



NOTICE

NOTICE is hereby given that the Seventeenth Annual General Meeting of Members of 'ATC Telecom Infrastructure Private Limited' will be held on **Thursday, the 24th day of September 2020** at **4.50 P.M. through Video Conferencing facility (over "Microsoft Teams")**, to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2020, together with the Board's Report and the Auditor's Report thereon.
2. To appoint a Director in place of Mr. Srinath Narasimhan (DIN-00058133), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of and Mr. Edmund DiSanto (DIN: 02027137), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. Appointment of Mr. Deep Gupta 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. Deep Gupta (DIN- 07222383), who was appointed as an Additional Director w.e.f. 15th June, 2020 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. Ashwani Kumar Khillan, Managing Director (DIN: 0008451314) 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."



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 : +91-124-4464000

CIN: U72200MH2004PTC289328 (www.atctower.in)



**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: 2nd September 2020

Corporate Office:

Plot No.14A, Sector-18,

Maruti Industrial Complex,

Gurgaon-122015, Haryana

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

Registered office:

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Andheri Kurla Road, Andheri East

Mumbai-400059

CIN: U72200MH2004PTC289328

Website: www.atctower.in

Email: Geetapuri.seth@atctower.in

NOTES:

1. The Explanatory Statement pursuant to Section102(2) of the Companies Act, 2013 with respect to all the Special Businesses set out in the Notice is annexed hereto and forms part of the Notice.
2. In view of the outbreak of the COVID-19 pandemic and pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the Seventeenth Annual General Meeting (“AGM”) of the Company is being conducted through Video Conferencing facility (over “Microsoft Teams”), which does not require physical attendance of the Members at a common venue. The deemed venue for the AGM shall be the registered office of the Company.
3. In terms of Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, since the physical attendance of members has been dispensed with, the facility of appointment of proxies by members under section 105 of the Act will not be available for this AGM. Hence, the Proxy Form, Attendance Slip and Route Map of AGM are not annexed to this Notice.
4. AGM is being convened through VC facility in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and

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MCA Circular No. 17/2020 dated April 13, 2020.

5. Pursuant to provisions of Section 113 of the Companies Act, 2013, Bodies Corporate members are requested to send a certified copy of the board resolution authorizing their representative/s for the purpose of participation and voting at the AGM through VC facility.
6. Electronic copy of the Notice of the Seventeenth Annual General Meeting of the Company 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.
7. The Members can join the AGM through VC facility which shall be kept open for the members from 4.35 P.M. i.e., 15 minutes prior to the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The Company may close the window for joining the VC facility 15 minutes after the scheduled time to start the AGM.
8. The attendance of the Members attending the Seventeenth AGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
9. The Members will be allowed to pose questions during the course of the Meeting. The queries can also be given in advance at geetapuri.seth@atctower.in.
10. In case of a demand for a poll, the Members shall cast their vote on the resolutions only by sending emails through their email addresses that are registered with the Company. The said emails to be sent to geetapuri.seth@atctower.in.
11. Instructions for the Members participating in the Seventeenth AGM through VC facility (over “Microsoft Teams”) are as under:
 - Go to the meeting invite sent on your registered email address and select Join Microsoft Teams Meeting.
 - That will open a web page, where you will see two choices: **Download the Windows app** and **Join on the web instead**. If you join on the web, you can use Google Chrome. Your browser may ask if it is okay for Teams to use your mic and camera. Be sure to allow it so you will be seen and heard in your meeting.
 - Enter your name and choose your audio and video settings. When you are ready, hit **Join now**. This will bring you into the meeting lobby.
 - Choose **Audio on** and **off** as may be required for participation during the meeting.
 - In case, you wish to join on the phone, download Teams mobile app from the app store and choose the mic and camera settings.



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- You can either “sign in and join” or “join as a guest”. Once you are in the meeting, you can turn your mic and video on or off, as may be required, to participate in the meeting.
 - It is recommended to use stable Wi-Fi or LAN connection to mitigate any kind of connection glitches.
 - Members who need assistance for joining the AGM through VC may contact Mr. Vinod Negi on his mobile number 9873934831.
12. The Register of Members and Share Transfer Books will remain closed from “**Tuesday, 22nd September 2020 to Thursday, 24th September 2020**” (both days inclusive) for the purpose of AGM.
13. 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.
14. The Members may please note that the Financial Statements and Board’s Report of the Company for the Financial Year ended 31st March 2020, have been approved by the Board of Directors at its meeting held on 15th June 2020.
15. 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.
16. 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.
17. A copy of this Notice is also available on the website of the Company www.atctower.in.

