



ATC INDIA

NOTICE

NOTICE is hereby given that the Fifteenth Annual General Meeting of Members of 'ATC Telecom Infrastructure Private Limited' will be held at Shorter Notice on **Tuesday, the 25th day of September, 2018 at 12.00 PM** at its Registered Office at Conference Room, 404, 4th Floor, Skyline Icon, Andheri Kurla Road, Andheri East, Mumbai-400059, Maharashtra to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company as at 31st March, 2018 together with the reports of the Board of Directors' and Auditors' thereon.
2. To declare dividend of 10.25% p.a. on Preference Shares of Rs. 10 each for the period ended March 31, 2018
3. To appoint a Director in place of Ms. Brenna Dugan Jones (DIN-07480476), who retires by rotation and being eligible, offers herself for re-appointment.
4. To appoint a Director in place of Mr. Robert Joseph Meyer (DIN-07487324), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

5. Appointment of Mr. Ankur Verma as Director:

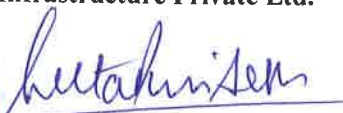
To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to the Articles of Association of the Company, Mr. Ankur Verma (DIN-07972892), who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a member under the provisions of Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any Director and Mrs. Geeta Puri Seth, Company Secretary of the Company be and are hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the above resolution, including but not limited to filing of necessary forms with the Registrar of Companies and to comply with all other requirements in this regard."

**By Order of the Board of Directors
of ATC Telecom Infrastructure Private Ltd.**




(Geeta Puri Seth)
Company Secretary
Membership No. FCS-3596

Place: Gurgaon
Date: 5th September 2018

ATC Telecom Infrastructure Private Limited

Registered office: 404, 4th Floor, Skyline Icon, Andheri Kurla Road, Andheri East, Mumbai- 400059, Maharashtra, India
Tel. No.: +91-22-40082700, Fax No.: +91-22-40082852
Corporate office: Tower A, Plot No. 14-A, Sector 18, Maruti Industrial Complex, Gurgaon -122 015, Tel : +91-124-6634000
CIN: U72200MH2004PTC289328 (www.atctower.in)



Corporate Office:

Plot No.14A, Sector-18,
Maruti Industrial Complex,
Gurgaon-122015, Haryana
Tel: +91 124 4434000, Fax: +91 124 4509499

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CIN: U72200MH2004PTC289328
Website: www.atctower.in
Email: Geetapuri.seth@atctower.in



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Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIM SELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. The Meeting is proposed to be convened and held at Shorter Notice, the consent form pursuant to Section 101 (1) of the Companies Act, 2013 for holding the meeting at shorter notice is annexed to this Notice. The Members are requested to provide duly filled and signed consent to the company before the meeting.
3. The instrument appointing the proxy, in order to be valid and effective, should be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the meeting.
4. Members/proxies are requested to produce the **Attendance Slip** (enclosed herewith) duly filled and signed as per the specimen signature recorded with the Company for admission to the meeting room.
5. The Explanatory Statement pursuant to Section 102(2) of the Companies Act, 2013 with respect to all the Special Business set out in the Notice is annexed hereto and forms part of the Notice.
6. The Register of Directors and their Shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the Members at the Meeting.
7. The Register of Members and Share Transfer Books will remain closed from **“24th September, 2018 to 25th September, 2018”**(both days inclusive) for the purpose of AGM.
8. Bodies Corporate members are requested to send a certified copy of the board resolution authorizing their representative/s to attend and vote at the meeting pursuant to provisions of Section 113 of the Companies Act, 2013.
9. Relevant documents referred to in the Notice are open for inspection by the Members at the Registered Office of the Company during business hours on all working days, except Saturdays, Sundays and public holidays between 11:00 a.m. to 2:00 p.m. up to the date of the Annual General Meeting and also during the continuance of the Meeting.
10. The Members may please note that the Financial Statements and Board Report of the Company for the Financial Year ended 31st March, 2018, have been approved by the Board of Directors at its meeting held on May 30, 2018 & August 23, 2018 respectively.
11. Electronic copy of the Notice of the Fifteenth Annual General Meeting of the company with Attendance Slip, Proxy Form along with route map of the venue of the meeting, is being sent to all the members whose email addresses are registered with the Company/Depository for communication purpose unless any member has requested for the physical copy of the same.



