

NOTICE

The **EIGHTEENTH ANNUAL GENERAL MEETING** of TRICOM INDIA LIMITED WILL BE held on Thursday, the 30th day of September, 2010 at 11.00 AM at Damodar Thakarsi Mulji Hall, Dr. Ambedkar Marg, Parel Naka, MUMBAI-400012 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Profit and Loss Account for the Financial Year ended 31st March, 2010, the Balance Sheet as at that date and the reports of the Board of Directors and Auditors thereon.
2. To declare dividend on Equity shares of the Company
3. To appoint Directors in place of those retiring by rotation.
4. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT, M/s. J. L. Bhatt & Co., Chartered Accountants, be and is hereby appointed as the Auditor of the Company, to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors."

SPECIAL BUSINESS

5. To appoint Mr. Rasik Chaturvedi as a Director liable to retire by rotation and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT, in accordance with the provisions of Section 257 and all other applicable provisions, if any, of the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof. Mr. Rasik Chaturvedi, who was appointed as an Additional Director Pursuant to the provision of Section 260 of the Companies Act, 1956, and Article 126 of the Articles of Association of the Company, be and is hereby appointed as the Director of the Company, liable to retire by rotation."

6. To appoint Mr. Gaurav Bhatia as a Director liable to retire by rotation and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Gaurav Bhatia, in respect of whom the Company has received a notice in writing from a shareholder proposing him as a candidate for the office of the Director under the provisions of Section 257 of the Companies Act, 1956, along with a deposit of Rs.500 and who is eligible for appointment be and is hereby appointed as Director of the Company whose period of office shall be liable to determination by rotation."

7. To appoint Mr. Chetan Kothari as Managing Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 198, 269 and 309 and other applicable provisions, if any of the Companies Act, 1956 (the Act) as amended or re-enacted from time to time read with Schedule XIII of the Act, the Company do hereby approves the appointment and terms of remuneration of Mr. Chetan Kothari Managing Director of the Company for a period from 4th December, 2009 to 3rd December, 2012 upon terms and conditions as set out in the Explanatory Statement annexed to the notice convening this meeting, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year with liberty and powers to the Board of Directors to alter and vary terms and conditions of this appointment in such manner as may be agreed to between the Board of Directors and Mr. Chetan Kothari."

RESOLVED FURTHER that the Board of Directors be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution"

8. TIL EMPLOYEE STOCK OPTION PLAN 2010.

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

"RESOLVED THAT pursuant to Section 81 (1A) and other applicable provisions of the Companies Act, 1956, Securities and Exchange Board of India (Employees Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (hereinafter referred to as the "SEBI Guidelines") (Including any statutory modification(s) or re-enactment of the Act or the SEBI Guidelines, for the time being in force), in accordance with the provisions contained in the Articles of Association, and subject to such other approvals, permission and sanctions as may be necessary, the draft "TIL Employee Stock Option Plan 2010" placed before this meeting duly initialed by the Chairman for identification be and is hereby approved."

RESOLVED FURTHER THAT, the consent of the shareholders be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board" which the term shall be deemed to include any committee of the Board, including Compensation Committee constituted by the Board) to earmark 2920022 Equity Shares of the Company as stock options for the employees of the Company to be issued under the said TIL Employees Stock Option Plan 2010 at the exercise price to be determined by the Board or any committee of the Board in accordance to the applicable statutory guidelines, regulations and law in this regard, from time to time.

RESOLVED FURTHER THAT pursuant to the applicable provisions of the Companies Act, 1956, Securities and Exchange Board of India (Employees Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 the consent and approval of the members be and is hereby accorded to the Board of Directors to create, offer, issue and allot equity shares of the Company to eligible employees as defined under the aforesaid TIL Employee Stock Option Plan 2010.

RESOLVED FURTHER THAT, the Board, be and is hereby authorized to take necessary steps for listing of the shares allotted under the TIL Employees Stock Option Plan 2010, on the Stock Exchange(s) where the Company's shares are listed, as per the terms and conditions of the Listing Agreements with the concerned stock exchanges and other applicable guidelines, rules and regulations.

RESOLVED FURTHER THAT the Board of Directors and/or the committee be and are hereby authorized to adopt and implement the TIL Employee Stock Option Plan 2010. subject to such terms and conditions as may be decided and imposed from time to time and to take such steps as may be necessary to give effect to this resolution."

9. TIL EMPLOYEE STOCK OPTION PLAN 2010 for subsidiary company employees participation:

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

"RESOLVED THAT pursuant to Section 81 (1A) and other applicable provisions of the Companies Act, 1956. Securities and Exchange Board of India (Employees Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (hereinafter referred to as the "SEBI Guidelines") (Including any statutory modification(s) or re-enactment of the Act or the SEBI Guidelines, for the time being in force), in accordance with the provisions contained in the Articles of Association, and subject to such other

approvals, permission and sanctions as may be necessary, the draft "TIL Employee Stock Option Plan 2010." placed before this meeting duly initiated by the Chairman for identification be and is hereby approved.

RESOLVED FURTHER THAT, the consent of the shareholders be and is accorded to the Board of Directors (hereinafter referred to as the "Board" which the term shall be deemed to include any committee of the Board, including Compensation Committee constituted by the Board) to allow the employees of the subsidiary company to participate in the TIL Employee Stock Option Plan 2010 consisting of 2920022 Equity Shares of the Company to be issued as stock options, at the exercise price to be determined by the Board or any committee of the Board in accordance with the applicable statutory guidelines, regulations and law in this regard, from time to time.

RESOLVED FURTHER THAT pursuant to the applicable provisions of the Companies Act, 1956, Securities and Exchange Board of India (Employees Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 the consent and approval of the members be and is hereby accorded to the Board of Directors to create, offer, issue and allot equity shares of the Company to eligible employees as defined under the aforesaid TIL Employee Stock Option Plan 2010.

RESOLVED FURTHER THAT, be and is hereby authorized to take necessary steps for listing of the shares allotted under the TIL Employees Stock Option Plan 2010, on the Stock Exchange(s) where the Company's shares are listed, as per the terms and conditions of the Listing Agreements with the concerned stock exchanges and other applicable guidelines, rules and regulations.

RESOLVED FURTHER THAT the Board of Directors and/or the committee be and are hereby authorized to adopt and implement the TIL Employee Stock Option Plan 2010, subject to such terms and conditions as may be decided and imposed from time to time and to take such steps as may be necessary to give effect to this resolution."

