



## TRICOM INDIA LIMITED

Regd. Office: Tricom House, Gandhi Estate, Andheri Kurla Road, Safed Pool, Andheri (East), Mumbai – 400 072.

CIN: L65910MH1992PLC068953

### POSTAL BALLOT

#### Notice to members pursuant to Section 110 of the Companies Act, 2013

Dear Members,

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) that the Resolutions appended below are proposed to be passed as Special Resolutions, by way of Postal Ballot which includes voting by electronic means.

A Statement under Section 102 of the Companies Act, 2013, pertaining to the said Resolutions, setting out material facts and the reasons thereof is annexed hereto along with a Postal Ballot Form for your consideration.

Members' assent/dissent is requested for the proposals contained in the Special Resolutions appended below.

The Board of Directors of the Company has appointed Mr. Anil Jain of M/s Jain Anil & Associates, Practicing Chartered Accountant, as Scrutinizer for conducting the postal ballot (E-voting & Physical) process in fair and transparent manner in accordance with the provisions of Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed in the attached self-addressed, prepaid postage envelope so as to reach the scrutinizer on or before 6.00 p.m. on 22nd March, 2015. The Ballot Forms received after the said date will be treated as if no reply has been received from the Member. No other form or photocopy thereof is permitted.

Scrutinizer will submit his report to Mr. Chetan Kothari after completion of the scrutiny and the result of the Postal Ballot will be announced by Mr. Chetan Kothari, Chairman & Managing Director on Monday 23rd March, 2015 at the registered office of the Company at Tricom House, Gandhi Estate, Safed Pool, Andheri Kurla Road, Andheri (E), Mumbai 400072 at 3.30 p.m. and the said date of declaration of result of Postal Ballot will be taken to the date of passing of the Resolutions.

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

**"RESOLVED THAT** in accordance with the provisions of Sections 42 & 62 and all other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification thereto or reenactment thereof for the time being in force) the provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ('ICDR Regulations, 2009'), Listing Agreement entered into with the Stock Exchanges and any other applicable law/rules/regulations and subject to the consent/approval of any other authorities/institutions, and subject to such conditions and modifications as may be imposed upon and accepted by the Board of Directors('Board'), the consent of the Company be and is hereby accorded to the Board of Directors of the Company to create, offer issue and allot up to 57,75,000 Equity shares of face value of Rs.2/- each at price of Rs.2/-, per equity share aggregating to Rs.1,15,50,000/- (Rupees One Crore Fifteen Lakh Fifty Thousand only) or at such price to be determined on the relevant date in accordance with the ICDR Regulations, 2009 as in force on that date, whichever is higher to the following:-

Sr. No.	Name	No. of Equity Shares Proposed to be allotted
1	M/s. ISIS Trade Com Pvt Ltd	50,00,000
2	Ms. Akansha Gulati	1,25,000
3	Mr. Nakul Gulati	1,25,000
4	Nakul Gulati - HUF	2,00,000
5	Mr. Rohit Gulati	1,25,000
6	Rohit Gulati HUF	2,00,000
	<b>TOTAL</b>	<b>57,75,000</b>

**RESOLVED FURTHER THAT** to the extent permitted as per the existing provisions of law in this regard all Equity Shares to be allotted as an allotment of the above preferential allotment shall rank pari passu in all respect with the existing Equity Shares of the Company, including entitlement to Dividend;

**RESOLVED FURTHER THAT** the Equity shares may be allotted on conversion of the unsecured loan of the proposed allottee to the company.

**RESOLVED FURTHER THAT** the Board/ any Committee thereof be authorized to determine, vary, modify or alter any of the terms and conditions of the issue and allotment of the equity shares, including reduction of the size of the issue, as it may deem expedient;

**RESOLVED FURTHER THAT** the 'relevant date' for the preferential issue in relation to the aforesaid issue of Equity Shares, for the purposes of determining the issue price under the ICDR Regulations, 2009 is 20th February, 2015.

**RESOLVED FURTHER THAT** for the purposes of giving effect to the above the Board be and is hereby authorized on behalf of the Company to take all such actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable and expedient including in relation to the issue or allotment of aforesaid securities and listing thereof with the Stock Exchanges as appropriate and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment of the said securities, sign all documents and undertakings, as may be required and generally do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution;

**RESOLVED LASTLY THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or to any Committee of Directors or to any officer or Officers of the Company to give effect to this resolution."

