

**TELECANOR GLOBAL LIMITED**

CIN No.: L45200TG1991PLC012974

Registered Office: CS – 1, 6-3-626, Parameshwar

Anand Nagar, Khairabad, Hyderabad -500004, Telengana

Email-ID: shares@telecanor.com, Website: www.telecanor.com

Tel: 040 23305484 Fax: 040 23305484

**NOTICE FOR EXTRA-ORDINARY GENERAL MEETING**

Notice is hereby given that an Extra-Ordinary General Meeting [“EGM”] of the members of Telecanor Global Limited will be held on Saturday, the 30<sup>th</sup> day of April, 2022 at 10:00 A.M at GHMC Community Hall, New Ashok Nagar, Secunderabad, Hyderabad - 500048, to transact the following business:

**SPECIAL BUSINESS:**

**ITEM NO.: 1**

**REGULARIZE THE APPOINTMENT OF MR. MARUTI RAM PRATURI (DIN: 01556649)  
AS NON-EXECUTIVE DIRECTOR OF THE COMPANY:**

To consider and, if thought fit, to pass the following Resolution as a **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Sections 152 and 160 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Maruti Ram Praturi (DIN: 01556649), who was appointed as Additional Director of the company under section 161(1) of the Companies Act, 2013 with effect from 21<sup>st</sup> March, 2022 and who has consented in writing to act as a director of the company, be and is hereby appointed as an non-executive director of the company on such terms and conditions including remuneration with further liberty to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee constituted / to be constituted by the Board) and remuneration as approved by Board”.

**RESOLVED FURTHER THAT** Directors of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

**ITEM NO.: 2**

**REGULARIZE THE APPOINTMENT OF MR. HEMANT KUMAR GUPTA (DIN:  
06783590) AS NON- EXECUTIVE DIRECTOR OF THE COMPANY:**

To consider and, if thought fit, to pass the following resolution as **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Sections 152 and 160 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Hemant Kumar Gupta (DIN: 06783590), who was appointed as Additional

Director of the company under section 161(1) of the Companies Act, 2013 with effect from 21<sup>st</sup> March, 2022 and who has consented in writing to act as a director of the company, be and is hereby appointed as a non-executive director of the company on such terms and conditions including remuneration with further liberty to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee constituted / to be constituted by the Board) and remuneration as approved by Board”.

**RESOLVED FURTHER THAT** Directors of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

**ITEM NO.: 3**

**INCREASE IN THE AUTHORISED SHARE CAPITAL AND ALTERATION OF THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.**

To consider and, if thought fit, to pass the following resolution as **ORDINARY RESOLUTION:**

**“RESOLVED THAT** pursuant to provisions of Section 61, 64 and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with relevant rules made thereunder, including statutory modifications or re-enactments thereof, enabling provisions of the Memorandum and Articles of Association and other law, notifications and regulations as may be applicable subject to the consent of the members of the Company, the Authorized Share Capital of the company be increased from 14,00,00,000/- (Rupees Fourteen Crores Only) divided into 1,40,00,000 (One Crore Forty Lakhs) equity shares of Rs.10/- each to Rs. 16,00,00,000/- (Rupees Sixteen Crores Only) divided into 1,60,00,000 (One Crore Sixty Lakhs Only) equity shares of Rs.10/- each by creation of 20,00,000 (Twenty Lakhs) Equity shares of face value of Rs. 10/- each ranking pari passu in all respects with the existing equity shares of the Company.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of Section 13 of the Companies Act, 2013, subject to the consent of the members of the Company, the Clause-V of the Memorandum of Association of the Company be and is hereby substituted by the following:

V. The Authorized Share Capital of the Company is Rs. 16,00,00,000/- (Rupees Sixteen Crores Only) divided into 1,60,00,000 (One Crore Sixty Lakhs) shares of Rs.10/- (Rupees Ten Only) each.”

**“RESOLVED FURTHER THAT** approval of the Members of the company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals including signing and filing the necessary forms with the Registrar of Companies in order to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