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12. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting held on September 26th, 2016.
13. Members desirous of obtaining any information concerning the accounts and operations of the company are requested to write to the company at least seven days before the date of the meeting in order to enable the management to make the information available at the meeting, if the chairman so permits.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

As required by Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 2 & 5 of the accompanying Notice:

ITEM NO.2:

The Member may recall that at the thirteenth Annual General Meeting held on 26th September, 2016 the Members approved the issuance of the 16,66,66,666 Cumulative Non-Convertible Redeemable Preference Shares (CNCRPS) of Rs.10 each all-in cost equal or less than 10.50% p.a. The CNCRPS were allotted with a coupon rate of 10.25% p.a. on 2nd March 2017. In the absence of distributable profits in the books of account of the Company for the Financial Year 2016-17, no dividend has been paid for said year, however provision has been made in the books of account. There being distributable profits available for the current Financial Year 2017-18, the Board at its meeting held on 30th May, 2018 recommended the payment of dividend to the CNCRPS holders @10.25% p.a. aggregating Rs.18,63,13,641/- (for the period from 2nd March 2017 to 31st March 2018) for the approval of the Shareholders.

ITEM NO. 5:

The members may kindly note that in terms of the Shareholders Agreement (SHA) dated 21st October, 2015, and on account of the resignation of Mr. Eruch N Kapadia, Mr. Ankur Verma was appointed as an Additional Director by the Board of Directors of the Company at its meeting held on April 19, 2018 with the recommendation of Nomination and Remuneration Committee, as nominated by Tata Group, on the Board of the Company to hold office upto the date of this Annual General Meeting.

The Company has received Notice under Section 160 of the Companies Act, 2013 from TATA Sons Limited, a Member of the Company, proposing the candidature of Mr. Ankur Verma as a Director of the Company. Mr. Ankur Verma is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company.

Mr. Ankur Verma earned his PGDM in Indian Institute of Management, Calcutta and BE (Mechanical Engineering) from Delhi College of Engineering. He has joined Tata Sons Limited as a Senior VP- Chairman's Office in March 2017 and had worked earlier with TATA Group in July 1998. Prior to working with Tata Sons Limited he was Managing Director, Investment Banking Division- Head of Telecom, Media, Technology and Financial Sponsors with BofA Merrill Lynch. He has also served on Infosys Technologies Limited.

Details of Mr. Ankur Verma as required pursuant to the Secretarial Standard-2 issued by the Institute of Company Secretaries of India are provided as under:



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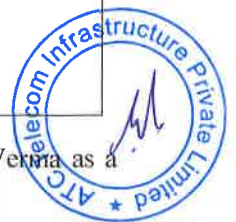
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1.	Name of the Director	Ankur Verma
2.	Date of Birth	March 25, 1976
3.	Qualification	<ul style="list-style-type: none">- PGDM, Indian Institute of Management, Calcutta- BE (Mechanical Engineering), Delhi College of Engineering
4.	Experience / expertise in specific functional areas	Around 20 years of experience in Business Planning, Research Analyst, Investment Banking with expertise in the following: <ul style="list-style-type: none">- Merger, Strategic Stake Acquisition- IPO, Follow on offering, Block trades of many Companies- Building and maintaining valuation models.- Program management of Corporate Performance Management
5.	Terms and condition of appointment	He has been appointed as non-executive Director under the terms of the Shareholders Agreement dated October 21, 2015
6.	Remuneration to be paid	NIL
7.	Remuneration last drawn	NA
8.	No. of the Board meeting attended during the year	NA (as appointed on 19 th April, 2018)
9.	Relationship with other Directors, Manager, KMP of the Company	NA
10.	Board membership of other companies	<ol style="list-style-type: none">1. TATA AIA Life Insurance Company Limited2. TATA Capital Housing Finance Limited3. Tata AutoComp Systems Ltd4. Tata Elxsi Limited5. Tata Teleservices Limited
6.	Membership/Chairmanship of Committees of the Board of Directors of other companies	NA