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

**"RESOLVED THAT** in accordance with the provisions of Sections 42 & 62 and all other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification thereto or reenactment thereof for the time being in force) the provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of

India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ('ICDR Regulations, 2009'), Listing Agreement entered into with the Stock Exchanges and any other applicable law/rules/regulations and subject to the consent/approval of any other authorities/institutions, and subject to such conditions and modifications as may be imposed upon and accepted by the Board of Directors ('Board'), the consent of the Company be and is hereby accorded to the Board of Directors of the Company to create, offer issue and allot up to 1,76,20,000 Fully Convertible Warrants of Rs. 2/- each, and each warrant convertible into 1(one) Equity Share of face value of Rs.2/- each or at such price to be determined on the relevant date in accordance with the ICDR Regulations, 2009 as in force on that date, whichever is higher to the following:-

Sr. No.	Name	No. of Fully Convertible Warrants to be allotted
1	Mr. Chetan S. Kothari	28,00,000
2	Mrs. Chetna C. Kothari	48,00,000
3	Mr. Hiren S. Kothari	9,00,000
4	M/s. Gaparik Trade & Finance Pvt Ltd	40,00,000
5	M/s. Adilnath Finance Pvt Ltd	1,20,000
6	M/s. ISIS Trade Com Pvt Ltd	50,00,000
	<b>TOTAL</b>	<b>1,76,20,000</b>

**RESOLVED FURTHER THAT** the issue of convertible warrants, if any, as above shall be subject to the following terms and conditions:

- 25% of the Issue Price i.e Rs. 0.50/- per convertible warrant shall be payable at the time of allotment and the balance Rs. 1.50 /- on conversion.
- Convertible warrants shall be convertible at any time within a period of 18(eighteen) months from the date of allotment of convertible warrants at the option of the allottee.
- Each Convertible warrant shall be convertible into 1(one) Equity Share of Rs. 2/- each fully paid at a price of Rs. 2/- per Equity Share or at such price to be determined on the relevant date in accordance with the ICDR Regulation, 2009 as in force on that date, whichever is higher.
- If the option of conversion of Warrants is not exercised by the warrant holder then the amount paid at the time of allotment shall be forfeited by the Company.

**RESOLVED FURTHER THAT** the warrants may be allotted on conversion of the unsecured loan of the proposed allottee to the company.

**RESOLVED FURTHER THAT** to the extent permitted as per the existing provisions of law in this regard all Equity Shares to be allotted on conversion of Warrants as an allotment of the above preferential allotment shall rank pari passu in all respects with the existing Equity Shares of the Company, including entitlement to Dividend;

**RESOLVED FURTHER THAT** the Board or any Committee thereof be and is hereby authorized to issue and allot such number of Warrants and Equity Shares on conversion thereof, as may be required to be issued.

**RESOLVED FURTHER THAT** the Board or any Committee thereof be and is hereby authorized to determine, vary, modify or alter any of the terms and conditions of the issue and allotment of the Warrants and Equity shares on conversion thereof including reduction of the size of the issue, as it may deem expedient.

**RESOLVED FURTHER THAT** the 'relevant date' for the preferential issue in relation to the aforesaid warrants and also for issue of Equity Shares on conversion of warrants, for the purposes of determining the issue price under the ICDR Regulations, 2009 is 20th February, 2015.

**RESOLVED FURTHER THAT** for the purposes of giving effect to the above the Board be and is hereby authorized on behalf of the Company to take all such actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable and expedient including in relation to the issue or allotment of aforesaid securities and listing thereof with the Stock Exchanges as appropriate and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment of the said securities, sign all documents and undertakings, as may be required and generally do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution;

**RESOLVED LASTLY THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or to any Committee of Directors or to any officer or Officers of the Company to give effect to this resolution."