**ITEM NO.: 4****ISSUANCE OF CONVERTIBLE WARRANTS TO THE PROMOTERS AND NON-PROMOTER GROUP ON A PREFERENTIAL BASIS:**

**To consider and, if thought fit, to pass the following resolution as SPECIAL RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the **“Act”**), Companies (Prospectus and Allotment of Securities) Rules, 2014, Companies (Share Capital and Debentures) Rules, 2014, (including any amendment(s), modification(s) or re-enactment thereof), for the time being in force and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the **“ICDR Regulations”**) and the Securities and Exchange Board of India (Substantial Acquisitions and Takeovers) Regulations, 2011, as amended (the **“Takeover Regulations”**) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the **“LODR Regulations”**) and any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Government of India, the Reserve Bank of India, the Securities and Exchange Board of India (**“SEBI”**) and any other guidelines and clarifications issued by any other appropriate authority whether in India or abroad, from time to time, to the extent applicable including the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, the consent and approval of the Members of the Company be and is hereby accorded to the Board (which term shall deem to include any committee which the Board may have constituted or hereinafter constitute to exercise one or more its power, including the power conferred hereunder) to create, offer, issue and allot, on preferential basis, in one or more tranches 40,00,000 (Forty Lakhs) Equity Convertible Warrants (**“Warrants”**) on preferential basis at a price of Rs 10/- (Rupees Ten Only) each aggregating to Rs 4,00,00,000/- (Rupees Four Crore Only) to the Promoter/Promoter group and Non-Promoter (hereinafter referred to as the **“Proposed Allottees/Warrant holder”**) as more particularly mentioned in the explanatory statement setting out material facts, entitling the warrant holder to exercise option to convert and get allotted one equity share of face value Rs 10/- (Rupees Ten Only) each fully paid up against each warrant within 18(Eighteen) months from the date of allotment of convertible equity warrants, in such manner and at a price of Rs 10/- (Rupees Ten Only) per share arrived at in accordance with the Regulation SEBI (ICDR) Regulation, 2018 and on such other terms and conditions, as the Board may, in its absolute discretion, think fit.

**DETAILS OF ALLOTTEES:****Promoter Investor:**

**Issuance of 30,00,000 (Thirty Lakhs) Equity Convertible Warrants at a Price of Rs 10/- (Rupees Ten Only) convertible into Equity Shares of Rs 10/- each, aggregating to Rs 3,00,00,000 ( Rupees Three Crore Only) to the following Promoter / Promoter Group as under, Promoter of the Company, forming part of Promoter Group.**

Sl. No.	Name	No of warrants proposed to be allotted	If allottee is not a natural person, indentify of the natural person who are the ultimate beneficial owner of the shares proposed to be issued, if applicable	Allottee is : QIB / MF / FI / Trust / Banks / Others / Promoter (Promoter Group)
1.	Mrs. Vijaya Lakshmi Praturi	30,00,000	NA	Promoter
Total		30,00,000		

**Non-Promoter Investor:**

**Issuance of 10,00,000 (Ten Lakhs) Equity Convertible Warrants at a Price of Rs 10/- (Rupees Ten Only) convertible into Equity Shares of Rs 10/- each, aggregating to Rs 1,00,00,000 ( Rupees One Crore Only) to Non-Promoter Investor.**

Sl. No.	Name	No of warrants proposed to be allotted	If allottee is not a natural person, indentify of the natural person who are the ultimate beneficial owner of the shares proposed to be issued, if applicable	Allottee is : QIB / MF / FI / Trust / Banks / Others
1.	Hemant Kumar Gupta	10,00,000	NA	Others
Total		10,00,000		

**“RESOLVED FURTHER THAT** the Equity Shares allotted on exercise of the Warrants shall upon conversion rank pari-passu with the existing shares of the Company and in such form and manner and upon such terms and conditions as may be determined by the Board in accordance with the ICDR Regulations or other applicable laws as may be prevailing at the time.”

**“RESOLVED FURTHER THAT** in terms of the provisions of Regulation 161 of Chapter V of the SEBI ICDR Regulations, 2018 the relevant date for the purpose of determining the floor price for the Preferential Allotment of the Shares Warrants is March 31, 2022, being the date 30 days prior to the date of this Extra-Ordinary General Meeting.”

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of Warrants and the resultant equity shares to be allotted on exercise of such warrants shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- i. An amount equivalent to 25% of the Warrant issue price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant issue price shall be payable by the warrant holder on or before the exercise of the entitlement attached to Warrant(s) to subscribe to Equity Share(s). Amount payable on Application shall be 2.5/- per warrant (i.e 25%) and amount payable on Allotment is 7.5/- (i.e 75%)
- ii. The amount paid against Warrants shall be adjusted / set-off against the issue price for the resultant Equity Shares.
- iii. The said Warrants shall be issued and allotted by the Company to Promoters / Promoter group and Non-Promoter group within a period of 15 days from the date of passing of this resolution in dematerialized form provided that where the allotment of the said Warrants is pending on account of pendency of any approval or permission by any regulatory authority or the Government of India, the allotment shall be completed within a period of 15 days from the date of such approvals or permissions.
- iv. The Equity Shares allotted on conversion of the Warrants shall rank *pari passu* in all respects (including the right to receive dividend and voting powers), with the existing Equity Shares of the Company bearing ISIN INE381G01013 from the date of allotment thereof and shall be subject to the provisions of the Memorandum of the Association and Articles of Association of the Company.
- v. The Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon, prior to or at the time of conversion. The Company shall accordingly, without any further approval from the Members of the Company, issue and allot the corresponding number of Equity Shares and perform such actions as required to credit the Equity Shares to the depository account and entering the name of allottee in the records of the Company as the registered owner of such Equity Shares.
- vi. The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the LODR Regulations and the Securities Contracts (Regulation) Rules, 1957.
- vii. The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- viii. In the event of warrant holder does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.

