDL") for the purpose of providing e-voting facility to all its Members.

Upon completion of the scrutiny of the Postal Ballot Forms and votes cast through e-voting in a fair and transparent manner, the Scrutinizer will submit his report to the Chairman or any person authorized by him in writing. The result of the postal ballot will be announced not later than 48 hours of conclusion of the voting through postal ballot. The said results would be displayed at the Registered Office of the Company and intimated to the BSE Limited and Calcutta Stock Exchange Association Limited where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website www.unisyssoftwares.com and on the website of NSDL www.evoting.nsdl.com

SPECIAL BUSINESS

1. **Appointment of Mr. Sushil Kr. Purohit (DIN: 00073684) as Chairman & Managing Director of the Company for the period of 5 years**

To consider and if thought fit to pass with or without modifications the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 2(54), 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to approval of Central Government, if any, required, the Company hereby approves appointment of Mr. Sushil Kr. Purohit (DIN: 00073684) as Chairman & Managing Director of the Company, for a period of 5 years commencing from December 31, 2021 up to January 6, 2027, upon the terms and conditions set out in the draft agreement submitted to this meeting and for identification signed by Chairman thereto, which agreement is hereby specifically approved with authority to the Board of Directors including committees thereof, to alter and/or vary such terms and conditions of the said appointment, within the limits, if any, prescribed in the Act and/or Schedules thereto".

"RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company shall pay to Mr. Sushil Kr. Purohit, remuneration by way of salary, perquisites and allowances, not exceeding the ceiling laid down in Schedule V of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) as may be decided by the Board of Directors, after obtaining suitable recommendation of its Remuneration Committee."

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to enhance, enlarge, alter or vary the scope and quantum of salary, perquisites, allowances and incentive of Mr. Sushil Kr. Purohit, which revision shall be in conformity with any amendments to the relevant provisions of the Companies Act and/ or the rules and regulations made thereunder and/or such guidelines as may be announced by the Central Government from time to time."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution."

2. **Appointment of Mr. Anupam Shrivastava (DIN: 05291844) as an Independent Director of the Company for a period of 5 years.**

To consider and if thought fit to pass with or without modifications the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 of the Companies Act, 2013 ("Act") read with Schedule IV and all other applicable provisions of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Anupam Shrivastava (DIN: 05291844), who has been appointed as an Additional Director of the Company by the Board of Directors with effect from December 31, 2021 in terms of Section 161 (1) of the Act and Articles of Association of the Company and who has submitted a declaration under Section 149(7) of the Act and Regulation 25(8) of the Listing Regulations that he meets the criteria for independence as provided in the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years up to January 6, 2027, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things, necessary and expedient to give effect to the resolution."