By Order of the Board of Directors  
For **Tricom India Limited.**

Place: Mumbai  
Date: 30.1.2015

**Chetan Kothari**  
**Chairman & Managing Director**

**NOTES:**

- Explanatory Statement pursuant to Section 102 of the Companies act, 2013 is enclosed and forms part of this notice.
- The Company has appointed Mr. Anil Jain of M/s Jain Anil & Associates, Practicing Chartered Accountant, as scrutinizer for conducting the Postal Ballot Process in a fair and transparent manner.
- This notice is being sent to all the Members, whose names appears on the register of members as on cut off date i.e. as on 6th February, 2015.
- Notice of Postal Ballot is sent electronically on the registered email addresses of the Members and physical copy alongwith Postal Ballot form with prepaid Business Reply Envelope is dispatched to those shareholders who have not registered their email addresses.
- All relevant documents referred to in this Notice and the statement pursuant to Section 102 of the Companies Act, 2013 shall be open for inspection at the Corporate Office of the Company on all working days during the working hours i.e. from 11.00 a.m. till 2.00 p.m. upto the date of declaration of results of the Postal Ballot.
- Members have option to vote either through e-voting or physical mode and voting period commences from 9.00 a.m. on 21st February, 2015 to 6.00 p.m. on 22nd March, 2015. If a Member has opted for e voting, then he/she should not vote by Physical Ballot and vice-versa. However, in case Members cast their vote, both via physical ballot and evoting, then voting through evoting shall prevail and voting done by ballot shall be treated as invalid.

## 7. PROCEDURE AND INSTRUCTIONS FOR E-VOTING

Kindly note that each Member can opt for only one mode of voting i.e. either by Physical Ballot or by E voting. In case Member(s) cast their vote via both modes i.e. Physical Ballot as well as Evoting, then voting done through Evoting shall prevail and Physical Voting of that member shall be treated as invalid.

### PHYSICAL VOTING

Members are requested to refer to the instructions printed behind the Postal Ballot form for exercising their vote in physical form.

### EVOTING

In compliance with clause 35B of the Listing Agreement and section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer E-voting facility as an alternate, for its Members, to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. The Company has engaged Central Depository Services (India) Limited ("CDSL"), to provide E-voting facility to its members.

During the e-voting period, members of the company holding shares either in physical form or dematerialized form, as on the cutoff date i.e., 6th February, 2015 may cast their votes electronically.

The e-voting period commences on Saturday, 21st February, 2015 at 9.00 am and ends on Sunday, 22nd March, 2015 at 6.00 pm. The e-voting module shall be disabled by CDSL for voting thereafter.

Once the vote on a resolution is cast by a shareholder, the shareholder shall not be allowed to change it subsequently. A copy of this notice has been placed on the website of the Company and the website of CDSL.

Mr. Anil Jain Practicing Chartered Accountant of M/s Jain Anil & Associates Practicing Chartered Accountant has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the E-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman.

The Results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL within two (2) days of passing of the resolution at the Postal Ballot Meeting of the Company and communicated to the BSE Limited & NSE Limited.

### The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Saturday, 21st February, 2015 at 9.00 am and ends on Sunday, 22nd March, 2015 at 6.00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 6th February, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
<b>PAN</b>	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li><li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li></ul>
<b>DOB</b>	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
<b>Dividend Bank Details</b>	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"><li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)</li></ul>

(viii) After entering these details appropriately, click on "SUBMIT" tab.

- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for **Tricom India Limited** on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

(xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

**(xviii) Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No.1**

Since the proposal involves issue and allotment of Equity Shares on preferential basis, thereby increasing the paid-up share capital of the Company, the approval of members under Section 42 & 62 of the Act is required by means of a Special Resolution, the disclosures as mandated under Regulation 73 of ICDR Regulations, 2009 are as under:

- Object of issue through preferential offer:**  
To augment the Long term resource requirement of the Company considering the business needs of the Company.
- Intention of the Promoters/Directors/Key management persons to subscribe to the offer:**  
No one has subscribed to the offer of shares.
- Shareholding Pattern as on 31st December,2014 and after the preferential offer:**