- ix. That the Warrants do not give any rights/entitlements to the Warrant holders as a shareholder of the Company.
- x. The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI (ICDR) Regulations and allotted shall be listed on the stock exchanges subject to the receipt of necessary permissions and approvals.
- xi. The Warrants and Equity Shares allotted on conversion of such Warrants will be transferable within the Promoter Group of the Company, as per applicable laws.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, accept such conditions as may be imposed or prescribed by any regulatory, statutory authority or Government of India, while granting such approvals, consents, permissions and sanctions, issue and allotment of the Warrants and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any Committee of the Board or any one or more Director(s) / Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized at its discretion, any other member of the Board and Committee, to do all the necessary, deeds, matters, things, as it may, in its absolute discretion, deem necessary, expedient, desirable or appropriate to give effect to this resolution.”

**By order of the Board of Directors  
For Telecanor Global Limited**

**Sd/-  
Dhawal Doshi  
Company Secretary**

Place: Hyderabad  
Date: 6<sup>th</sup> April' 2022

**Registered office:**  
CS – 1, 6-3-626,  
Parameshwar, Anand Nagar  
Khairabad  
Hyderabad -500004,  
Telengana

**NOTES:**

**Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI (Listing Obligation & Disclosure Requirements) Regulation 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020 and April 13, and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with CDSL for facilitating voting through electronic means, as authorised agency. The facility of casting votes by a member using remote e-voting system will be provided by CDSL.**

An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Businesses to be transacted at the Meeting is annexed hereto.

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA-ORDINARY GENERAL MEETING (“EGM”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM IN ORDER TO BE EFFECTIVE SHOULD BE LODGED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE TIME OF COMMENCEMENT OF THE MEETING.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights provided that a member holding more than 10% 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 proxy for any other person or shareholder.

2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. Route-map to the venue of the Meeting is provided in the Notice for the convenience of the members.
4. Members/proxies are requested to produce the enclosed attendance slip duly filled up and signed as per specimen signature recorded with the Company for admission to the meeting hall.
5. Members who hold shares in dematerialized form are requested to bring their client ID and DPID numbers for easier identification of attendance at the meeting.
6. An explanatory statement pursuant to Section 102 of the Act, setting out the material facts and reasons for the proposed ordinary and special resolutions at Item Nos. 1, 2, 3 & 4 above, are appended herein below along with Form for your consideration.
7. Members are requested to bring their attendance slips alongwith copies of the Notice at the meeting. Please note that the copies of the Notice will NOT be distributed and/or be made available at the meeting.

8. Members desirous of getting any information on the operations of the Company are requested to forward their queries to the Company at least seven days prior to the meeting so that the required information can be made available at the Meeting.
9. All relevant documents referred to in the Notice are available for inspection by the members at the registered office of the Company during business hours on working days up to the date of the EGM.
10. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the EGM.
11. Members are requested to notify immediately any change of address or bank mandates to their respective Depository Participant(s) in respect of their holding in electronic form and to the RTA, Purva Shareregistry (India) Pvt. Ltd., Unit No. 9, Shiv Shakti Ind. Estt, J.R.Boricha Marg, Mumbai, Maharashtra - 400011 in respect of physical share folios, if any.
12. The Securities & Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in the electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form can submit their PAN to the Company / RTA.
13. To comply with the provisions of Sections 88 of the Companies Act, 2013 read with Rule 3 of the Companies (Management and Administration) Rules, 2014, the Company is required to update its database by incorporating some additional details of its members. Members are thus requested to kindly submit their e-mail ID and other details vide Members Database Updation Form attached with this Notice by filling up and signing at the appropriate place in the said form and return the same to the RTA. The e-mail ID provided shall be updated subject to successful verification of your signature(s) as per record available with the RTA of the Company.
14. SEBI vide its notification dated 8 June 2018 as amended on 30 November 2018, has stipulated that w.e.f. 1 April 2019, the transfer of securities (except transmission or transposition of shares) shall not be processed, unless the securities are held in the dematerialized form, Members who still hold share certificates in physical form are advised to dematerialize their shareholding to also avail of numerous benefits of dematerialization, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
15. The Notice of Extra-Ordinary General Meeting (“EGM”) and instructions for e-voting along with Attendance Slip and Proxy Form are being sent by electronic mode to all members whose e-mail address are registered with the Company/Depository Participant(s), unless a member has requested for physical copy of the documents. For members who have not registered their e-mail addresses, physical copies of the aforesaid documents are being sent through permitted mode.
16. Information and other instructions relating to e-voting.
  - (a) In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 as substituted by the Companies (Management and Administration) Amendment, Rules 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements)



Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be passed at the Extra-Ordinary General Meeting (“EGM”) by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the meeting (‘remote e-voting’). The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as agency to provide e-voting facility.