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

"RESOLVED THAT pursuant to Sections 81, 81(1A) and other applicable provisions of the Companies Act, 1956, (including any statutory modification or re-enactment thereof for the time being in force) and subject to such approvals, permissions, consents and sanctions as may be necessary from the Government of India (GOI), Reserve Bank of India (RBI), the Securities and Exchange Board of India (SEBI) and/or any other competent authorities and enabling provisions of the Memorandum and Articles of Association of the Company, the Listing Agreements entered into by the Company with the Stock Exchanges, where the shares of the Company are listed and in accordance with the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depositary Receipt Mechanism) Scheme, 1993, the guidelines, rules, regulations issued by the GOI, RBI, SEBI and/or any other competent authorities and clarifications thereon, issued from time to time, and subject to all such other approvals, permissions, consents and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions, consents and sanctions, which may be agreed to by the Board of Directors of the Company, (which term shall include any Committee constituted / to be constituted by the Board for exercising the powers conferred on the Board by this resolution), consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot, in one or more tranches, whether within India or outside India, with or without premium, whether rupee denominated or denominated in any foreign currency, such number of equity/preference shares (Cumulative or Non-Cumulative, Redeemable or Non-Redeemable)

and/or Foreign Currency Convertible Bonds (FCCBs) and/or Fully/Partially Convertible Bonds/Loans or non convertible debentures/Bonds and/or Global Depositary Receipts (GDRs) and/or American Depositary Receipts (ADRs) and/or Qualified Institutional Placements (QIPs) and/or any other equity and/or preference or equity related instrument/security and/or any other instruments/securities in the nature of Shares/Bonds and/or warrants, convertible into equity shares at the option of the Company and/or the holder(s) of such securities, and/or securities linked to equity shares and/or securities with or without detachable/non-detachable warrants with a right exercisable by the warrant-holder to subscribe for the equity shares and/or warrants with an option exercisable by the warrant-holder to subscribe for equity shares, and/or any instrument or securities representing either equity shares and/or convertible securities linked to equity shares, naked or otherwise, convertible into shares or otherwise, either in registered or bearer forms, (hereinafter referred to as "Securities") or any combination of the Securities in the International/Domestic market, upto Rs. 150,00,00,000 (Rupees One Hundred Fifty Crores only) to Indian or foreign investors (whether institutions, incorporated bodies, mutual funds and / or individuals, or otherwise and whether or not such investors are members of the Company), members, employees, non-resident Indians, Foreign institutional Investors (FIIs), Qualified Institutional Buyers (QIBs), Companies, Mutual Funds, Banks, Indian/Foreign Financial Institutions, other entity(ies) and such other persons through public issue(s), private placement(s), preferential allotment, rights issue, qualified institutional placements, exchange of securities, issue of shares under ESOP Plan, Conversion of loan or otherwise in the course of offerings in Indian and/or International Market or in any other manner or a combination thereof at such time or times, at such price or prices, at a discount or at par to or at a premium to market price or prices in such manner and on such terms and conditions including security, rate of interest, Dividend etc. as may be decided and deemed appropriate by the Board at the time of such issue, offer or allotment considering the prevailing market conditions and other relevant factors, wherever necessary in consultation with the lead managers, and/or underwriters and /or other advisors to the extent and in the manner as may be decided by the Board in this behalf.

RESOLVED FURTHER THAT in the event of issue of Securities by way of Global Depositary Receipts and/or American Depositary Receipts, the 'Relevant Date' on the basis of which price of the resultant shares shall be determined as specified under applicable law, shall be the date of the meeting at which the Board or the Committee of Directors duly authorised by the Board decided to open the proposed issue of Securities;

RESOLVED FURTHER THAT in the event of issue of Securities by way of a Qualified Institutional Placement:

- i. the 'Relevant Date' on the basis of which price of the resultant shares shall be determined as specified under applicable law, shall be the date of the meeting in which the Board or the Committee of Directors duly authorized by the Board decided to open the proposed issue of Securities;
- ii. the allotment of Securities shall be completed within 12 months from the date of this resolution approving the proposed issue or such other time as may be allowed by the SEBI Guidelines from time to time; and the Securities shall not be eligible to be sold for a period of one year from the date of allotment, except on a recognized stock exchange in India or except as may be permitted from time to time by the Securities & Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009;

RESOLVED FURTHER THAT without prejudice to the generality of the above, the Securities may have all or any term or combination of terms in accordance with prevalent market practice including but not limited to terms and conditions relating to payment of interest, dividend, premium or redemption at the option of the Company and/or holders of any securities, including terms for issue/offer of additional equity shares or variations of the price or period of conversion of securities into equity shares or issue/offer of equity shares during the period of the securities or terms pertaining to voting rights or option(s) for early redemption of securities and to provide for the tradability or free transferability thereof as per the prevailing practices and regulations in the capital markets. For the purpose of giving effect to the above, the Board be and is hereby authorised to determine the form, terms and timing of the issue(s)/offer(s), including the class of investors, to whom the securities are to be allotted, number of securities to be allotted in each tranche, issue/offer price, face value, premium amount on issue/conversion of securities/exercise of warrants/redemption of securities, rate of interest, redemption period, listings on one or more stock exchanges in India and/or overseas as the Board in its absolute discretion deems fit and to make and accept any modification in the proposal as may be required by the authorities involved in such issues/offers in India and/or overseas, to do all acts, deeds, matters and things as may be necessary and to settle any questions or difficulties that may arise in regard to the issue(s)/offer(s) and the Board is hereby authorized in its absolute discretion in such a manner as it may deem fit, to dispose of such of the Securities as are not subscribed.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to make appointments as may be required of Managers (including Lead Managers), Merchant Bankers, Underwriters, Guarantors, Financial and/or Legal Advisors, Depositories, Custodians, Principal Paying/Transfer/Conversion Agents, Listing Agents, Registrars, Trustees and all other agencies, whether in India or overseas and to enter into and execute all such arrangement(s)/agreements(s) with any such Managers (including Lead Managers)/Merchant Bankers/Underwriters/Guarantors/Depositories/Custodians/Legal Advisors/Principal Paying/ Transfer/ Conversion Agents, Listing Agents, Registrars, Trustees and all such agents or body as may be involved or concerned in such offering of Securities and to remunerate all such agents including by way of payment of commission, brokerage, fees, expenses incurred in relation to the issue/offer of securities and other expenses, if any.

RESOLVED FURTHER THAT the preliminary as well as the Final Offer Document for the aforesaid issue/offer be finalized, approved and signed by the Directors of the Board for and on behalf of the Company with authority to amend, vary, modify the same as may be considered desirable or expedient and for the purpose aforesaid to give such declarations, affidavits, undertakings, certificates, consents, authorities as may be necessary and required from time to time.

RESOLVED FURTHER THAT the Securities to be so offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion of the Securities or exercise of options as may be necessary in accordance with the terms of the offer aforesaid, subject to the provisions of the Company's Articles of Association and all such shares shall rank pari passu with the existing equity shares of the Company in all respects, in accordance with the law applicable at the time of such issue, offer or allotment as the case may be.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board is hereby authorised to do all such acts, deeds, matters and things and resolve any doubts or question that may arise in the issue and allotment of the Securities and/or fresh shares, to effect any modification to the foregoing in the best interest of the Company and its shareholders and to execute all such writings and instrument as the Board may in its absolute discretion deem necessary or desirable.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers to any Committee of Directors or Managing Director or Executive Director or any Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution."