Cat. Code	Category of Shareholder	Pre Issue		Post Issue	
		Holding	% of total share capital	Holding	% of total share capital
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group</b>				
<b>1</b>	<b>Indian</b>				
A	Individual Huf	2930051	3.70	2930051	3.45
B	Central/State Gov	0	0.00	0	0.00
C	Bodies Corporates	1867800	2.36	1867800	2.20
D	Fins / Banks	0	0.00	0	0.00
E	Any Other specify	0	0.00	0	0.00
	<b>Sub Total(A)(1)</b>	<b>4797851</b>	<b>6.06</b>	<b>4797851</b>	<b>5.65</b>
<b>2</b>	<b>Foreign</b>				
A	Indv NRI/For Ind	0	0.00	0	0.00
b	Bodies Corporate	0	0.00	0	0.00
c	Institutions	0	0.00	0	0.00
d	Any Other Specify	0	0.00	0	0.00
	<b>Sub Total(A)(2)</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
	<b>Total Shareholding of Promoter and Promoter Group Total (A)= (A)(1)+(A)(2)</b>	<b>4797851</b>	<b>6.06</b>	<b>4797851</b>	<b>5.65</b>
<b>(B)</b>	<b>Public shareholding</b>				
<b>1</b>	<b>Institutions</b>				
a	Mutual Funds	0	0.00	0	0.00
b	Fins / Banks	27000	0.03	27000	0.03
c	Central/State Govt	160235	0.20	160235	0.19
d	Venture Cap Fund	0	0.00	0	0.00
e	Insurance Comp(s)	0	0.00	0	0.00
f	Foreign Ins Invest	0	0.00	0	0.00

g	Foreign Ven Cap In	0	0.00	0	0.00
h	Any Other –Specify	0	0.00	00	0.00
	Sub-Total (B)(1)	187235	0.24	187235	0.22
B 2	Non-institutions	0	0.00	0	0.00
a	Bodies Corporates	20982189	26.49	25982189	30.57
	Individuals				
	i) upto Rs 1-Lac	14283335	18.03	14283335	16.81
	ii) above Rs1-Lac	32931365	41.58	33706365	39.66
c	Any Other -Clr-Mem	59299	0.07	59299	0.07
	-OCB	0	0.00	0	0.00
	-NRI	3464176	4.37	3464176	4.08
	Sub-Total (B)(2)	71720364	90.55	77495364	91.19
(B)	Total (B)= (B)(1)+(B)(2)	71907599	90.79	77682599	91.41
	TOTAL (A)+(B)	76705450	96.84	82480450	97.06
(C)	Held by Custodians against Depository Receipts				
	PROMOTER & PRO GRP	0	0.00	0	0.00
	PUBLIC	2500000	3.16	2500000	2.94
	GRAND TOTAL (A)+(B)+(C)	79205450	100.00	84980450	100.00

**d. Proposed time limit within which the allotment shall be completed:**

The allotment of Equity Shares is expected to be completed within 15 days from the date of passing of the resolution. Provided however that if the allotment is pending on account of pendency of any approval from any regulatory authority, the allotment would be completed within 15 days of receipt of such approval.

**e. Identity of [the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control] the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control if any, the issuer consequent to the preferential issue:**

**Proposed Equity shares and post issue holding**

Sr No.	Name of the Proposed Allottee	If allottee is not a natural person, identity of the natural person who are the ultimate beneficial owner of the shares proposed to be issued, if applicable	Proposed Allotment of Equity shares of Rs.2/- each	Post Issue Holding (No. of Shares)	% of post issue capital
1	M/s. ISIS Trade Com Pvt Ltd	Mr. Sandeep Sorap	50,00,000	50,25,000	5.91
2	Ms. Akansha Gulati	Ms. Akansha Gulati	1,25,000	1,50,000	0.18
3	Mr. Nakul Gulati	Mr. Nakul Gulati	1,25,000	1,50,000	0.18
4	Nakul Gulati - HUF	Mr. Nakul Gulati	2,00,000	2,00,000	0.24
5	Mr. Rohit Gulati	Mr. Rohit Gulati	1,25,000	1,25,000	0.15
6	Rohit Gulati - HUF	Mr. Rohit Gulati	2,00,000	2,00,000	0.24
	<b>TOTAL</b>		<b>57,75,000</b>	<b>58,50,000</b>	<b>6.88</b>

There shall not be any change of control pursuant to the preferential allotment.

**f. Issue Price :**

The issue price is Rs.2/- per Equity Share or at such price to be determined on the relevant date in accordance with the ICDR Regulations, 2009 as in force on that date, whichever is higher.

**g. Payment option:**

Conversion of Loan into allotment money at the time of allotment.

**h. Relevant Date:**

The relevant date for the issue of Equity Shares Shall be 20th February, 2015.

**i. Lock in period:**

The Equity Shares shall be locked in for a period of 1(one) year from the date of their trading approval as per ICDR Regulations, 2009.