(b) The Board of Directors of the Company has appointed CS Praveen Sharma, Practicing Company Secretary (ACS No.: 30365/ CP No.: 14501), Proprietor, Sharma Praveen & Associates, Company Secretaries, Kolkata, as the Scrutinizer to conduct and scrutinize the remote e-voting process and the voting process at the EGM in a fair and transparent manner.

(c) The facility for voting through ballot paper shall be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their rights at the meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

(d) The remote e-voting period commences on Wednesday, 27<sup>th</sup> April, 2022 (9:00 a.m.) and ends on Friday, 29<sup>th</sup> April, 2022 (5:00 p.m.). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e. 23<sup>rd</sup> April, 2022, may cast their vote through remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

(e) The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date, i.e. 23<sup>rd</sup> April, 2022. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the meeting through ballot paper.

(f) Any person who acquires shares of the Company and becomes member of the Company after dispatch of the Notice of EGM and holding shares as on the cut-off date i.e. 23<sup>rd</sup> April, 2022 may obtain the User Id and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact to the RTA at 2301 6761/8261. However, if the member is already registered with CDSL for remote evoting then he can use his exiting user ID and password for casting the vote through e-voting. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evotingindia.com](http://www.evotingindia.com) or contact CDSL at the toll free no.: 1800-200-5533.

(g) The Scrutinizer shall after the conclusion of voting at the EGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the EGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith. Further, in accordance with Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall submit to the Stock Exchange, details of the Voting results in the prescribed format within forty-eight hours of conclusion of the EGM. The results declared along with the consolidated scrutinizer’s report shall be placed on the Company’s website

[www.telecanor.com](http://www.telecanor.com) and on the website of CDSL [www.cdslindia.com](http://www.cdslindia.com). The result shall simultaneously be communicated to the BSE Ltd.

(h) Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to have been passed on the date of the Meeting i.e. 30<sup>th</sup> April, 2022.

**18.A. The instructions for remote e-voting are as under:**

- (i) The voting period begins on Wednesday, 27<sup>th</sup> April, 2022 (9:00 a.m.) and ends on Friday, 29<sup>th</sup> April, 2022 (5:00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 23<sup>rd</sup> April, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is</li> </ol>

	<p>available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>

(v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

2) Click on “Shareholders” module.

3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) 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 e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	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>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

(vi) After entering these details appropriately, click on “SUBMIT” tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - 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 linked in the login 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.

Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [shares@telecanor.com](mailto:shares@telecanor.com) and [psassco@gmail.com](mailto:psassco@gmail.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

B. In case of members receiving the physical copy:

(A) Please follow all steps from sl. no. (i) to sl. no. (xviii) above to cast vote.

(B) The voting period will commence from Wednesday, 27th April, 2022, (9.00 a.m.) and will end on Friday, 29th April, 2022, (5.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut off date i.e. 23rd April, 2022, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(C) 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.co.in](http://www.evotingindia.co.in) under section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**By order of the Board of Directors  
For Telecanor Global Limited**

**Sd/-  
Dhawal Doshi  
Company Secretary**

Place: Hyderabad  
Date: 6<sup>th</sup> April' 2022

**Registered office:**

CS – 1, 6-3-626,  
Parameshwar, Anand Nagar  
Khairabad  
Hyderabad -500004,  
Telengana

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013****ITEM NO.1**

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Maruti Ram Praturi (DIN: 01556649), as an Additional Director of the Company with effect from 21<sup>st</sup> March, 2022, subject to approval of the Members. Pursuant to the provisions of Section 161(1) of the Act and Article of the Articles of Association of the Company, Mr. Maruti Ram Praturi (DIN: 01556649) shall hold office up to the date of this EGM and is eligible to be appointed as a Non-Executive Director. . It is proposed to appoint Mr. Maruti Ram Praturi (DIN: 01556649) as Non-Executive Director under Section 149 of the Companies Act, 2013 and received in writing a notice from a member, proposing her candidature for the office of Director.