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

RESOLVED THAT in accordance with the provisions of section 81 ,81(1A) and all other applicable provisions, if any, the Companies Act, 1956 ,including any statutory modification(s) or re-enactment thereof, for the time being in force, the provisions of the Memorandum and Articles of Association of the Company, the relevant guidelines of 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 and allot for consideration other than cash up to 6,39,300 (six lacs thirty nine thousand three hundred) Equity Shares of face value of Rs.2/- each , on preferential basis to the following shareholders of 'Mastiff Tech Private Limited' at a price of Rs.20/- per share (including premium of Rs.18/- per share) aggregating to Rs.1,27,86,000/-(Rupees one crore twenty seven lacs eighty six thousand only) being the consideration agreed as per the Share Purchase Agreement entered by the Company on 13th August,2010 ,or at such price to be determined in accordance with the ICDR Regulations,2009 as in force on the date of this notice, whichever is higher;

Sl.No.	Name of proposed allottee	No. of Shares of Company proposed to be allotted
01.	Ajay Pandey	237244
02.	Tushar Vohra	237244
03.	Himanshu Tiwari	63930
04.	Sudhanshu Tiwari	63930
05.	Manoj Samuel	36952
	Total	639300

RESOLVED FURTHER THAT in case the price as per ICDR Regulations, 2009 is higher than Rs.20/- per share, the number of Equity Shares to be allotted should be decreased to the extent that product of price per share determined as per ICDR Regulations, 2009 with the number of shares to be issued and allotted is equal to Rs.1, 27, 86,000/-(Rupees one crore twenty seven lacs eighty six thousand only).

RESOLVED FURTHER THAT the Equity Shares shall rank pari-passu in all respect 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 Equity Shares as may be required to be issued;

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 Equity shares, for the purposes of determining the issue price under the ICDR Regulations, 2009 is 31st August, 2010.

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.

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

RESOLVED THAT in accordance with the provisions of section 81 ,81(1A) and all other applicable provisions, if any, the Companies Act,1956 ,including any statutory modification(s)or re-enactment thereof, for the time being in force, the provisions of the Memorandum and Articles of Association of the Company, the relevant guidelines of 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 and allot for consideration other than cash up to 6,10,700 (six lacs ten thousand seven hundred) Equity Shares of face value of Rs.2/- each, on preferential basis to the following shareholders of 'Mastiff Internet Media Solutions Private Limited' at a price of Rs.20/- per share (including premium of Rs.18/- per share) aggregating to Rs.1,22,14,000/-(Rupees one crore twenty two lacs fourteen thousand) being the consideration agreed as per the Share Purchase Agreement entered by the Company on 13th August ,2010 ,or at such price to be determined in accordance with the ICDR Regulations,2009 as in force on the date of this notice, whichever is higher;

Sl. No.	Name of proposed allottee	No .of Shares of Company proposed to be allotted
01	Ajay Pandey	305350
02	Tushar Vohra	305350
	Total	610700

RESOLVED FURTHER THAT in case the price as per ICDR Regulations, 2009 is higher than Rs.20/- per share, the number of Equity Shares to be allotted should be decreased to the extent that product of price per share determined as per ICDR Regulations, 2009 with the number of shares to be issued and allotted is equal to Rs.1, 22, 14,000/-(Rupees one crore twenty two lacs fourteen thousand).

RESOLVED FURTHER THAT the Equity Shares shall rank pari-passu in all respect 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 Equity Shares as may be required to be issued;

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 Equity shares, for the purposes of determining the issue price under the ICDR Regulations, 2009 is 31st August, 2010.

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.

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

RESOLVED THAT in accordance with the provisions of section 81 ,81(1A) and all other applicable provisions, if any, the Companies Act,1956 ,including any statutory modification(s) or re-enactment thereof, for the time being in force, the provisions of the Memorandum and Articles of Association of the Company, the relevant guidelines of 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 and allot up to 1,00,00,000 (One Crore) Fully Convertible Debenture(FCD) of face value of Rs.20/-, each FCD convertible into 1(one)Equity Shares of Rs.2/-(Rupees Two) each at a price of Rs.20/-which includes a premium of Rs. 18/-per share, calculated in accordance with ICDR Regulations for preferential issue, to the following:

Sl. No	Name of Proposed Allottee	No. of FCDs proposed to be allotted
1.	Jaykal Exports Pvt. Limited	125000
2.	Alka Chetan Shah	50000
3.	Atul Amritlal Gudka	50000
4.	Kantarani Jamnalal Gulati Rajkumar Jamnalal Gulati	200000
5.	Purnima Bothra Bhupendra Kumar Bothra-HUF	50000
6.	Vijay Kumar Bhatia	1000000
7.	Usha Bhatia	500000
8.	Gaurav Bhatia	555000
9.	Roopam Bhatia	125000
10.	Sareeta Bhatia	150000
11.	Payal Bhatia	125000
12.	Ekta Bhatia	125000
13.	Paras Bhatia	50000
14.	Parikshit Bhatia	50000
15.	Sanjay Bhatia	125000
16.	Manju Bhatia	125000
17.	Neha Bhatia	125000
18.	Devkiran Marketing Pvt. Ltd.	2500000
19.	Siddhivinayak Markin Pvt. Ltd.	1820000
20.	Sumeet Balkishan Gupta	625000
21.	Balkishan Premnath Gupta	625000
22.	Hariom Tulsyan Bimla Tulsyan	100000
23.	Rajkumar Jamnalal Gulati-HUF	25000
24.	Akansha Rajkumar Gulati Rajkumar J Gulati	25000
25.	Rajkumar Jamnalal Gulati Mini R Gulati	50000

26.	Mini R Gulati Rajkumar J Gulati	50000
27.	Hemant J Gulati Mini R Gulati	125000
28.	Nakul Rajkumar Gulati Rajkumar J Gulati	25000
29.	Anil Ahuja Sanjay Ahuja	500000
	Total	10000000

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

- FCD shall be convertible at any time within a period of 18 (eighteen) months from the date of allotment of FCD at the option of the Company
- Each FCD shall be convertible into 1(one) Equity Share of Rs.2/- each fully paid at a price of Rs.20/- per share, which includes a premium of Rs.18/- per share, calculated in accordance with ICDR Regulations,2009.
- FCD shall carry a simple rate of interest of 15 % per annum payable quarterly till the date of conversion.

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 FCD 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 Board or any Committee thereof be and is hereby authorized to issue and allot such number FCD's and Equity Shares on conversion thereof, as may be required to be issued;

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 FCD 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 FCD and also for issue of Equity Shares on conversion of FCD , for the purposes of determining the issue price under the ICDR Regulations, 2009 is 31st August, 2010.

