



ATC INDIA

NOTICE

NOTICE is hereby given that the Sixteenth Annual General Meeting of Members of 'ATC Telecom Infrastructure Private Limited' will be held on **Friday, the 9th day of August, 2019 at 11.30 AM** 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:
 - a) the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the Board Reports and the Auditors Report thereon; and
 - b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019, together with the Report of the Auditors thereon.
2. To confirm the payment of Interim Dividend on the Preference Shares of Rs. 10 each.
3. To appoint a Director in place of Mr. Amit Sharma (DIN-00050254), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Suresh Goyal (DIN-02721580), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

5. **Appointment of Mr. Ashwani Kumar Khillan 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 Sections 152, 161 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. Ashwani Kumar Khillan (DIN- 0008451314), who was appointed as an Additional Director w.e.f. 29th May, 2019 by the Board of Directors, on the recommendation of the Nomination and Remuneration Committee and 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 Mr. Amit Sharma (DIN: 00050254) and Mr. Edmund DiSanto (DIN: 02027137), Directors 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

ATC Telecom Infrastructure Private Limited

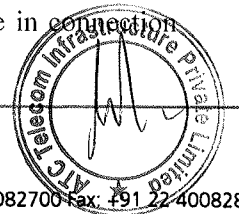
(formerly ATC Telecom Infrastructure Limited, erstwhile Viom Networks Limited)

Registered Office: 403, 4th Floor, Skyline Icon, Andheri Kurla Road, Andheri East, Mumbai - 400059, Maharashtra, India, Tel: +91 22 40082700 Fax: +91 22 40082852

Corporate Office: Plot No. 14-A, Sector-18, Maruti Industrial Complex, Gurgaon - 122015, Tel: + 91 124 4464000

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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.”

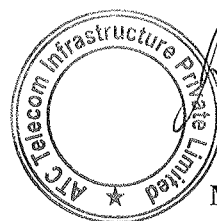
6. Appointment of Mr. Ashwani Kumar Khillan as Managing Director:


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 196 read with Section 203 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, the consent of the Members be and is hereby accorded for the appointment of Mr. Ashwani Kumar Khillan (DIN – 0008451314), Director as the Managing Director of the Company, for a term of five (5) years with effect from 29th May, 2019 on such terms and conditions and such remuneration as provided in his Employment Contract, as may be amended from time to time, and that Mr. Khillan shall not be liable to retire by rotation during his term of five (5) years as the Managing Director of the Company.

RESOLVED FURTHER THAT Mr. Amit Sharma (DIN;00050254) and Mr. Edmund DiSanto (DIN: 02027137), Directors and Mrs. Geeta Puri Seth, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution including but not limited to necessary filings with the Registrar of Companies.”

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




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

Place: Gurugram
Date: 16th July, 2019

Corporate Office:

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

Registered office:

404, 4th Floor, Skyline Icon
Andheri Kurla Road, Andheri East
Mumbai-400059
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.

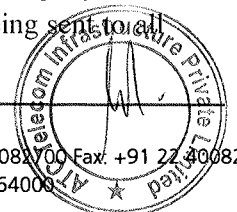
2. The instrument appointing the proxy, in order to be valid and effective, should be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the meeting.
3. Members/proxies are requested to produce the **Attendance Slip** (enclosed herewith) duly filled and signed as per the specimen signature recorded with the Company for admission to the meeting room.
4. 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.
5. 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.
6. The Register of Members and Share Transfer Books will remain closed from “**7th August, 2019 to 9th August, 2019**” (both days inclusive) for the purpose of AGM.
7. 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.
8. 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.
9. The Members may please note that the Financial Statements and Board Report of the Company for the Financial Year ended 31st March, 2019, have been approved by the Board of Directors at its meeting held on May 29, 2019.
10. Electronic copy of the Notice of the sixteenth 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

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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.

11. The requirement to place the matter relating to appointment of Statutory Auditors for ratification by members at every Annual General Meeting has been 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 Deloitte Haskins & Sons LLP, Statutory Auditors, who were appointed in the Annual General Meeting held on September 26th, 2016 for a term of five years.
12. 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 and 6 of the accompanying Notice:

ITEM NO.2:

The Members 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 terms of the Preference Shares Subscription Agreement dated 28th February 2017 the Company had the option to opt for early redemption on completion of 2nd year which got completed 2nd March 2019. In view of available surplus funds, the Company had exercised the option for early redemption and redeemed the CNCRPS on 2nd March 2019 out of the available distributable Profits of the Company along with accrued dividend from 1st April 2018 to 2nd March 2019 aggregating Rs.15,67,92,237/- (excluding applicable taxes).

The Board at its meeting held on 29th January 2019 had approved the early-redemption of all outstanding CNCRPS and had declared an Interim dividend aggregating Rs.15,67,92,237/- (excluding applicable taxes).

The Members may consider and approve the same.