In the opinion of the Board Mr. Maruti Ram Praturi (DIN: 01556649) fulfills the conditions specified in the Act and rules made there under as also under the Listing Agreement for his appointment as Director of the Company. Further Mr. Maruti Ram Praturi (DIN: 01556649) is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given him consent to act as Director. Mr. Maruti Ram Praturi, aged 51 years, holds a Bachelors in Computer Engineering from Gujarat University and a Masters in International Finance and Business from Columbia University and the YPO Presidents Program at Harvard Business School.

Board recommends the Resolution at Item No. 1 of this Notice for approval of the Members. Except Mr. Maruti Ram Praturi (DIN: 01556649) and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 1 of this Notice.

**ITEM NO.2**

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Hemant Kumar Gupta (DIN: 06783590), as an Additional Director of the Company with effect from 21<sup>st</sup> March, 2022, subject to approval of the Members. Pursuant to the provisions of Section 161(1) of the Act and Article of the Articles of Association of the Company, Mr. Hemant Kumar Gupta (DIN: 06783590) shall hold office up to the date of this EGM and is eligible to be appointed as a Non-Executive Director. . It is proposed to appoint Mr. Hemant Kumar Gupta (DIN: 06783590) as Non-Executive Director under Section 149 of the Companies Act, 2013 and received in writing a notice from a member, proposing her candidature for the office of Director.

In the opinion of the Board Mr. Hemant Kumar Gupta (DIN: 06783590) fulfills the conditions specified in the Act and rules made there under as also under the Listing Agreement for his appointment as Director of the Company. Further Mr. Hemant Kumar Gupta (DIN: 06783590) is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given him consent to act as Director. Mr. Hemant Kumar Gupta, aged 51 years, holds a Bachelors in Computer Engineering from Gujarat University and a Masters in International Finance and Business from Columbia University and the YPO Presidents Program at Harvard Business School.

Board recommends the Resolution at Item No. 2 of this Notice for approval of the Members. Except Mr. Hemant Kumar Gupta (DIN: 06783590) and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 2 of this Notice.



**ITEM NO.3**

The present Authorised Share Capital of the Company is Rs. 14,00,00,000 (Rupees Fourteen Crores Only) comprising of 1,40,00,000 (One Crore Forty Lakhs) Equity Shares of Rs.10/- each. Considering the increased fund requirements of the Company, the Board at its Meeting held on 21<sup>st</sup> March, 2022, had accorded its approval for increasing the Authorised Share Capital from Rs. 14,00,00,000 (Rupees Fourteen Crores Only) to Rs. 16,00,00,000 (Rupees Sixteen Crores) by creation of 20,00,000 (Twenty Lakhs) additional equity share of Rs.10/- each, subject to shareholders approval. It is therefore proposed to increase the Authorised Share Capital of the Company from Rs. 14,00,00,000 (Rupees Fourteen Crores) to Rs. 16,00,00,000 (Rupees Sixteen Crores) by creation of 20,00,000 (Twenty Lakhs) additional equity share of Rs.10/- each ranking paripassu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company. Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the changed Authorised Share Capital. The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association of the Company requires approval of members at a general meeting. A copy of the Memorandum of Association of the Company duly amended will be available for inspection. None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution. The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as an Ordinary Resolution.

Consequently, it is also proposed to make appropriate alteration in the Memorandum of Association of the Company to reflect the change in clause V of the Memorandum of Association of the Company.

The Board recommends the ordinary resolution at item no. 3 of the notice, for approval of the members.

None of the Directors, Key Managerial Personnel and their relatives in any way concerned or interested, financially or otherwise, in the said resolution.

**ITEM NO.4**

The Board of Directors in their meeting held on 21<sup>st</sup> March, 2022 subject to necessary approval(s), has approved the proposal for raising funds and for that to issue and allot 40,00,000 (Forty Lakhs) convertible warrants at Rs 10/- (Rupees Ten Only) aggregating to Rs 4,00,00,000/- (Rupees Four Crore Only) of the Company to Promoter/Promoters Group and Non-Promoters entities on preferential basis.

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the 'Act'), given hereunder sets out all material facts relating to the special business mentioned at the said Item of the accompanying Notice dated April 6, 2022 and necessary information or details in respect of the proposed Preferential Allotment of Shares Warrants in terms of Section 42 of the Act read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the 'SEBI ICDR Regulations') are as under:

1. Keeping in view the future outlook, growth targets and prospects, the Company requires additional funding on long term basis to, inter-alia, meet working capital expenditure of the company There could be a volatility in the medium term, due to ongoing Covid-19 pandemic on all business segments. The pandemic has also affected the schedule of implementation of expansion in addition to forcing the management to delay various capex plans. There is a possible pressure on the internal accruals on the long-term basis. In view of the same, it is proposed to

raise funds by way of issuing warrants of the company to the promoters and promoter group under preferential allotment route.