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

Place: Mumbai
Date: 25th August, 2010

B.L.BOOLANI
CHAIRMAN

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE MEETING INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER. A proxy, in order to be effective, should be deposited at the registered office of the company, duly completed, not less than forty eight hours before the commencement of the meeting.
2. As per Section 256 of the Companies Act, 1956 read with the provisions of Article 138 of the Articles of Association of the Company. Mr. Hiren Kothari. Mr. Jayant Tanksale and Mr. Baldev Boolani, Directors retire by rotation at the ensuing Meeting and being eligible, offer themselves for re-appointment. The Board of Directors of the Company commends their respective re-appointment.
3. The relative Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of business under item no's- 5 to 13 are annexed hereto. The relevant details of directors seeking appointment/ re-appointment under item nos. 3, 5, 6 & 7 above, as required by Clause 49 of the Listing Agreement entered into with the Stock Exchanges are also annexed.
4. The Register of Members and the Share Transfer Books of the Company will be closed from 23rd September, 2010 to 30th September, 2010 (both days inclusive).
5. Dividend, if declared, at the Annual General Meeting, will be payable to those members whose names appear on the Company's Register of Members as on 30th September, 2010.
6. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participant with whom they are maintaining their demat account. Members holding shares in physical form are requested to advise any change of address immediately to the Company/ registrar & transfer Agent, M/s. Sharex Dynamic (India) Pvt. Ltd. Having their office premises at Unit-1, Luthra Industrial Premises, Andheri Kurla Road, Safed Pool, Andheri (East), Mumbai-400 072.
7. Members are requested to note that pursuant to the provisions of Section 205C of the Companies Act, 1956 the dividend remaining unpaid for a period of seven years from the date it becomes due for payment shall be credited to the Investors Education and Protection Fund (Fund) set up by the Central Government. Members who have so far not claimed the dividend are requested to make claims with the Company immediately as no claim shall lie against the Fund or the Company in respect of individual amounts once credited to the said Fund.
8. Shareholders desiring any information as regards the Accounts at the Annual General Meeting are requested to write to the Company at an early date so as to enable the Company to keep the information ready.
9. For the convenience of members and for proper conduct of the meeting, entry to the place of meeting will be regulated by attendance slip, which is attached to the proxy form. Members are requested to affix their signature at the place provided on the attendance slip and hand over the same at the entrance of the venue. Members are requested to bring their copies of the Annual Report and attendance slip to the meeting.

Disclosure pursuant to Clause 49 of the Listing Agreement with regard to the Directors seeking appointment/re-appointment at the ensuing Annual General Meeting

Item No. of Notice	Name of the Director	Brief Resume	Listing of other Directorships/ Committee Memberships in other Companies
3.	Mr.Hiren Kothari	He is 50 years of age. He is a Commerce Graduate and is a fellow Member of the Institute of Chartered Accountants of India. He has 23 years experience in the fields of investments, advisory services and financial analysis in addition to experience in the areas Finance and Management.	Directorships In : Trio Mercantile & Trading Limited. Raval Finance Limited.
3.	Mr.Jayant Tanksale	He is a post graduate in Physics and is a Diploma holder in Computer Management from Bombay University. He has an experience of over 26 years in the IT Industry and has worked on various National and International assignments. His areas of operations are software development, Operation and facility management and performance monitoring of computer system.	Directorships In : Trio Mercantile & Trading Limited. Tricom Infotech Solutions Ltd.
3.	Mr.Baldev Boolani	Has over 53 years of experience in manufacture of plastic processing machine. Has vast expertise in the area of education, finance and banking. He has been the President of All India Plastic Manufactures Association, President of Indian Chambers of Society of Plastic Engineers Inc. USA and has represented India in international seminars.	Directorships In : Canara Polypack Ltd. Boolani Investments Ltd. SP Capital Financing Ltd.
5.	Mr.Rasik Chaturvedi	He is a Practicing Chartered Accountant by profession, Mr. Rasik Chaturvedi has an experience of 28 years in his field.	NIL.

6.	Mr. Gaurav Bhatia	He is a Commerce Graduate with more than 17 years of experience on the Steel and Tin Plate Products . His core area of expertise is Purchase & Marketing and he has been responsible for spearheading the growth of the rigid packaging industry in India.	NIL
7.	Mr.Chetan Khotari	He is a Chartered Accountant and has practiced for over 14 years in the fields of corporate advisory, management audit, finance and taxation areas. He has over 15 years of experience in managing the entire operations of the Company, handling the strategy and planning for the growth of the organization.	Directorships In : Trio Mercantile & Trading Ltd. Tricom Fruit Products Limited Tricom Infotech Solutions Limited.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.

The following explanatory Statement set out all material facts relating to the Special business mentioned in the accompanying notice:

ITEM NO. 5.

Mr. Rasik Chaturvedi was appointed as Additional Director of the Company with effect from 30th January, 2010. According to the provisions of Section 260 of the Companies Act, 1956, he holds office upto the date of the ensuing Annual General Meeting. A notice has been received from a member signifying his intention to propose the appointment of Mr. Rasik Chaturvedi as Director at the forthcoming Annual General Meeting. Hence necessary resolution is placed before the meeting for member's approval.

Mr. Rasik Chaturvedi is deemed to be interested in the proposed resolution to the extent of his appointment as a Director. Save and except Mr. Rasik Chaturvedi, none of other Directors are concerned or interested in the Resolution.

The Board commends the resolution as set at item no. 5 of the notice for your approval.

ITEM NO.6

Company has received a notice under section 257 of the Companies Act, 1956 from one of the shareholder proposing Mr. Gaurav Bhatia as a candidate for the office of the Director of the Company.

None of the Director except Mr. Vijay Bhatia are concerned or interested in the Resolution.

The Board commends the resolution as set at item no. 6 of the notice for your approval

ITEM NO.7.

The Board of Directors at their Meeting held on 30th January 2010 and pursuant to the recommendations of the Remuneration Committee of the Board appointed Mr. Chetan S. Kothari as Managing Director for a period of 3 years with effect from 4th December, 2009 to 3rd December, 2012.

The remuneration and perquisites payable to Mr. Chetan S. Kothari are in conformity with the requirements of Schedule XIII to the Companies Act, 1956.

The broad particulars of terms of appointment of and remuneration payable to Mr. Chetan S. Kothari referred to in Item No. 7 of the Notice are as under:

- Salary: Salary including Dearness, house-rent and all other allowances is upto Rs. 2,50,000/- (Rupees Two Lakh Fifty Thousand only) per month, with an annual increment of upto Rs. 75,000/- (Rupees Seventy Five Thousand only) per month.
- Perquisites: Perquisites shall be restricted to an amount equal to the annual salary.

- The Salary and perquisites as mentioned under (a) and (b) above shall be exclusive of:

Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent they are not taxable under the Income Tax Act, 1961. and are as per the rules of the Company.