**j. Auditors Certificate:**

A copy of certificate obtained from M/s. Koshal & Associates, Chartered Accountants Mumbai certifying that the issue of Equity Shares is being made in accordance with the requirements of ICDR Regulations, 2009 for preferential issue shall be available for inspection at the Registered Office of the Company on all working days except Saturdays up to 23rd March, 2015.

**k. Shareholders Consent :**

Shareholders Consent is sought pursuant to Section 42 & 62 of the Companies Act, 2013 and in terms of the Listing Agreement with Stock Exchanges and ICDR Regulations, 2009, to the issue of the Equity Shares, as set out in the Resolution.

The Board commends the Special Resolution set out at Item No. 1 of the Notice for approval by the shareholders.

None of the Directors of the company are interested or deemed to be concerned or interested in the said Resolution.



**Item No. 2**

Since the proposal involves issue and allotment of Convertible Warrants on preferential basis, thereby leading to an increase the paid up share capital of the Company on conversion, the approval of members under Section 42 & 62 of the Act is required by means of a Special Resolution, the disclosures as mandated under Regulation 73 of ICDR Regulations, 2009 are as under:

**a. Object of issue through Preferential Offer:**

To augment the long term resources requirement of the Company considering the business needs of the Company.

**b. Intention of the Promoter/Directors/ Key Management persons to subscribe to the offer:**

Mr. Chetan Kothari, Mrs. Chetna Kothari, Mr. Hiren Kothari, M/s. Gaparik Trade & Finance Resources Pvt. Ltd. and M/s. Adilnath Finance Pvt. Ltd. falling under Promoter and Promoter Group of the Company have intended to subscribe to the equity capital proposed to be issued.

**c. Some of the Specific Terms of the Convertible Warrants proposed to be issued are as under:**

- i) Convertible warrants shall be convertible at any time within a period of 18(eighteen) months from the date of allotment of convertible warrants at the option of the Allottee.
- ii) Each convertible warrant shall be convertible into 1(one) Equity Share of Rs. 2/- each fully paid at a price of Rs. 2/- per equity share or at price to be determined on the relevant date in accordance with the ICDR Regulation, 2009 as in force on that date, whichever is higher.
- iii) If the option of conversion of Warrants is not exercised by the warrant holder then the amount paid at the time of allotment shall be forfeited by the company.

**d. Shareholding pattern before (as on 31st December, 2014) after the preferential issue of warrants convertible into equity shares:**

Cat. Code	Category of Shareholder	Pre Issue		Post Issue	
		Holding	% of total share capital	Holding	% of total share capital
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group</b>				
<b>1</b>	<b>Indian</b>				
a	Individual Huf	2930051	3.45	11430051	11.14
b	Central/State Gov	0	0.00	0	0.00
c	Bodies Corporates	1867800	2.20	5987800	5.84
d	Fins / Banks	0	0.00	0	0.00
e	Any Other specify	0	0.00	0	0.00
	<b>Sub Total(A)(1)</b>	<b>4797851</b>	<b>5.65</b>	<b>17417851</b>	<b>16.98</b>
<b>2</b>	<b>Foreign</b>				
a	Indv NRI/For Ind	0	0.00	0	0.00
b	Bodies Corporate	0	0.00	0	0.00
c	Institutions	0	0.00	0	0.00
d	Any Other Specify	0	0.00	0	0.00
	<b>Sub Total(A)(2)</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
	<b>Total Shareholding of Promoter and Promoter Group Total (A)= (A)(1)+(A)(2)</b>	<b>4797851</b>	<b>5.65</b>	<b>17417851</b>	<b>16.98</b>
<b>(B)</b>	<b>Public shareholding</b>				
<b>1</b>	<b>Institutions</b>				
a	Mutual Funds	0.00	0.00	0	0.00
b	Fins / Banks	27000	0.03	27000	0.03
c	Central/State Govt	160235	0.19	160235	0.16
d	Venture Cap Fund	0.00	0.00	0.00	0.00
e	Insurance Comp(s)	0.00	0.00	0.00	0.00
f	Foreign Ins Invest	0.00	0.00	0.00	0.00
g	Foreign Ven Cap In	0.00	0.00	0.00	0.00
h	Any Other -Specify	0.00	0.00	0.00	0.00
	<b>Sub-Total (B)(1)</b>	<b>187235</b>	<b>0.22</b>	<b>187235</b>	<b>0.18</b>
<b>B 2</b>	<b>Non-institutions</b>				
a	Bodies Corporate	25982189	30.57	30982189	30.20
	<b>Individuals</b>				
	i) upto Rs 1-Lac	14283335	16.81	14283335	13.92
	ii) above Rs1-Lac	33706365	39.66	33706365	32.85
c	Any Other -Clr-Mem	59299	0.07	59299	0.06