2. Accordingly, the Board at its meeting held on March 21<sup>st</sup>, 2022 reviewed and discussed various options available with the Company to meet the fund requirement and as approved issuance of warrants aggregating to Rs. 4.00 Crores to its Promoters and Promoter group and Non-Promoters entities by way of preferential allotment as contained in the resolution. The preferential allotment to its Promoters / Promoter group and Non-Promoter entities is at par, was chosen to minimize the dilution impact and keeping in view the speedy and successful execution.

**1. Particulars of the offer including date of passing of Board resolution, kind of Securities offered, maximum number of Securities to be issued and the Issue Price:**

The Board of Directors of the Company at their meeting held on March 21<sup>st</sup>, 2022 have, subject to the approval of the members of the Company ('Members') and such other approvals as may be required, approved the issue of shares warrants to Promoter / promoter group and non-promoter entities of the Company, on a preferential basis, for cash consideration ('Preferential Allotment') on the following manner:

- Issuance of 40,00,000 (Forty Lakhs) convertible warrants ('Warrants'), each carrying a right exercisable by the Warrant holder to subscribe to one Equity Share per Warrant, at a price (including the Warrant subscription price and the Warrant exercise price) of Rs. 10/- (Rupees Ten only) per Warrant aggregating to Rs. 4,00,00,000/- (Rupees Four Crores only) to the Promoters/ Promoter Group and Non-Promoter entities of the Company as follows:

Sl. No	Name	Category	No. of Warrants to be issued and allotted
1.	Mrs. Vijaya Lakshmi Praturi	Promoter	30,00,000
2.	Mr. Hemant Kumar Gupta	Non-Promoter	10,00000
Total			40,00,000

An amount equivalent to 25% of the Warrant Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Price shall be payable by the Warrant holder against each Warrant at the time of allotment of Ordinary Shares pursuant to exercise of the options attached to Warrant(s) to subscribe to Equity Share(s) within 18 (Eighteen) months from the date of allotment of convertible equity warrants. The amount paid against Warrants shall be adjusted / set-off against the issue price for the resultant Ordinary Shares. The terms and conditions of the Preferential Allotment of the Ordinary Shares and Warrants are as stated in the Resolution.

**2. Objects of the Preferential Allotment:**

The proceeds of the issue will be utilized to meet working capital expenditure of the company. There could be a volatility in the medium term, due to ongoing Covid-19 pandemic on all business segments. The pandemic has also affected the schedule of implementation of expansion in addition to forcing the management to delay various capex plans. There is a possible pressure on the internal accruals on the long-term basis. The objects of raising equity share capital by issuing warrants are:

- a. To scale up the operations in the present and to meet the working capital expenditure of the company.
- b. To fund the future growth plans of the company.
- c. Also to meet long term capital requirements of the company and other general corporate purpose.

**3. The total number of securities (Equity Convertible Warrants) to be issued:**

The Board intends to offer, issue and allot 40,00,000 (Forty Lakhs) Warrants of Rs 10/- aggregating to Rs 4,00,00,000/- (Rupees Four Crore Only) on preferential basis in accordance with SEBI (ICDR) Regulations, 2018 and other applicable laws.

**4. Pricing of Preferential Issue (Equity Convertible Warrant):**

The price of each equity share to be issued in lieu of Warrants is Fixed at Rs 10/- (Rupees Ten Only) per share as determined in terms of Regulation 165 of Chapter V of SEBI (ICDR) Regulation, 2018 on the basis of the Relevant Date. Further, the company undertakes to re-compute the price of the equity shares, if at all required, in terms of the provisions of these regulations where it is required to do so.

**5. Basis on which price has been arrived at along with report of registered valuer:**

The Company is listed on Bombay Stock Exchange Limited ("BSE") and the equity shares of the company are traded in accordance with Regulation 165 of the ICDR Regulations. The price has been determined on the basis of valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares.

**6. Relevant Date:**

The "Relevant Date" in terms of Regulation 161 of the SEBI (ICDR) Regulations for determination of minimum price is Thursday, 31<sup>st</sup> March, 2022, being the date 30 days prior to the date of the Extra-Ordinary General Meeting.

**7. The class or classes of persons to whom the allotment is proposed to be made:**

The Warrants is proposed to be offered to Promoters / Promoter Group and Non-Promoter entities of the Company and they have indicated their intention to subscribe to the Preferential Allotment.