ITEM NO.(s) 5 & 6:

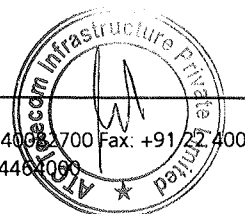
The Members may kindly note that Mr. Ashwani Kumar Khillan, CEO India upon relinquishing the position as "Manager" of the Company, while continuing as the CEO and Occupier, was appointed as an Additional Director by the Board of Directors of the Company at its meeting held on 29th May 2019 on the recommendation of Nomination and Remuneration Committee, to hold office up to the date of this Annual General Meeting. Mr. Khillan was appointed as the Managing Director of the Company w.e.f. 29th May 2019 as

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well for a term of five (5) years in accordance with his employment contract, as may be amended, from time to time.

The Company has received Notice under Section 160 of the Companies Act, 2013 from ATC Asia Pacific Pte Ltd., a Member of the Company, proposing the candidature of Mr. Ashwani Kumar Khillan as a Director of the Company. Mr. Khillan 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.

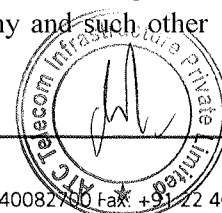
Mr. Ashwani Kumar Khillan earned his Engineering Degree from NIT, Kurukshetra in Electronics and Communication Engineering and MBA from XLRI Jamshedpur. He has rich experience with various Telecom Operators viz, Reliance Communication, Idea Cellular, Vodafone etc.

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

1.	Name of the Director	Mr. Ashwani Kumar Khillan
2.	Date of Birth	12/08/1968
3.	Qualification	BE and MBA
4.	Experience / expertise in specific functional areas	29 years
5.	Terms and condition of appointment	5 Years as Managing Director in accordance with his current employment contract, as may be amended from time to time.
6.	Remuneration to be paid	As per his employment contract
7.	Remuneration last drawn	As per his employment contract
8.	No. of the Board meeting attended during the year	NA
9.	Relationship with other Directors, Manager, KMP of the Company	Nil
10.	Board membership of other companies	Nil
11.	Membership/Chairmanship of Committees of the Board of Directors of other companies	Nil

The Board at its meeting held on 29th May 2019 has recommended the appointment of Mr. Ashwani Khillan as a Director and Managing Director of the Company. He has given a Declaration confirming his eligibility to be appointed as the Managing Director of the Company.

Resolutions proposed at Item No.5 and 6 as Ordinary Resolutions, are placed for approval of the Members pursuant to the provisions of Sections 152, 151, 196, 203 and other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder, the Articles of Association of the Company and such other applicable provisions of law for the time being in force.



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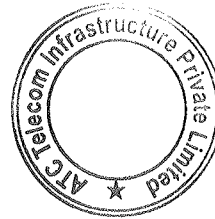
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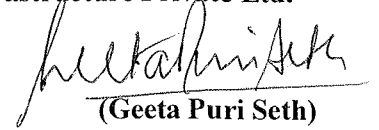


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None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the above Resolutions, save and except Mr. Ashwani Kumar Khillan himself. Mr. Khillan does not hold any Equity Shares in the Company.

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





(Geeta Puri Seth)

Company Secretary

Membership No. FCS-3596

Place: Gurugram

Date: 16th July, 2019

Corporate Office:

Plot No.14A, Sector-18,

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Gurgaon-122015, Haryana

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ATC TELECOM INFRASTRUCTURE PRIVATE LIMITED

Registered Office: '404, 4th Floor, Skyline Icon, Andheri Kurla Road, Andheri East, Mumbai-400059, Maharashtra
CIN: U72200MH2004PTC289328

Website: www.atctower.in, Email: Geetapuri.seth@atctower.in

Tel: +91 124 4434000; Fax: +91 124 4509499

ATTENDANCE SLIP

I hereby record my presence at the Sixteenth 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 **Friday, the 9th day of August, 2019 at 11.30 AM** 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 _____

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 Address	
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 Sixteenth Annual General Meeting of the Company, to be held on **Friday, the 9th day of August, 2019 at 11.30 AM** at 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 standalone and consolidated Financial Statements of the Company as at 31st March, 2019 together with the reports of the Board of Directors and Auditors thereon.
- 2) To confirm the payment of Interim Dividend on the Preference Shares of Rs. 10 each.
- 3) To appoint a Director in place of Mr. Amit Sharma (DIN-00050254), who retires by rotation and being eligible, offers himself for re-appointment.
- 4) To appoint a Director in place of Mr. Suresh Goyal (DIN-02721580), who retires by rotation and being eligible, offers himself for re-appointment.
- 5) Appointment of Mr. Ashwani Kumar Khillan as Director.
- 6) Appointment of Mr. Ashwani Kumar Khillan as Managing Director.

Signed this ____ day of ____ 2019.

Affix Revenue Stamps

Signature of Shareholder