	-OCB	0	0.00	0	0.00
	-NRI	3464176	4.08	3464176	3.38
	Sub-Total (B)(2)	77495364	91.19	82495364	80.40
(B)	Total (B)= (B)(1)+(B)(2)	77682599	91.41	82682599	80.59
	TOTAL (A)+(B)	82480450	97.06	100100450	97.56
(C)	Held by Custodians against Depository Receipts				
	PROMOTER & PRO GRP	0	0.00	0	0.00
	PUBLIC	2500000	2.94	2500000	2.44
	GRAND TOTAL (A)+(B)+(C)	84980450	100.00	102600450	100.00

**e. Proposed time limit within which the allotment shall be completed:**

The allotment of Convertible Warrants is expected to be completed within 15 days from the date of passing of the resolutions by Shareholders. Provided however that if the allotment is pending on account of pendency of any approval from any regulatory authority, the allotment would be completed within 15 days of receipt of such approval.

**f. Identity of the [the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control] proposed allottee and the percentage of post preferential issue capital that may be held by them and change on control if any, consequent to the preferential issue.**

Sr No.	Name of the Proposed Allottee	If allottee is not a natural person, identity of the natural person who are the ultimate beneficial owner of the shares proposed to be issued, if applicable	Proposed Allotment of Equity shares of Rs.2/- each	Post Issue Holding (No. of Shares)	% of post issue capital
1	Mr. Chetan S. Kothari	Mr. Chetan S. Kothari	28,00,000	50,79,351	4.95
2	Mrs. Chetna C. Kothari	Mrs. Chetna C. Kothari	48,00,000	48,00,150	4.68
3	Mr. Hiren S. Kothari	Mr. Hiren S. Kothari	9,00,000	14,89,500	1.45
4	M/s. Gaparik Trade & Finance Pvt Ltd	Mr. Chetan S. Kothari	40,00,000	41,26,000	4.02
5	M/s. Adilnath Finance Pvt Ltd	Mr. Chetan S. Kothari	1,20,000	18,61,800	1.81
6	M/s. ISIS Trade Com Pvt Ltd	Mr. Sandeep Sorap	50,00,000	1,00,25,000	9.77
	<b>TOTAL</b>		<b>1,76,20,000</b>	<b>2,73,81,801</b>	<b>26.69</b>

There shall not be any change in control of the Company pursuant to the allotment of Convertible Warrants or Equity Shares on conversion.

**g. Issue Price:**

The issue price is Rs. 2/- per Convertible Warrant of Convertible into Equity Shares of Rs. 2/- each at such price to be determined on the relevant date in accordance with the ICDR Regulation, 2009 as in force on that date, whichever is higher.

**h. Payment Option:**

Payment of Rs. 0.50/- per convertible warrant on allotment and the balance Rs. 1.50/- on conversion.

**i. Relevant Date:**

The relevant date for the issue of convertible warrants and for issue of Equity shares allotted on conversion of warrants shall be 20th February, 2015.

**j. Lock in period:**

Warrants shall be locked in till at the time of their conversion. Equity shares to be allotted on conversion of Warrants shall remain under lock in for a period of 1(one) year for non promoters and 3 (three) years for Promoters or member of Promoter group from the date of their trading approval.

**k. Auditors Certificate:**

A copy of certificate obtained from M/s. Koshal & Associates, Chartered Accountants Mumbai certifying that the issue of Equity Shares is being made in accordance with the requirements of ICDR Regulations, 2009 for preferential issue shall be available for inspection at the Registered Office of the Company on all working days except Saturdays up to 23rd March, 2015.

**l. Shareholders Consent :**

Shareholders Consent is sought pursuant to Section 42 & 62 of the Companies Act, 2013 and in terms of the Listing Agreement with Stock Exchanges and ICDR Regulations, 2009, to the issue of the Convertible Warrants, as set out in the Resolution.