By Order of the Board
For **UNISYS SOFTWARES & HOLDING INDUSTRIES LIMITED**

Sushil Kr. Purohit
DIN: 02578675
Chairman & Managing Director

Place: Kolkata

Date: January 7, 2022

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 which sets out details relating to Special Business to be transacted at the meeting is annexed hereto.
2. This Notice along with the Postal Ballot Form is being sent by electronic mode to those Members, whose e-mail addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice will be available on the Company's website www.unisyssoftwares.com and on the website of National Securities Depository Limited (NSDL) www.evoting.nsdl.com.
3. Voting rights will be proportionate to paid-up value of shares registered in the name of the Members on the cut-off date i.e. Friday, December 31, 2021. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by Postal Ballot or e-voting.
4. In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide voting by electronic means ("e-voting") facility to the Members to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide e-voting facility to its Members.
5. Members can opt for only one mode of voting, i.e. either by Postal Ballot Form or e-voting. In case any Member cast his/her votes both by Postal Ballot Form and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot Form shall be considered invalid.
6. The Resolution, if passed by requisite majority, will be deemed to be passed as if it has been passed at a general meeting of the Members on the last date specified for receipt of duly completed Postal Ballot Form or e-voting i.e. Wednesday, March 9, 2022.
7. A Member cannot exercise his/her vote by proxy on Postal Ballot.
8. Members desiring to exercise their vote by physical Postal Ballot Form are requested to carefully read the instructions printed overleaf on the Postal Ballot Form and return the said Form duly completed and signed, in the enclosed postage prepaid self-addressed business reply envelope (BRE Envelope) to the Scrutinizer, so that it reaches the Scrutinizer not later than 5.00 p.m. (IST) on Wednesday, March 9, 2022. The postage will be borne by the Company for the BRE Envelope. However, envelopes containing Postal Ballot Forms, if sent by courier or registered / speed post or deposited personally at the address given on the self-addressed BRE, at the expense of the Members will also be accepted. If any Postal Ballot Form is received after 5.00 p.m. (IST) on Wednesday, March 9, 2022, it will be considered that no reply from the Member has been received and will be treated as invalid. Additionally, please note that the Postal Ballot Forms shall be considered invalid if (i) it is not possible to determine without any doubt the assent or dissent of the Member, and/ or (ii) a competent authority has given directions in writing to the Company to freeze the voting rights of the Member, and/ or (iii) it is defaced or mutilated in such a way that its identity as a genuine form cannot be established and/ or (iv) the Member has made any amendment to the resolution set out herein or imposed any condition while exercising his/her vote and/or the Postal Ballot Form is not signed or for any justifiable reason as determined by the Scrutinizer.

9. Members who have received the Postal Ballot Notice by e-mail and who wish to vote through Physical Form may download the Postal Ballot Form attached in the e-mail or from the link www.evoting.nsdl.com or from the Company's website www.unisyssoftwares.com and send the duly completed and signed Postal Ballot Form to the Scrutinizer so as to reach on or before 5.00 p.m. (IST) on Wednesday, March 9, 2022.
10. In case a Member is desirous of obtaining duplicate Postal Ballot Form, the Member may write to the Registrar and Share Transfer Agents, Purva Sharegistry (India) Private Limited or to the Company at its Registered Office or download the Postal Ballot Form from the Company's website, www.unisyssoftwares.com or from the website of NSDL, www.evoting.nsdl.com.
11. The relevant documents referred to in the Postal Ballot Notice and the Statement will be available for inspection by the Members of the Company at the Registered Office of the Company from the date of dispatch of the Postal Ballot Notice till the last date for receipt of votes by postal ballot /e-voting i.e. March 9, 2022 between 10.00 a.m. to 1.00 p.m. on all working days (except Saturdays, Sundays and public holidays).
12. Instructions for e-voting are as under:

A. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) by email to RTA / Company email id at support@purvashare.com or unisys.softwares@gmail.com.

For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account Statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) to RTA / Company email id at support@purvashare.com or unisys.softwares@gmail.com.

The Company/RTA shall co-ordinate with NSDL and to provide the login credentials to the above mentioned shareholders.

B. Voting through Electronic means (Electronic Voting):

1. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Members are provided with the facility to cast their vote electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing e-voting facility to all its Members.

The instructions for remote e-voting are as under:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com/. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once

	<p>the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important Note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
 - Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and who's voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cskritidaga@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal, AVP / Ms. Pallavi Mhatre, Manager at Email ID: evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to www.unisyssoftwares.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to www.unisyssoftwares.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

OTHER INSTRUCTIONS

1. The Scrutinizer shall immediately after the conclusion of voting through Postal Ballot, count the votes cast, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of the voting through Postal Ballot, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or any person authorized by him, who shall countersign the same. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final and binding.
2. The results declared along with the Scrutinizer's Report shall be displayed on the Company's website www.unisyssoftwares.com and on the website of NSDL, www.evoting.nsdl.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited where the shares of the Company are listed.

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS:

(Pursuant to Sec.102 of the Companies Act, 2013)

Item No. 1:

Appointment of Mr. Sushil Kr. Purohit (DIN: 00073684) as Chairman & Managing Director of the Company for the period of 5 years

The Board of Directors at their meeting held on January 7, 2022 had appointed Sushil Kr. Purohit (DIN: 00073684) as Managing Director of the Company for a term of about 5 years effective from January 7, 2022 and up to January 6, 2027, on the terms and conditions set out in the Agreement entered by the Company with him.