**8. Time frame within which the Preferential Allotment shall be completed :**

As required under the SEBI (ICDR) Regulations, the Equity Shares and Warrants shall be allotted by the Company within a period of 15 days from the date of passing of this Resolution provided that where the allotment of the proposed

Warrants is pending on account receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions. The Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the shareholders of the Company, allot the corresponding number of Ordinary Shares in dematerialized form.

**9. Shareholding pattern of the Company before and after the Preferential Issue of Equity Convertible Warrants:**

Category of Shareholders	Pre Preferential Shareholding of Equity Convertible Warrants		Post Preferential Shareholding after conversion of Equity Convertible Warrants	
	No. of Shares	As a % of (A+B+C)	No. of Shares	As a % of (A+B+C)
Promoter and Promoter Group (A)	28,30,724	24.85 %	58,30,724	37.88 %
Public Shareholding (B)	85,60,190	75.15 %	95,60,190	62.12 %
Total (A) + (B)	1,13,90,914	100 .00 %	1,53,90,914	100.00 %
Custodian (C)	-----	-----	-----	-----
Grand Total (A)+(B)+(C)	1,13,90,914	100 .00 %	1,53,90,914	100.00 %

**10. 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, in the issuer consequent to the Preferential Allotment:**

S L . N o	Name & Address of the Proposed allottees	Category	PAN	Natural Person who are the ultimate beneficial owners	No. & % of Equity Shares held prior to the Preferential allotment		No. & % of Warrants to be issued and allotted		No. & % of Post Issue Equity and Voting Share Capital	
					No. of Shares	%	No. of Warrants	%	No. of Shares	%
1	Mrs. Vijaya Lakshmi Praturi	Promoter	ABXPL1841J	Mrs. Vijaya Lakshmi Praturi	15,16,366	13.31 %	30,00,000	19.49 %	45,16,366	29.34 %
2	Mr. Hemant Kumar Gupta	Non-Promoter	AIOPG9523G	Mr. Hemant Kumar Gupta	17,61,718	15.47%	10,00,000	6.50 %	27,61,718	17.94 %

\* The shareholding relating to post exercise of Warrants as shown above is calculated assuming full exercise of Warrants and consequential allotment of the Equity Shares of the company as per the aforesaid proposed issue.

**11. Change in control consequent to the preferential issue of Equity convertible warrants:**

The existing Promoter of the Company will continue to be in control of the company and there shall be no change in management or control of the Company pursuant to the aforesaid issue of Equity Shares Warrants including those arising from exercise of Warrants. However, the percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the Preferential Allotment.

**12. Lock-in Period:**

The Equity Shares (including those arising from exercise of Warrants) shall be locked-in for such period as may be specified under Regulation 167 and 168 of the SEBI ICDR Regulations.

The entire pre-preferential allotment shareholding of Promoters and Promoter group shall be locked-in from the relevant date up to a period of six months from the date of the trading approval as specified under Regulation 167(6) of the SEBI ICDR Regulations.

**13. Undertakings:**

The Company hereby undertakes that:

- It shall re-compute the price of the securities above in terms of Provisions of SEBI (ICDR) Regulations, where it is so required.
- If the amount payable, if any, on account of the re-computation of price is not paid within the time stipulated in SEBI (ICDR) Regulations the above warrants / shares shall continue to be locked-in till such amount is paid by the allottees.
- It is hereby confirmed that neither the Company nor any of its Promoters or Directors are wilful defaulters.

**14. Auditors' Certificate:**

The certificate from SMV & Co., being the Statutory Auditors of the Company certifying that the Preferential Allotment is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, 2018. A copy of the certificate is kept for inspection at the Registered Office of the Company during business hours.

Except Mrs. Vijaya Lakshmi Praturi and Mr. Hemant Kumar Gupta and their family, relatives and PAC's, None of the Directors of the Company are in anyway, directly or indirectly concerned or interested in the above resolution.

Promoter Mrs. Vijaya Lakshmi Praturi and their family, relatives and PAC's & Mr. Hemant Kumar Gupta, Director of the Company are interested in resolution with respect to their subscription in the said preferential allotment of equity convertible warrants to them.

The members are, therefore, requested to accord their approval authorizing the Board to go for the proposed preferential issue of Equity Convertible Warrants as set out in the Special resolution.

The Board of Directors recommends the said Special Resolution for your approval.