The Board at its meeting held on 30th May, 2018 recommended the appointment of Mr. Ankur Verma as a Director of the Company.



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Resolution proposed at Item No.5 as an Ordinary Resolution, is placed for approval of the Shareholders pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder, the Articles of Association of the Company, the SHA and such other applicable provisions of law for the time being in force.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the above Resolution save and except Mr. Ankur Verma himself and Mr. Srinath Narasimhan, who may be deemed to be interested, being a TATA Group Nominee.

**By Order of the Board of Directors
of ATC Telecom Infrastructure Private Ltd.**



(Geeta Puri Seth)
Company Secretary
Membership No. FCS-3596

Place: Gurgaon
Date: 5th September 2018

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I hereby record my presence at the Fifteenth Annual General Meeting of the Company to be held at its Registered Office at Conference Room, 404, 4th Floor, Skyline Icon, Andheri Kurla Road, Andheri East, Mumbai-400059, Maharashtra **on Tuesday, the 25th day of September, 2018 at 12.00 PM** and / or at any adjournment(s) thereof.

Full name of Shareholder / Proxy _____

(In block letters)

Folio No./Client ID _____ No. of shares held _____

Signature of the Shareholder/Proxy _____

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**Form No. MGT-11
Proxy form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the company	ATC Telecom Infrastructure Private Limited (CIN:U72200MH2004PTC289328)
Registered Office	404, 4th Floor, Skyline Icon, Andheri Kurla Road, Andheri East, Mumbai-400059, Maharashtra

Name of the Member(s)	
Registered Office	
E-mail Id	
Folio No /Client ID	
DP ID	

I/We, being the member(s) of _____ shares of the above named company. Hereby appoint

Name :	
Address:	
E-mail Id:	
Signature, or failing him	

Name :	
Address:	
E-mail Id:	
Signature, or failing him	
Name :	
Address:	
E-mail Id:	
Signature, or failing him	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Fifteenth Annual General Meeting of the company, to be held on **Tuesday, the 25th day of September, 2018 at 12.00 PM** its Registered Office at the Conference Room, 404, 4th Floor, Skyline Icon, Andheri Kurla Road, Andheri East, Mumbai-400059, Maharashtra and at any adjournment thereof in respect of such Resolutions as are indicated below:
Resolution No(s):

- 1) To receive, consider and adopt the Financial Statements of the Company as at 31st March, 2018 together with the reports of the Board of Directors' and Auditors' thereon.
- 2) To declare dividend of 10.25% p.a. on Preference Shares of Rs. 10 each for the period ended March 31, 2018

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- 3) Re-appointment of the Director retiring by rotation – Ms. Brenna Dugan Jones (DIN-07480476)
- 4) Re-appointment of the Director, retiring by rotation- Mr. Robert Joseph Meyer (DIN-07487324)
- 5) Appointment of Mr. Ankur Verma (DIN- 07972892) as a Director

Signed this _____ day of _____ 2018.