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 No. 4 of the accompanying Notice:



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ITEM NO. 4:

The Members may kindly note that Mr. Deep Gupta was appointed as an Additional Director by the Board of Directors of the Company at its meeting held on 15th June 2020 on the recommendation of Nomination and Remuneration Committee, to hold office up to the date of this Annual General Meeting.

The Company has received Notice under Section 160 of the Companies Act, 2013 from SBI Macquarie a Member of the Company, proposing the candidature of Mr. Deep Gupta as a Director of the Company. Mr. Gupta 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. Deep Gupta is a Managing Director in MIRA and a member of the India team based in Mumbai. Since joining Macquarie Group in 2008, Mr. Deep has led acquisitions, management and disposal of several investments across various sectors, including building expertise in the transport, communications and energy sectors in India. Mr. Deep has been a member of the investing team across all infrastructure funds managed by MIRA in India, including the MAIF series. Mr. Deep currently manages the investments in transport and communications sectors and sits on several portfolio company boards. Prior to joining Macquarie Group, Mr. Deep worked with Strategic Decisions Group, providing strategic advice to companies in India. Mr. Deep holds a Bachelor of Technology from Indian Institute of Technology Delhi and a Master's in Business Administration from Indian Institute of Management Calcutta.

Details of Mr. Deep Gupta 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	Deep Gupta
2.	Date of Birth	20/10/1979
3.	Qualification	Bachelor of Technology from Indian Institute of Technology Delhi and a master's In business administration from Indian Institute of Management Calcutta
4.	Experience / expertise in specific functional areas	Acquisitions, management and disposal of investments



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5.	Terms and condition of appointment	As provided in the resolution in this Notice
6.	Remuneration to be paid	NA
7.	Remuneration last drawn	NA
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	Gujarat Road and Infrastructure Company Limited (Nominee Director) CBC Solar Technologies Private Limited (Nominee Director) Vishavari Tollway Private Limited (Director) Siddhantham Tollway Private Limited (Director) Diwantham Tollway Private Limited (Director) Diwancheruvu Tollway Private Limited (Director) SBI Macquarie Infrastructure Management Private Limited (Additional Director) Swarna Tollway Private Limited (Additional Director) MIRA India Management Services Private Limited (Additional Director) Puintola Tollway Private Limited (Additional Director) Ankapalli Tollway Private Limited (Additional Director) Icchapurman Tollway Private Limited (Additional Director) Bamanbore Tollway Private Limited (Additional Director) Garamore Tollway Private Limited (Additional Director) Porbandar Jetpur Tollway Private Limited (Additional Director)
11.	Membership/Chairmanship of Committees of the Board of Directors of other companies	Member of CSR Committee of: i) Swarna Tollway Private Limited ii) Siddhantham Tollway Private Limited iii) SBI Macquarie Infrastructure Management Private Limited.

The Board at its meeting held on 15th June 2020 has recommended the appointment of Mr. Deep Gupta as a Director of the Company.



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Resolution proposed at Item No. 4 as Ordinary Resolution, is placed for approval of the Members pursuant to the provisions of Sections 152, 161 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.

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. Deep Gupta himself. Mr. Deep Gupta does not hold any Equity Shares in the Company.

Additional Information about Directors who retire by rotation and are proposed to be re-appointed, as required in terms of Secretarial Standard - 2 issued by the Institute of Company Secretaries of India for

Item Nos. 2 and 3:

1.	Name of the Director	Mr. Srinath Narasimhan (DIN-00058133)
2.	Date of Birth	08/07/1962
3.	Qualification	Degree in Mechanical Engineering from Indian Institute of Technology Madras and an MBA from Indian Institute of Management Calcutta.
4.	Experience / expertise in specific functional areas	Project Management, Sales & Marketing Management and Operations
5.	Terms and condition of appointment	He is liable to retire by rotation and being eligible has offered himself for re-appointment.
6.	Remuneration to be paid	NA
7.	Remuneration last drawn	NA
8.	No. of the Board meetings attended during the year	4
9.	Relationship with other Directors, Manager, KMP of the Company	NIL
10.	Board membership of other companies	Tata Communications Limited (Director) Tata Teleservices (Maharashtra) Limited (Director) Tata Teleservices Limited (Director) Tata Industries Limited (Director) Tata Trusts (CEO)