**By order of the Board of Directors  
For Telecanor Global Limited**

**Sd/-  
Dhawal Doshi  
Company Secretary**

Place: Hyderabad  
Date: 6<sup>th</sup> April' 2022

**Registered office:**

CS – 1, 6-3-626,  
Parameshwar, Anand Nagar  
Khairabad  
Hyderabad -500004,  
Telengana

INFORMATION OF DIRECTORS BEING PROPOSED FOR APPOINTMENT/RE-APPOINTMENT AS PER REGULATION 26(4) AND 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD - 2 "GENERAL MEETING" IS GIVEN BELOW:

Particulars	Maruti Ram Praturi	Hemant Kumar Gupta
Date of Birth	15 <sup>th</sup> January, 1959	21 <sup>st</sup> June, 1960
Expertise in specific functional area/Brief Resume	Having a vast experience in the field of Finance and Business.	Having a vast experience in the field of Finance and Administration.
Qualification	Bachelor in Computer Engg.	Masters in International Finance and Business.
No. of equity shares held in the Company	11,02,348	17,61,718
List of Directorship in other entities	No Such	No Such
Membership/Chairmanship of Committees of other listed entities	No Such	No Such
No. of Board Meetings attended during the year	NIL	NIL
Terms and Conditions of re-appointment	To be decided on mutual basis.	To be decided on mutual basis.
Remuneration to be paid (if applicable)	NIL	NIL
Relationship with any Director (s)/Key Managerial Personnel of the Company.	No Such	No Such
Justification for appointing as a Director	To look after the Finance and Business.	To look after the Business and Administration of the Company.

# TELECANOR GLOBAL LIMITED

CIN No.: L45200TG1991PLC012974

Registered Office: CS-1, 6-3-626, Parameshwar

Anand Nagar, Khairabad, Hyderabad -500004, Telengana

Email-ID: shares@telecanor.com, Website: www.telecanor.com

Tel: 040 23305484 Fax: 040 23305484

## ATTENDANCE SLIP

### EXTRA-ORDINARY GENERAL MEETING ON 30<sup>TH</sup> APRIL, 2022

Registered Folio No/ DP ID & Client Id*	
Name and Address of the Shareholder(s)	
Name of joint holders, if any	
No. of Shares held	

\*Applicable to shareholders holding shares in electronic form.

I/We hereby record my/our presence at the Extra-Ordinary General Meeting of Telecanor Global Limited held on Saturday, 30<sup>th</sup> April, 2022 at 10:00 A M at GHMC Community Hall, New Ashok Nagar, Secunderabad, Hyderabad - 500048.

.....  
Member's/Proxy Name in Block Letter

.....  
Member's/Proxy's Signature

**Notes:** 1. Members/Proxy holders are requested to bring this slip with them when they come to the meeting and hand it over at the entrance of the Meeting Hall duly signed.

2. The electronic voting particulars are set out below:

<b>EVSN (Remote E-Voting Sequence Number)</b>	<b>USER ID</b>	<b>PASSWORD</b>

Please refer to the attached EGM Notice for instructions on remote e-voting

Remote e-voting facility is available during the following voting period:

Commencement of Remote e-voting	End of Remote e-voting
<b>April 27, 2022 from 9.00 AM</b>	<b>April 29, 2022 till 5.00 PM</b>



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**EXTRA-ORDINARY GENERAL MEETING ON 30<sup>TH</sup> APRIL, 2022**

**MGT- 11**

**PROXY FORM**

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

Name of the Member(s):	
Registered address:	
E-mail Id:	
Folio No./Client Id*:	
DP ID*:	

\*Applicable to shareholders holding shares in electronic form.

I/We, being the member(s) of ..... Shares of the above named Company, hereby appoint:

1. Name:.....

Address:.....

E-mail ID: .....Signature:.....or failing him;

2. Name:.....

Address:.....

E-mail ID: .....Signature:.....or failing him;

3. Name:.....

Address:.....

E-mail ID: .....Signature:.....

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of Telecanor Global Limited to be held on Saturday, 30<sup>th</sup> April, 2022 at 10:00 A.M at GHMC Community Hall, New Ashok Nagar, Secunderabad, Hyderabad - 500048 and at any adjournment thereof in respect of resolutions as are indicated below:

Resolution No	Resolution	Vote (Optional See Note 2) No. (Please mention no. of shares)	
		For	Against
<b>Ordinary Resolution</b>			
1.	To appoint Mr. Maruti Ram Praturi [DIN: 01556649] as a Non-Executive Director of the Company.		
2.	To appoint Mr. Hemant Kumar Gupta [DIN: 06783590] as a Non-Executive Director of the Company.		
3.	To increase in authorised share capital of the company.		
4.	To allot Share Warrants to the Promoter and Promoter Group Shareholders.		

Signed this .....day of .....2022.

Signature of the Shareholder .....

Affix  
Revenue  
Stamp

Signature of Proxy holder(s) .....

**Note : 1. This form of Proxy, to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not later than 48 hours before the commencement of the Annual General Meeting.**

**2. It is optional to indicate your preference. If you leave the 'For' or 'Against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner he/she may deem appropriate.**