Gratuity as per the rules of the Company.

Leave as per the rules of the Company including encashment of leave at the end of the tenure.

- Apart from above mentioned remuneration, he shall be entitled to:

- Medical Expenses actually and properly incurred for him and his family upto Rs. 15000/- per calendar year.
- Entertainment expenses actually and properly incurred by him in the course of legitimate business of the Company.
- Club Membership fees subject to a maximum of two clubs. No admission and life membership fees shall be paid.
- Personal Accident Insurance Policy.
- Provision for use of car and telephone for both official and personal use.
- Group Insurance Policy as per the rules of the Company.

In the event of loss or inadequacy of profit for any financial year, the aforesaid remuneration payable to Mr. Chetan S. Kothari shall be the minimum remuneration payable to him in terms of the provision of Schedule XIII to the Companies Act, 1956.

The aforesaid terms and conditions have been approved by the Remuneration Committee of the Company at their meeting held on 29th January, 2009.

Mr. Chetan S Kothari satisfies all the conditions set out in Part-I of Schedule XIII of the Act for being eligible for the appointment.

Mr. Chetan S. Kothari, Managing Director and Mr. Hiren Kothari, Director being related to each other are to be considered as interested in the aforesaid resolution. Save and except Mr. Chetan Kothari and Mr. .Hiren Kothari, none of the other Directors of the Company is, in any way, concerned or interested in the Resolution.

The Board of Directors recommends the Resolution as set out at Item No.7 of the Notice for your approval.

ITEM NO.8 &9.

Considering the need for granting stock options for the employees of the Company & its subsidiary, it is proposed to place for the approval of the members new stock option plans (TIL Employee Stock Option Plan 2010) consisting of a total of 2920022 options (approximately 5 % of the paid up capital of the Company)

for making grants to the employees of the Company and its subsidiary(ies), which shall be compliant with all the guidelines of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (hereinafter referred to as the "SEBI Guidelines") (including any statutory modifications or re-enactment of the Act or the SEBI Guidelines. A copy of the drafts of the TIL Employee Stock Option Plan 2010 is available at the registered office of the Company for inspection by the member during the business hours of the Company. The Salient Features as required under the SEBI Guidelines of the draft of the TIL Employee Stock Option Plan 2010 are as follows and the resolutions are being proposed as separate resolutions as required under the SEBI Guidelines:

ITEM NO.8.

Salient features of the draft TIL Employee stock Option Plan 2010 as required under the SEBI Guidelines are as follows:

Sr. No.	Particulars	Description
1.	Plan	TIL EMPLOYEE STOCK OPTION PLAN 2010
2.	Total number of options granted to participants.	2920022
3.	Classes of Employees entitled to participate.	Employees of the Company and its Subsidiaries.
4.	Requirements of vesting and vesting period	The options granted shall vest so long as the employee continues to be in the employment of the Company. Subject to a minimum vesting period of 1 year and a maximum vesting period of 3 years, the Compensation Committee of the Board can determine from time to time the vesting schedule for the grants to be made under TIL ESOP PLAN 2010 from time to time by considering the performance and other fair and relevant compensation related factors.
5.	Maximum period within which the options shall be vested	Subject to the maximum vesting period of 3 years, the Compensation committee of the Board can determine from time to time the vesting period and schedule for the grants to be made under the TIL ESOP PLAN 2010 from time to time by considering the performance and other fair and relevant compensation related factors and the regulations.
6.	Maximum number of options to be issued per employee and in aggregate	Per Employee – As may be determined by the Compensation Committee, subject to SEBI Guidelines and based on the number of years of experience, contribution the Company, the qualifications, performance, employee category and the level in organization and other Compensation related factors. Aggregate- 2920022
7.	Exercise price	The exercise of the Options shall be determined by the Compensation Committee of the Board in accordance with the applicable guidelines from time to time for considering the fair market value and the trading price of the Company's equity shares on the Stock Exchange(s).
8.	Exercise period and process of exercise	Exercise period shall commence from the date of vesting and expire at the end of 6 (six) months from the respective vesting date. However, the exercise period can be extended by such further periods as may be deemed to be essential by the Compensation Committee, subject to the maximum period being not later than 7 years from the date of grant of options.
9.	Appraisal process for determining the eligibility of employees	The Company has formal appraisal system established where in the performance of the employee is assessed each year on the basis of various functional and managerial parameters including years of service, experience, qualifications and contribution towards the growth of the Company, level in the Company hierarchy. The eligibility of employees shall also be determined and reviewed from time to time by the Compensation Committee.
10.	a. Accounting Method b. Method which the company shall use to value its options whether fair value or intrinsic value	Company shall conform to the accounting policies specified in clause 13.1 & Schedule-I of the SEBI Guidelines. Intrinsic Value Method will be used to value options. As the Company will calculate the employees compensation cost using the 'intrinsic value' of the stock options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the 'fair value' of the options, shall be disclosed in the Directors' report and also the impact of this difference on Profit and EPS of the company shall be disclosed in the Directors' report.
11.	Whether the vesting period would continue in case of transfer of employee from one subsidiary to another	Yes.
12.	Whether grants can be made to Company's Subsidiary(ies)	Yes

The Board considers it in the interest of the Company to approve the TIL Employee Stock Option Plan 2010.

The Board of Directors of your Company recommends this resolution to be passed as a Special Resolution, for your approval.

None of the Directors of the Company or its Subsidiary are concerned or interested in the Resolution, except to the extent of their eligibility in the ESOP Plan.

ITEM NO.9.

Salient features of the draft TIL Employee stock Option Plan 2010 (separate resolution for subsidiary company employees) as required under the SEBI Guidelines are as follows:

Sr. No.	Particulars	Description
1.	Plan	TIL EMPLOYEE STOCK OPTION PLAN 2010
2.	Total number of options granted to participants.	2920022
3.	Classes of Employees entitled to participate.	Employees of the Company and its Subsidiaries.
4.	Requirements of vesting and vesting period	The options granted shall vest so long as the employee continues to be in the employment of the Company. Subject to a minimum vesting period of 1 year and a maximum vesting period of 3 years, the Compensation Committee of the Board can determine from time to time the vesting schedule for the grants to be made under TIL ESOP PLAN 2010 from time to time by considering the performance and other fair and relevant compensation related factors.
5.	Maximum period within which the options shall be vested	Subject to the maximum vesting period of 3 years, the Compensation committee of the Board can determine from time to time the vesting period and schedule for the grants to be made under the TIL ESOP PLAN 2010 from time to time by considering the performance and other fair and relevant compensation related factors and the regulations.
6.	Maximum number of options to be issued per employee and in aggregate	Per Employee – As may be determined by the Compensation Committee, subject to SEBI Guidelines and based on the number of years of experience, contribution the Company, the qualifications, performance, employee category and the level in organization and other Compensation related factors. Aggregate- 2920022
7.	Exercise price	The exercise of the Options shall be determined by the Compensation Committee of the Board in accordance with the applicable guidelines from time to time for considering the fair market value and the trading price of the Company's equity shares on the Stock Exchange(s).
8.	Exercise period and process of exercise	Exercise period shall commence from the date of vesting and expire at the end of 6 (six) months from the respective vesting date. However, the exercise period can be extended by such further periods as may be deemed to be essential by the Compensation Committee, subject to the maximum period being not later than 7 years from the date of grant of options.
9.	Appraisal process for determining the eligibility of employees	The Company has formal appraisal system established where in the performance of the employee is assessed each year on the basis of various functional and managerial parameters including years of service, experience, qualifications and contribution towards the growth of the Company, level in the Company hierarchy. The eligibility of employees shall also be determined and reviewed from time to time by the Compensation Committee.
10.	a. Accounting Method b. Method which the company shall use to value its options whether fair value or intrinsic value	Company shall conform to the accounting policies specified in clause 13.1 & Schedule-I of the SEBI Guidelines. Intrinsic Value Method will be used to value options. As the Company will calculate the employees compensation cost using the 'intrinsic value' of the stock options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the 'fair value' of the options, shall be disclosed in the Directors' report and also the impact of this difference on Profit and EPS of the company shall be disclosed in the Directors' report.
11.	Whether the vesting period would continue in case of transfer of employee from one subsidiary to another	Yes.
12.	Whether grants can be made to Company's Subsidiary(ies)	Yes

The Board considers it in the interest of the Company to approve the TIL Employee Stock Option Plan 2010.

The Board of Directors of your Company recommends this resolution to be passed as a Special Resolution, for your approval.

None of the Directors of the Company or its Subsidiary are concerned or interested in the Resolution, except to the extent of their eligibility in the ESOP Plan.

ITEM NO.10

The Company needs to raise funds for normal capital expenditure, expansion, acquisition/s, general corporate purposes, working capital requirements etc. The Board of Directors have proposed that it would be necessary for the Company to raise funds not exceeding Rs. 150,00,00,000/- (Rupees One Hundred Fifty Crores only) in the manner as set out in the Resolution No. 10 of the Notice.

The resolution set out in Item No. 10 is an enabling resolution conferring authority on the Board to do all the acts and deeds which may be required to issue/offer securities of appropriate nature at an opportune time, including the size, structure, price and timing of the issue/offer at the appropriate time(s). The detailed terms and conditions for the international and/or domestic offering will be determined in consultation with the lead managers, consultants, advisors, underwriters and/or other such intermediaries as may be appointed for the issue/offer. Wherever necessary and applicable, the pricing of the issue/offer will be finalized in accordance with the applicable guidelines in force of the Government of India, RBI, SEBI and other relevant authorities. Since the pricing of the offering can be decided only at a later stage, it's not possible to state the price or the exact number of securities or instruments to be issued.

Section 81 of the Companies Act, 1956 and the listing agreements provide, inter alia, that whenever it is proposed to increase the subscribed capital of the Company by further issue/offer and allotment of shares, such shares shall be offered to existing shareholders of the Company in the manner laid down in the section, unless the shareholders decide otherwise in the general meeting. Accordingly, the consent of the shareholders is being sought pursuant to the provisions of Section 81(1A) and all other provisions of the Companies Act, 1956 and in terms of provisions of the listing agreements executed by the Company with the Stock Exchanges, authorizing the Board to issue securities, as stated in the resolution which would result in issuance of further securities of the Company

to persons other than existing members of the Company in accordance with the terms and nature of the securities.

The Resolution in the accompanying Notice being proposed as a Special Resolution is essentially an enabling one and relates to a proposal to create, issue, offer and allot equity shares/depository receipts/foreign currency convertible bonds and/or other appropriate securities upto an amount not exceeding Rs. 150 Crores inclusive of premium in the course of domestic/international offerings. Such securities are proposed to be issued to any eligible person including but not limited to resident investors and foreign investors (whether individuals, mutual funds, incorporated bodies, institutions or otherwise), Foreign Financial Institutions and Qualified Institutional Buyers, etc.

The Special Resolution also seeks to empower the Board of Directors to undertake a Qualified Institutional Placement with qualified institutional buyers as defined by Securities & Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulation, 2009 ('ICDR Regulations'). The Board of Directors may in its discretion adopt this mechanism as prescribed under Chapter VIII of ICDR Regulations without the need for fresh approval from the shareholders.

The 'Relevant Date' on the basis of which price of the resultant shares shall be determined as specified under applicable law, shall be the date of the meeting in which the Board or the Committee of Directors duly authorized by the Board decided to open the proposed issue of Securities.

Your directors commend the resolution for your approval as a Special Resolution.

None of the Directors of the Company is in any way concerned or interested in the proposed Resolution at Item No. 10 except to the extent of their holding of equity shares in the Company and/or of their relatives and/or companies/concerns in which they may be interested.

ITEM NO: 11

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 81, 81(1A) 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:

The proposed issue of Equity Shares on preferential basis is in consideration of acquisition of Mastiff Tech Private Limited ('MTPL') from the existing shareholders of MTPL as per the list given below:

Sl. No	Name of Shareholders of MTPL	No. of Shares held in MTPL
01	Ajay Pandey	59376
02	Tushar Vohra	59376
03	Himanshu Tiwari	16000
04	Sudhanshu Tiwari	16000
05	Manoj Samuel	9248
	Total	160000

b. Intention of the Promoters/Directors/Key management persons to subscribe to the offer:

The Promoters/Directors/ Key Management Persons do not intend to subscribe to the present offer.

c. Shareholding Pattern before(as on 30th June,2010) and after the preferential offer:

Cat. Code	Category of Shareholder	Pre Issue		Post Issue	
		Holding	% of total share capital	Holding	% of total share capital
A.	Shareholding of Promoter and Promoters group				
1.	Indian				
a.	Individuals/HUF	5556760	9.515	5556760	9.41
b.	Central Govt./State Govt.	Nil	Nil	Nil	Nil
c.	Bodies Corporate	3176970	5.440	3176970	5.38
d.	Financial Institutions/Banks	Nil	Nil	Nil	Nil
e.	Any other(Specify)	Nil	Nil	Nil	Nil
	Sub-total (A){1}	8733730	14.955	8733730	14.79
2.	Foreign	Nil	Nil	Nil	Nil
a.	Individuals/HUF	Nil	Nil	Nil	Nil
b.	Bodies Corporate	Nil	Nil	Nil	Nil
c.	Institutions	Nil	Nil	Nil	Nil
d.	Any other(Specify)	Nil	Nil	Nil	Nil
	Sub-total (A){2}	Nil	Nil	Nil	Nil
	Total shareholding of Promoter and Promoters group (A) = (A){1} + (A){2}	8733730	14.955	8733730	14.79
B.	Public Shareholding				
1.	Institutions				
a.	Mutual Funds/UTI	Nil	Nil	Nil	Nil
b.	Financial Institutions/Banks	27000	0.046	27000	0.045
c.	Central Govt./State Govt.	160235	0.274	160235	0.27
d.	Venture Capital Funds	Nil	Nil	Nil	Nil
e.	Insurance Companies	Nil	Nil	Nil	Nil
f.	Foreign Institutional Investors	2141817	3.667	2141817	3.63
g.	Foreign Venture Capital Investors	Nil	Nil	Nil	Nil
h.	Any other	Nil	Nil	Nil	Nil
	Sub- total (B){1}	2329052	3.988	2329052	3.94
2.	Non Institutions				
a.	Bodies Corporate	9937277	17.016	9937277	16.83
b.	Individuals				
	i. Individual shareholders holding nominal share capital upto Rs.1 lakh	9676978	16.570	9713930	16.45
	ii. Individual Shareholders holding nominal share capital in excess of Rs.1 lakh.	20062415	34.353	20664763	35.00
c.	Any other				
	i. Clearing Members	222869	0.382	222869	0.38
	ii. Overseas Corporate Bodies	917007	1.570	917007	1.55
	iii. Non Resident Indians	571122	0.978	571122	0.97
	Sub total (B){2}	41387668	70.869	42026968	71.18
	Total Public Shareholding (B) = (B){1} + (B){2}	43716720	74.857	44356020	75.13
C.	Shares held by Custodians and against which Depository Receipts have been issues	5950000	10.188	5950000	10.08
	GRAND TOTAL= (A) + (B) + (C)	58400450	100.00	59039750	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 such approval.

- e. Identity of the proposed allottees and the percentage of post preferential issue capital that may be held by them and change in control if any, consequent to the preferential issue:

Sl. No	Name of proposed allottee	Address	Proposed Allotment of Equity Shares of Rs.2/- each	Post Issue Holding (No. of Shares)	% of post issue capital
01	Ajay Pandey	Flat No.702, Eden2, Hirandani Estate, off. Gaudbunder Road, Thane(West)-400607	237244	237244	0.401
02	Tushar Vohra	Flat No-A503, Vasundhara, Kanakia Spaces, Pokhran Road:2, Off Gaudbunder Road, Thane-(W)- 400607	237244	237244	0.401
03	Himanshu Tiwari	Villa#28, Enclave-A, Neelkanth Woods, Off. Gaudbunder Road, Thane-(West)-400610	63930	63930	0.108
04	Sudhanshu Tiwari	Villa#28, Enclave-A, Neelkanth Woods, Off. Gaudbunder Road, Thane-(West)-400610	63930	63930	0.108
05	Manoj Samuel	Flat No-B-204, Vesta, Lodha Paradise, Thane-West	36952	36952	0.0625

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

- f. Issue Price :

The issue price is Rs.20/-(Rupees Twenty) per Equity Shares being price agreed as per Share Purchase Agreement entered by Company on 13th August,2010 or at such price to be determined in accordance with the ICDR Regulations,2009, as in force on the date of this notice ,whichever is higher.

- g. Relevant Date:

The relevant date for the issue of Equity Shares Shall be 31st August, 2010.

- h. Lock in period:

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

- i. Auditors Certificate:

A copy of certificate obtained from M/s J L Bhatt & Co., 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 between 9.30 a.m. to 3.00 p.m. on all working days except Saturdays upto 29th September ,2010.

- j. Shareholders Consent :

Shareholders Consent is sought pursuant to section 81,81(1A) of the Companies Act,1956 and in terms of the Listing Agreement with Stock Exchanges, and ICDR Regulations , to the issue of the Equity Shares ,as set out in the Resolution.

Accordingly, Directors recommend the Special Resolution as set out at item No.11 of the accompanying Notice for approval of the Members of the Company.

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

ITEM NO: 12

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 81, 81(1A) 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:

The proposed issue of Equity Shares on preferential basis is in consideration of acquisition of Mastiff Internet Media Solutions Private Limited ('MIMSPL') from the existing shareholders of MIMSPL as per the list given below:

Sl. No	Name of Shareholder of MIMSPL	No. of Shares held in MIMSPL
01	Ajay Pandey	5000
02	Tushar Vohra	5000
	Total	10000

- b. Intention of the Promoters/Directors/Key management persons to subscribe to the offer:

The Promoters/Directors/ Key Management Persons do not intend to subscribe to the present offer.

c. Shareholding Pattern before(as on 30th June,2010) and after the preferential offer:

Cat. Code	Category of Shareholder	Pre Issue		Post Issue	
		Holding	% of total share capital	Holding	% of total share capital
A.	Shareholding of Promoter and Promoters group				
1.	Indian				
a.	Individuals/HUF	5556760	9.515	5556760	9.42
b.	Central Govt./State Govt.	Nil	Nil	Nil	Nil
c.	Bodies Corporate	3176970	5.440	3176970	5.38
d.	Financial Institutions/Banks	Nil	Nil	Nil	Nil
e.	Any other(Specify)	Nil	Nil	Nil	Nil
	Sub-total (A)(1)	8733730	14.955	8733730	14.80
2.	Foreign	Nil	Nil	Nil	Nil
a.	Individuals/HUF	Nil	Nil	Nil	Nil
b.	Bodies Corporate	Nil	Nil	Nil	Nil
c.	Institutions	Nil	Nil	Nil	Nil
d.	Any other(Specify)	Nil	Nil	Nil	Nil
	Sub-total (A)(2)	Nil	Nil	Nil	Nil
	Total shareholding of Promoter and Promoters group (A) = (A)(1) + (A)(2)	8733730	14.955	8733730	14.80
B.	Public Shareholding				
1.	Institutions				
a.	Mutual Funds/UTI	Nil	Nil	Nil	Nil
b.	Financial Institutions/Banks	27000	0.046	27000	0.05
c.	Central Govt./State Govt.	160235	0.274	160235	0.27
d.	Venture Capital Funds	Nil	Nil	Nil	Nil
e.	Insurance Companies	Nil	Nil	Nil	Nil
f.	Foreign Institutional Investors	2141817	3.667	2141817	3.63
g.	Foreign Venture Capital Investors	Nil	Nil	Nil	Nil
h.	Any other	Nil	Nil	Nil	Nil
	Sub- total (B)(1)	2329052	3.988	2329052	3.95
2.	Non Institutions				
a.	Bodies Corporate	9937277	17.016	9937277	16.46
b.	Individuals				
	i.Individual shareholders holding nominal share capital upto Rs.1 lakh	9676978	16.570	9676978	16.39
	ii. Individual Shareholders holding nominal share capital in excess of Rs.1 lakh.	20062415	34.353	20673115	35.03
c.	Any other				
	i. Clearing Members	222869	0.382	222869	0.37
	ii.Overseas Corporate Bodies	917007	1.570	917007	1.55
	iii.Non Resident Indians	571122	0.978	571122	0.97
	Sub total (B)(2)	41387668	70.869	41998368	71.17
	Total Public Shareholding (B) = (B)(1) + (B)(2)	43716720	74.857	44327420	75.11
C.	Shares held by Custodians and against which Depository Receipts have been issues	5950000	10.188	5950000	10.08
	GRAND TOTAL = (A) + (B) + (C)	58400450	100.00	59011150	100.00

- e. 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 such approval.

