



NOTICE

NOTICE is hereby given that the Fourteenth Annual General Meeting of Members of 'ATC Telecom Infrastructure Private Limited' (formerly ATC Telecom Infrastructure Ltd., erstwhile Viom Networks Ltd.) will be held on **Tuesday, the 19th day of September, 2017 at 11.30 A.M** at its Registered Office at Conference Room, 403, 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, 2017 together with the reports of the Board of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Suresh Goyal (DIN-02721580), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Edmund DiSanto (DIN-02027137), who retires by rotation and being eligible, offers himself for re-appointment.
4. Ratification of Appointment of Statutory Auditors:

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 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the appointment of Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Fifteenth AGM of the Company to be held in the year 2018, to examine and audit the accounts of the Company at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors for the Financial Year 2017-18.

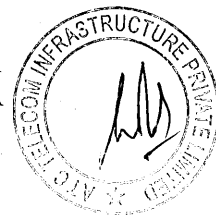
SPECIAL BUSINESS:

5. Alteration of Articles of Association:

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

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules made thereunder, including any modification(s) or re-enactment(s) thereof for the time being in force, the following amendments in the Articles of Association of the Company (AOA) be and are hereby approved and adopted:

- i) Deletion of complete "Part-B" of the AOA.
- ii) Deletion of "Clauses- (i) & (ii)" given in the preamble to the Part-A of the AOA
- iii) Deletion of the phrase "Part-A" given before the Definition Clause 1 of the AOA
- iv) Deletion of "Clause-57A - IIF Preference Shares" of the AOA



ATC Telecom Infrastructure Private Limited

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

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RESOLVED FURTHER THAT Mr. Amit Sharma (DIN-00050254), Chairman, Mr. Eruch N Kapadia (DIN-02230412), Director, Mr. Vijay Agarwal, Chief Financial Officer 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.**
(formerly ATC Telecom Infrastructure Ltd.,
erstwhile Viom Networks Ltd.)


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



Place: Gurgaon
Date: 28th August, 2017

Corporate Office:

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

Registered office:

403, 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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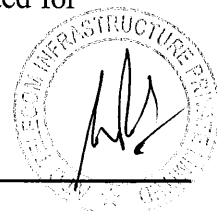


Notes:

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 HIMSELF 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 **“18th September, 2017 to 19th September, 2017”** (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 Director's Report of the Company for the Financial Year ended 31st March, 2017, have been approved by the Board of Directors at its meeting held on May 17, 2017.
10. Electronic copy of the Notice of the Fourteenth 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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11. 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. 4 and 5 of the accompanying Notice:

ITEM NO. 4:

Deloitte Haskins & Sells LLP, (ICAI Firm Registration No. 117366W/W-100018), Chartered Accountants, Mumbai were appointed as the Statutory Auditors of the Company for a period of five (5) years at the Annual General Meeting (AGM) of the Company held on September 26, 2016, to hold office from the conclusion of the Thirteenth AGM till conclusion of the Eighteenth AGM to be held in the year 2021.

As per provisions of Section 139(1) of the Companies Act, 2013, the appointment of Statutory Auditors for the above tenure is subject to ratification by members at every AGM. Accordingly, ratification of the members is being sought for the appointment of Statutory Auditors, as per the proposal contained in the Resolution set out at Item no. 4 of the Notice.

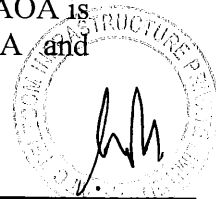
The Board recommends the Resolution at Item No. 4 for approval by the members.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the above Resolution. Mr. Amit Sharma, Chairman of the Board is holding 10 Equity Shares of the Company as Registered holder for the Beneficiary owner, ATC Asia Pacific Pte. Ltd.

ITEM NO. 5:

The Shareholders may please note that pursuant to the approval granted by the Board of Directors at its meeting held on 2nd March 2017, the Company had redeemed all outstanding 16,66,66,666 Cumulative Redeemable Optionally Partially Convertible Preference Shares (CROPCPS) of Rs.10 each held by IDFC-Indian Infrastructure Fund and Tata Internet Services Ltd. on 26th March, 2017 out of the proceeds of fresh issue of equal number of Cumulative Non-Convertible Redeemable Preference Shares (CNCRPS) of Rs.10 each allotted to Kotak Mahindra Prime Ltd. on 2nd March, 2017.

The Shareholders may further note that in accordance with the provision of the Clause-18.1.4 of the Investment Agreement (IA) dated 23rd March, 2010, in terms of which CROPCPS were issued, the IA stood automatically terminated, upon redemption of all CROPCPS. Further, in terms of Clause-9 of the Part-B of the Articles of Association (AOA) of the Company, upon redemption of all CROPCPS “Part-B of AOA ceases to be applicable. Accordingly, the AOA is proposed to be amended by the Company by deletion of “Part-B” of the AOA and consequential amendment(s) in remaining Parts of the AOA.



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The Amended AOA referred above shall be 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.