The term of Mr Sushil Kr. Purohit will end on January 6, 2027 and is eligible to be re-appointed.

Mr. Sushil Kr. Purohit is not disqualified from being appointed as Managing Director in terms of Section 164 of the Act and has given his consent to act as a Managing Director and he has not been debarred from holding the office of director or continuing as a director of company by SEBI/MCA or any other authority in India or abroad.

Mr. Sushil Kr. Purohit is a B. Com., LLB by education. He has having rich experience of about 39 Years in Company Law, Financial & Money market as well as expertise in Accounting & Taxation matters.

Mr. Sushil Kr. Purohit is not related to any of the Directors of the Company.

The re-appointment and remuneration of the Managing Directors have been approved by the Nomination and Remuneration Committee.

The terms and conditions of the remuneration as set out in the draft agreement to be entered into by the Company with Mr. Sushil Kr. Purohit are as under:

Salary: not more than ₹ 12,00,000/- (Rupees Twelve Lakh Only) per annum, with an increment to be determined by the Board of Directors, including Committee thereof, effective from the 1st day of April each year.

Reimbursement of Expenses:

1. Expenses incurred for travelling, boarding and lodging including for spouse and attendant(s) during business trips and provision of car(s) for use on Company's business and communication expenses at residence shall be reimbursed at actuals and not considered as perquisites.
2. The expenses, as may be borne by the Company for providing security to Mr. Sushil Kr. Purohit and his family members shall not be considered as perquisites and accordingly, not to be included for the purpose of computation of the overall ceiling of remuneration.

The remuneration as aforesaid of the Managing Director shall be subject to such limits of remuneration as are laid down by the Central Government in the Companies Act, 2013, its Schedule V and/or amendments made/as may be made therein from time to time.

Notwithstanding anything to the contrary contained herein, where in any financial year during the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company will pay to the Managing Director remuneration by way of salary, allowances and perquisites not exceeding the ceiling laid down in Schedule V of the Companies Act, 2013 as may be decided by the Board of Directors of the Company, after obtaining suitable recommendation from the Remuneration Committee of the Board of Directors of the Company.

The scope and quantum of remuneration specified hereinabove, may be enhanced, enlarged, widened, altered or varied by the Board of Directors on the recommendation of the Remuneration Committee, in the light of and in conformity with any amendments to the relevant provisions of the Companies Act and/or the rules and regulations made there-under and/ or such guidelines as may be announced by the Central Government from time to time.

The Company shall pay to or reimburse the Managing Director and he shall be entitled to be paid and/or to be reimbursed by the Company all costs, charges and expenses that may have been or may be incurred by him for the purposes of or on behalf of the Company.

The draft of the agreement to be entered into by the Company with Mr. Sushil Kr. Purohit is available for inspection by the shareholders of the Company at the Registered Office of the Company, between 11 A.M. to 1 P.M. on all days except Saturdays, Sundays and Public Holidays, till the conclusion of the ensuing General Meeting.

None of the Directors of the Company are in anyway deemed to be concerned or interested, financially or otherwise, in the Resolutions as set out in Item No. 1 of the Notice.

The Board recommends the Special Resolution set out at Item No. 1 of the Notice for approval by the shareholders for appointment of Mr. Sushil Kr. Purohit for a period of 5 years with effect from January 7, 2022.

Item Nos. 2:

Appointment of Mr. Anupam Shrivastava (DIN: 05291844) as an Independent Director of the Company for a period of 5 years.

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors vides its resolution, appointed Mr. Anupam Shrivastava as an Additional Director effective January 7, 2022. Pursuant to provisions of Section 161 of the Companies Act, 2013, Mr. Anupam Shrivastava holds office up to the date of this Annual General Meeting. The Company has received notice from a member, proposing his candidature for the office of Director under Section 160 of the Companies Act, 2013.