Signature of Shareholder

Affix
Revenue
Stamps

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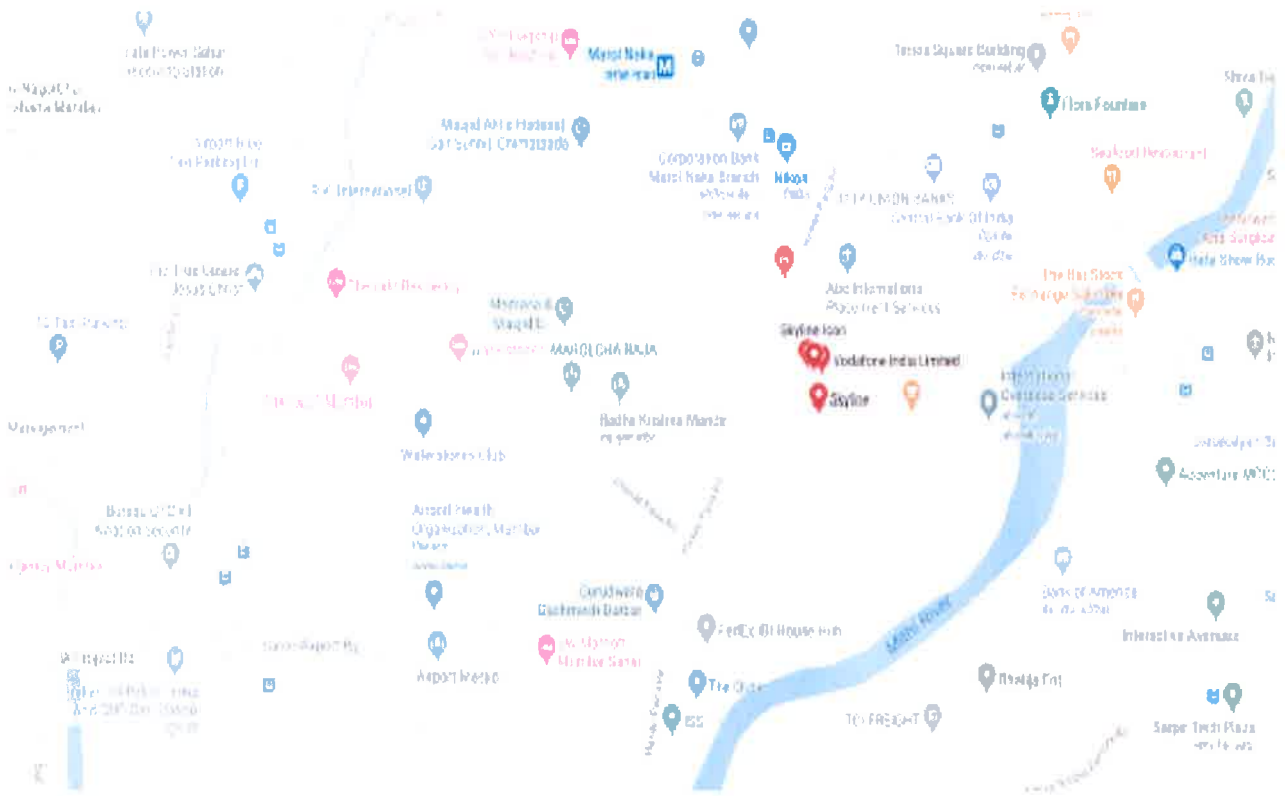
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Route Map:

Venue of AGM, Conference Room, 404, 4th Floor, Skyline Icon, Andheri Kurla Road, Andheri East, Mumbai- 400059, Maharashtra, India

Tuesday, the 25th September, 2018:



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THE COMPANIES ACT, 2013
Consent by the Shareholder for Shorter Notice
[Pursuant to Section 101(1)]

Date: _____

To,
The Board of Directors,
ATC Telecom Infrastructure Private Limited
CIN: U72200MH2004PTC289328
404, 4th Floor, Skyline Icon, Andheri Kurla Road,
Andheri East, Mumbai-400059

I/We, _____ having registered office at _____
holding _____ Equity Shares of Rs. 10/- each in the Company in our own name/joint name,
hereby give consent, pursuant to Section 101(1) of the Companies Act, 2013 to hold the 15th
Annual General Meeting of the Company on **Tuesday, the 25th Day of September, 2018** at a shorter
notice.

Signature: _____

Name (in Block Letters): _____

Date: _____