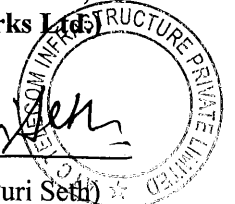
The Board of Directors at their meetings held on 17th May, 2017 has considered and recommended the consequential alteration of Articles of Association of the Company as per the Resolution set out at Item no.5 of the Notice, subject to approval of the Shareholders, in terms of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the applicable Rules made thereunder.

The Board commends the '**Special Resolution**' at Item No. 5 for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the above Special Resolution. Mr. Amit Sharma, Chairman of the Board is holding 10 Equity Shares of the Company as Registered holder for the Beneficiary owner, ATC Asia Pacific Pte. Ltd.

By Order of the Board of Directors
of ATC Telecom Infrastructure Private Ltd.
(formerly ATC Telecom Infrastructure Ltd.,
erstwhile Viom Networks Ltd.)


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



Place: Gurgaon
Date: 28th August, 2017

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Plot No.14A, Sector-18,
Maruti Industrial Complex,
Gurgaon-122015, Haryana
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Email: Geetapuri.seth@atctower.in

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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 Fourteenth Annual General Meeting of the Company to be held at Conference Room, 403, 4th Floor, Skyline Icon, Andheri Kurla Road, Andheri East, Mumbai-400059, Maharashtra on Tuesday, the 19th day of September, 2017 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 _____

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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	403, 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 Fourteenth Annual General Meeting of the company, to be held on **Tuesday, the 19th day of September, 2017 at 11.30 am** at the Conference Room, 403, 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:

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Resolution No(s):

- 1) To receive, consider and adopt the Financial Statements of the Company as at 31st March, 2017 together with the reports of the Board of Directors' and Auditors' thereon.
- 2) Re-appointment of the Director retiring by rotation – Mr. Suresh Goyal (DIN-02721580)
- 3) Re-appointment of the Director, retiring by rotation- Mr. Edmund DiSanto (DIN-02027137)
- 4) To ratify the reappointment of Statutory Auditors
- 5) To approve the alteration of Articles of Association.

Signed this ____ day of September, 2017.

Affix Revenue
Stamps

Signature of Shareholder

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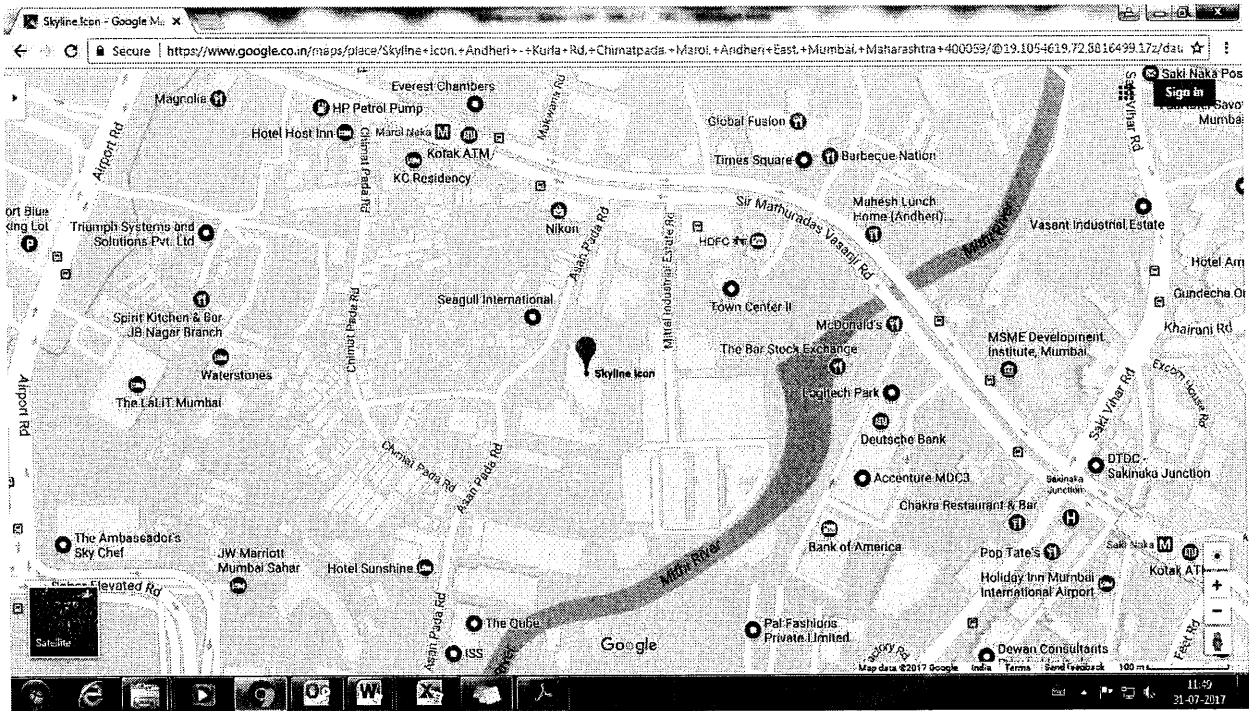
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**Route Map: Venue of AGM, Conference Room, 403, 4th Floor, Skyline Icon,
Andheri Kurla Road, Andheri East, Mumbai-400059**

Tuesday, 19th September, 2017 AT 11.30 A.M.



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