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11.	Membership/Chairmanship of Committees of the Board of Directors of other companies	<u>Stakeholders' Relationship Committee:</u> <ul style="list-style-type: none"> • Tata Communications Limited (Member) <u>Nomination and Remuneration Committee:</u> <ul style="list-style-type: none"> • Tata Communications Limited (Member) • Tata Industries Limited (Member) <u>Corporate Social Responsibility Committee:</u> <ul style="list-style-type: none"> • Tata Communications Limited (Chairman) • Tata Teleservices Limited (Member)
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1.	Name of the Director	Mr. Edmund DiSanto (DIN-02027137)
2.	Date of Birth	23/05/1952
3.	Qualification	Law JD from Boston College Law School
4.	Experience / expertise in specific functional areas	Legal
5.	Terms and condition of appointment	He is liable to retire by rotation and being eligible has offered himself for re-appointment.
6.	Remuneration to be paid	NA
7.	Remuneration last drawn	NA
8.	No. of the Board meetings attended during the year	4
9.	Relationship with other Directors, Manager, KMP of the Company	NIL
10.	Board membership of other companies	Transcend Infrastructure Private Limited (Director) ATC India Infrastructure Private Limited (Director) California Tower, Inc. (Director) American Tower Depositor Sub, LLC (Director) American Tower Guarantor Sub, LLC (Director) American Tower Asset Sub, LLC (Director) American Tower Holding Sub, LLC (Director) American Tower Asset Sub II, LLC (Director) American Tower Delaware Corporation (Director) ATC South Africa Wireless Infrastructure (Pty) Ltd (Director) ATC Tower (Ghana) Limited (Director) ATC Uganda Limited (Director) ATC South Africa Investment Holdings (Ptd) Ltd (Alternate Director) American Tower Mauritius (Director) ATC Asia Pacific Pte. Ltd. (Director) Transcend Infrastructure Holdings Pte. Ltd. (Director) ATC European Holdings, Inc. (Director)



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11.	Membership/Chairmanship of Committees of the Board of Directors of other companies	N.A.
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**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: 2nd September 2020

Corporate Office:

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ADDENDUM TO THE NOTICE OF 17th ANNUAL GENERAL MEETING

This is an addendum to the Notice dated 2nd September 2020, sent to the Members for convening the Seventeenth Annual General Meeting of 'ATC Telecom Infrastructure Private Limited' as per schedule and to transact the business as set out in the Notice.

Subsequent to the issue of the Notice, it has been observed that Board/Committee Membership in other companies, held by Mr. Srinath Narasimhan, needs to be updated and accordingly S.No.10-11 of the additional Information about Mr. Srinath, provided under Secretarial Standard-2, issued by the Institute of Company Secretaries of India may be read as follows:

10.	Board membership of other Companies	Tata Communications Limited (Director) Tata Teleservices (Maharashtra) Limited (Director) Tata Teleservices Limited (Director) Tata Industries Limited (Director) Tata Trusts (CEO) Alamelu Charitable Foundation (Director)
11.	Membership/Chairmanship of Committees of the Board of Directors of other Companies <i>(Committee specified under the Companies Act, 2013)</i>	<u>Stakeholders' Relationship Committee:</u> <ul style="list-style-type: none">• Tata Communications Limited (Member)• Tata Teleservices (Maharashtra) Ltd. (Member) <u>Nomination and Remuneration Committee:</u> <ul style="list-style-type: none">• Tata Communications Limited (Member)• Tata Teleservices (Maharashtra) Ltd. (Member) <u>Corporate Social Responsibility Committee:</u> <ul style="list-style-type: none">• Tata Communications Limited (Chairman)• Tata Teleservices (Maharashtra) Limited (Member)

There is no other change to the Notice. This Addendum shall form an integral part of Notice of Annual General Meeting dated 2nd September 2020 circulated to the Members of the Company. The Company shall take necessary action to disseminate this Addendum, wherever required. Members and other stakeholders are requested to read the Notice of Annual General Meeting along with this Addendum.

The Notice dated 2nd September 2020 shall accordingly stand modified to the extent stated herein above.

**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: 14th September 2020

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