Your approval is sought by voting by Postal Ballot in terms of the Provisions of Section 110 of the Companies Act, 2013 read together with Rule 22 of the Companies (Management and Administration) Rules, 2014. Except Mr. Chetan Kothari and Mrs. Chetna Kothari, none of the Directors of the Company are interested or deemed to be concerned or interested in the said Resolution.

By Order of the Board of Directors  
For **Tricom India Limited.**

Place: Mumbai  
Date: 30.1.2015

**Chetan Kothari**  
Chairman & Managing Director

**Reg Off:** Tricom House, Gandhi Estate,  
Andheri Kurla Road, Safed Pool,  
Andheri (E), Mumbai-400072  
**CIN:** L65910MH1992PLC068953

**Encl.:** Postal Ballot Form  
Prepaid Postage envelope

**TRICOM INDIA LIMITED**

Regd Off: Tricom house, Gandhi Estate, Andheri Kurla Road, Safed Pool, Andheri (East),  
Mumbai-400072 CIN: L65910MH1992PLC068953

**POSTAL BALLOT FORM**

(PLEASE READ THE INSTRUCTIONS PRINTED OVERLEAF CAREFULLY BEFORE COMPLETING THIS FORM)

Sr No.	Particular	Details
1.	Name AND Registered Address of the Sole/ First Named Shareholder)	
2.	Name of the Joint Holders if any (in block letters)	
3.	Registered folio No. / Client* ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Number of shares(s) held	

I/we hereby exercise my/our vote(s) in respect of the Resolutions set out in the Notice of Postal Ballot of the Company by sending my/our assent or dissent to the said resolutions by placing the tick mark (v) at the appropriate box below:

Sr No.	Resolutions	No. of Shares	For	Against
			I/we assent to the resolution	I/we dissent to the resolution
1.	Issue and allotment of Equity Shares on Preferential Basis			
2.	Issue and allotment of Convertible Warrants on Preferential Basis			

Place:

Date:

\_\_\_\_\_  
(Signature of the shareholder)

**Electronic Voting Particulars**

EVSN (Electronic Voting Sequence Number)	User ID	Password / Pin (PAN/Seq. No.)

**NOTE: Last Date for receipt of Postal Ballot Form by the Scrutinizer: 22nd March, 2015**



## 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 Ballot. If a Member casts votes by both modes, then voting done through e voting shall prevail and Ballot shall be treated as invalid.
3. Please complete and sign the Ballot Form (no other form or photocopy thereof is permitted) so as to reach the Scrutinizer appointed by the Board of Directors of the Company.
4. The form should be signed by the Member as per the specimen signature registered with the Company/Depositories. In case Joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named 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 POA. Exercise of vote by Ballot is not permitted through proxy.
5. In case the shares are held by companies, trusts, societies, etc., the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution/Authorization.
6. Members are requested not to send any other papers alongwith the Postal Ballot Form in the enclosed self-addressed postage prepaid envelopes as all such envelopes will reach directly to the Scrutinizer and if any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.
7. Votes should be cast in case of each resolution, either in favour or against by putting the tick mark (v) in the column provided in the Ballot form.
8. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Member(s). The photocopy of the Postal Ballot Form will not be considered valid.
9. The voting rights of shareholders shall be in proportion of the share(s) held by them in the paid up equity share capital of the Company as on cutoff date i.e. On 6th February, 2015.
10. Duly completed Ballot Form should reach the Scrutinizer not later than 22nd March, 2015(6.00 p.m.). Ballot Form(s) received after 22nd March, 2015 will be strictly treated as if the reply from the members has not been received.
11. A member may request for a duplicate Ballot Form, if so required. However duly filled in and signed duplicate Form should reach the Scrutinizer not later than the date and time specified in serial no. 10 above.
12. Unsigned, incomplete, improperly or incorrectly tick marked 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 identity either the Member or as to whether the votes are in favour or against or if the signature cannot be verified.
13. The decision of Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.
14. The Scrutinizer will collate the votes downloaded from the e voting system and votes received through post to declare the final result for each of the Resolutions forming part of the Notice of Postal Ballot.
15. The results declared along with the Scrutinizer Report shall be placed on the Company's website and on the website of Central Depository Services (India) Limited after intimating to Stock Exchanges Where Company is listed.