Mr. Anupam Shrivastava is a graduate in Commerce and is having rich experience of about 10 years in the field Accounting, Taxation, Finance and other allied activities.

Mr. Anupam Shrivastava has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. In the opinion of the Board, Mr. Anupam Shrivastava fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. The Board considers that his association would be of immense benefit to the Company and it is desirable to appoint Mr. Anupam Shrivastava as an Independent Director.

The details of Mr. Anupam Shrivastava as required under the provisions of Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Secretarial Standard 2 on General Meetings are disclosed under Annexure A to this Statement.

The terms and conditions of appointment of Independent Director applicable to Mr. Anupam Shrivastava are available on the website of the Company.

A copy of the Letter of Appointment of Mr. Anupam Shrivastava as an Independent Director will be available for inspection till the date of AGM without any fee. Members can send a request for the inspection of documents to unisys.softwares@gmail.com

Except Mr. Anupam Shrivastava, none of the Directors or Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the Resolution set out in item no. 2 of the Notice.

The Board recommends the Resolution under item no. 2 of the Notice for approval of the Members as an Ordinary Resolution.

ANNEXURE "A"

Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by ICSI, information about the Directors proposed to be appointed/re-appointed is furnished below:

Name of Director	Mr. Sushil Kr. Purohit	Mr. Anupam Shrivastava
Directors' Identification No. (DIN)	00073684	05291844
Date of Birth	19 th July 1954	25 th April 1974
Date of Appointment on Board	7 th January 2022	7 th January 2022
Qualification	B. Com, LLB	B. Com, Graduate
Experience	Mr. Sushil Kr. Purohit is a Bachelor of Commerce by education. Beside Graduate he is also holding degree of LLB. He is having more than 39 years of experience in the field of Finance, Accounting, Company Law and Taxation matters.	Mr. Anupam Shrivastava is a graduate in Commerce and is having rich experience of about 10 years in the field Accounting, Taxation, Finance and other allied activities.
Terms & Conditions of Appointment / Re-appointment	Appointed as Chairman & Managing Director for the period of 5 years, eligible to retire by Rotation	Appointed as Non-Executive (Independent Director) of the Company for a term of 5 years, not eligible to retire by rotation.
Remuneration details	Not more than ₹ 1,00,000/- per month plus contribution to PF and reimbursement of out of pocket expenses.	Maximum of ₹ 5000/- per meeting plus out of pocket expenses on actual basis.
Shareholding in Company	Holding 74,900 Shares or 0.33% of Paid-up Capital in his name and is holding 44,69,500 Equity Shares or 19.50% of Paid-up Capital of the Company	Nil
Relationship with the Company & Other Directors	Part of Promoter Group	Not Any
No. of Board Meeting attended during the year	5 (Five)	Nil
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	Not Any	1. Warner Multimedia Limited 2. PS IT Infrastructure & Services Ltd.
List of Committee Chairman/Membership held across all Listed Companies (Across All Companies)	Membership - Audit Committee – 1 Shareholders' Relationship Committee - 1	Chairmanship – Audit Committee – 1 Nomination & Remuneration Committee – 1 Shareholders' Relationship Committee - 2 Membership - Nomination & Remuneration Committee – 2
List of Companies wherefrom the Director has resigned during last 3 years (excluding foreign, private and Section 8 Companies)	Prime Capital Market Limited	Not Any
Memberships / Chairmanships of Audit and Stakeholders' relationship Committees across Public Companies	Not Any	Not Any

Declaration under Regulation 36(3) of SEBI LODR Regulations, 2015	Not Applicable	The proposed Director meets the skills and capabilities required for the role and the manner in which the candidature of Mr. Anupam Shrivastava is proposed for Directorship
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By Order of the Board
For **UNISYS SOFTWARES & HOLDING INDUSTRIES LIMITED**

Sushil Kr. Purohit
DIN: 02578675
Chairman & Managing Director

Place: Kolkata
Date: January 7, 2022

Unisys Softwares & Holding Industries Ltd.

CIN: L51909WB1992PLC056742

Regd. Office: 75C, Park Street, Basement, Kolkata- 700016

Tel: +91 33-22295359, Email: unisys.softwares@gmail.com; Website: www.unisyssoftwares.com

POSTAL BALLOT FORM

Sr. No. _____

1.	Name & Registered Address of the sole first/ named Member	:	
2.	Name(s) of the joint holder(s), (if any)	:	
3.	Regd. Folio No./ DP ID No./ Client ID No.* (*Applicable to Members holding shares in Dematerialized form)	:	
4.	Number of share(s) held	:	

5. I/We hereby exercise my/our vote in respect of the following Resolution to be passed through Postal ballot for the business stated in the Notice dated January 7, 2022 of Unisys Softwares & Holding Industries Limited ("the Company") by sending my/our assent or dissent to the said Resolutions by placing the tick (√) mark at the appropriate box below. (Tick in both boxes will render the ballot invalid).

Description of Special Resolution	No. of Shares for which Vote Cast	I/We assent to the Resolution	I/We dissent to the Resolution
		(FOR)	(AGAINST)
Special Resolution: Appointment of Mr. Sushil Kr. Purohit (DIN: 02578675) as Chairman & Managing Director of the Company for the period of 5 years			
Special Resolution: Appointment of Mr. Anupam Shrivastava (DIN: 05291844) as an Independent Director of the Company for a period of 5 years			

Place: _____

Date: _____

(Signature of Member/s)

(Note: Please read the instructions carefully before exercising your vote, on reverse of Page)

INSTRUCTIONS

1. This Ballot Form is provided for the benefit of Members who do not have access to e-voting facility.
2. A Member can opt for only one mode of voting i.e. either through e-voting or by Postal Form Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Postal Ballot Form shall be treated as invalid.
3. For detailed instructions on e-voting, please refer to the notes appended to the Notice of the Postal Ballot.

Instructions for Voting by Postal Ballot Form

4. Please complete and sign the Ballot Form (no other form or photocopy is permitted) and send it so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Ms. Sanjay Kumar Vyas, Practicing Company Secretary, (Membership No. ACS No. 55689, C.P. No. 21598), at C/o Unisys Softwares & Holding Industries Limited, 75C, Park Street, Basement, Kolkata- 700016, West Bengal in the enclosed postage pre-paid self-addressed envelope. Postal Ballot forms deposited in person or sent by post or courier at the expense of the member will also be accepted.
5. The Form should be signed by the Member as per the specimen signature registered with the Company/ Depository. In case of joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next name of joint holder. A Power of Attorney (POA) holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA. Exercise of vote by ballot is not permitted through proxy.
6. In case the shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/ Authorization.
7. Votes should be cast either in favour or against by putting the tick (√) mark in the column provided in the Postal Ballot Form.
8. The voting rights of shareholders shall be in proportion of the shares held by them in the paid up equity share capital of the Company as on December 31, 2021.
9. Duly completed Postal Ballot Form should reach the Scrutinizer not later than Wednesday, March 9, 2022 (5:00 p.m. IST). Postal Ballot Forms received after March 9, 2022 will be strictly treated as if reply from such member has not been received.
10. A Member may request for a duplicate Postal Ballot Form, if so required by writing to the Company or sending an email at unisys.softwares@gmail.com or may also request RTA – Purva Sharegistry (India) Private Limited Ltd. at e-mail id support@purvashare.com. However, duly filled in and signed Duplicate form should reach the scrutinizer not later than the date and time specified in serial No. 9 above.
11. Unsigned, incomplete, improperly or incorrectly tick marked Postal Ballot Forms will be rejected. A form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the member or as to whether the votes are in favour or against or if the signature cannot be verified.
12. The decision of the Scrutinizer on the validity of the Postal Ballot form and any other related matter shall be final.
13. The result of the voting on the resolutions will be announced on or before March 11, 2022 and displayed at the registered office of the Company and also communicated to the stock exchanges and shall also be posted on the Company's website.