- f. Identity of the proposed allottee and the percentage of post preferential issue capital that may be held by them and change in control if any, consequent to the preferential issue:

Sl. No	Name of proposed allottee	Address	Proposed Allotment of Equity shares of Rs.2/- each	Post Issue Holding (No. of Shares)	% of post issue capital
01	Ajay Pandey	Flat No.702, Eden2, Hirandani Estate, off. Gaudbunder Road, Thane(West)-400607	305350	305350	0.517
02	Tushar Vohra	Flat No-A503, Vasundhara, Kanakia Spaces, Pokhran Road:2, Off Gaudbunder Road, Thane-(W)- 4000607	305350	305350	0.517

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

- g. Issue Price :

The issue price is Rs.20/- (Rupees Twenty) per Equity Shares being price agreed as per Share Purchase Agreement entered by Company on 13th August, 2010 or at such price to be determined in accordance with the ICDR Regulations, as in force on the date of this notice, whichever is higher.

- h. Relevant Date:

The relevant date for the issue of Equity Shares shall be 31st August, 2010.

- i. Lock in period:

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

- j. Auditors Certificate:

A copy of certificate obtained from M/s J L Bhatt & Co., Chartered Accountants, Mumbai, certifying that the issue of Equity Shares is being made in accordance with the requirements of ICDR Regulations for preferential issue shall be available for inspection at the Registered Office of the Company between 9.30 a.m. to 3.00 p.m. on all working days except Saturdays up to 29th September, 2010.

- k. Shareholders Consent :

Shareholders Consent is sought pursuant to section 81, 81(1A) of the Companies Act, 1956 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.

Accordingly, Directors recommend the Special Resolution as set out at item No.12 of the accompanying Notice for approval of the Members of the Company.

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

ITEM NO: 13

Since the proposal involves issue and allotment of Fully Convertible Debentures on preferential basis, thereby increasing the paid-up share capital of the Company on conversion, the approval of members under section 81, 81(1A) 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 resource requirement of the Company considering the various acquisition plans for inorganic growth of the Company.

- b. Intention of the Promoters/Directors/Key management persons to subscribe to the offer:

The Promoters do not intend to subscribe to the present offer.

Mr. Vijay Kumar Bhatia and Mr. Hariom Tulsyan, Directors of the Company intend to subscribe to the offer. Both the Directors are Independent Directors on the Board of the Company.

- c. Some of the Specific Terms of the FCD proposed to be issued are as under:

- The FCD shall be convertible at any time within a period of 18 (eighteen) months from the date of allotment of FCD at the option of the Company.
- Each FCD shall be convertible into 1(one) Equity Share of Rs.2/- each fully paid-up at a price of Rs.20/- per share, which includes a premium of Rs.18/- per share, calculated in accordance with ICDR Regulations.
- FCD shall carry a simple rate of interest of 15% per annum payable quarterly till the date of conversion.

d. Shareholding Pattern before(as on 30th June,2010) and after the preferential offer:

Cat. Code	Category of Shareholder	Pre Issue		Post Issue	
		Holding	% of total share capital	Holding	% of total share capital
A.	Shareholding of Promoter and Promoters group				
1.	Indian				
a.	Individuals/HUF	5556760	9.515	5556760	8.123
b.	Central Govt./State Govt.	Nil	Nil	Nil	Nil
c.	Bodies Corporate	3176970	5.440	3176970	4.644
d.	Financial Institutions/Banks	Nil	Nil	Nil	Nil
e.	Any other(Specify)	Nil	Nil	Nil	Nil
	Sub-total (A)(1)	8733730	14.955	8733730	12.767
2.	Foreign	Nil	Nil	Nil	Nil
a.	Individuals/HUF	Nil	Nil	Nil	Nil
b.	Bodies Corporate	Nil	Nil	Nil	Nil
c.	Institutions	Nil	Nil	Nil	Nil
d.	Any other(Specify)	Nil	Nil	Nil	Nil
	Sub-total (A)(2)	Nil	Nil	Nil	Nil
	Total shareholding of Promoter and Promoters group (A) = (A)(1) + (A)(2)	8733730	14.955	8733730	12.767
B.	Public Shareholding				
1.	Institutions				
a.	Mutual Funds/UTI	Nil	Nil	Nil	Nil
b.	Financial Institutions/Banks	27000	0.046	27000	0.039
c.	Central Govt./State Govt.	160235	0.274	160235	0.234
d.	Venture Capital Funds	Nil	Nil	Nil	Nil
e.	Insurance Companies	Nil	Nil	Nil	Nil
f.	Foreign Institutional Investors	2141817	3.667	2141817	3.131
g.	Foreign Venture Capital Investors	Nil	Nil	Nil	Nil
h.	Any other	Nil	Nil	Nil	Nil
	Sub- total (B)(1)	2329052	3.988	2329052	3.405
2.	Non Institutions				
a.	Bodies Corporate	9937277	17.016	14382277	21.026
b.	Individuals				
	i. Individual shareholders holding nominal share capital upto Rs.1 lakh	9676978	16.570	9676978	14.147
	ii. Individual Shareholders holding nominal share capital in excess of Rs.1 lakh.	20062415	34.353	25617415	37.452
c.	Any other				
	i. Clearing Members	222869	0.382	222869	0.325
	ii. Overseas Corporate Bodies	917007	1.570	917007	1.340
	iii. Non Resident Indians	571122	0.978	571122	0.834
	Sub total (B)(2)	41387668	70.869	51387668	75.127
	Total Public Shareholding (B) = (B)(1) + (B)(2)	43716720	74.857	53716720	78.532
C.	Shares held by Custodians and against which Depository Receipts have been issues	5950000	10.188	5950000	8.698
	GRAND TOTAL = (A) + (B) + (C)	58400450	100.00	68400450	100.00

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

The allotment of FCD 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 such approval.

f. Identity of the 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:

Sl.No.	Name of proposed allottee	Address	Proposed Allotment of FCD (No. of FCD)	Post Issue holding(on conversion of FCD) (No. of Equity Shares of Rs.2/- each)	% of post issue Capital(on Conversion of FCD)
1.	Jaykal Exports Pvt. Limited	11,Damji Shamji Udyog BHavan, Veera Desai Road, Andheri-W, Mumbai-400053	125000	125000	0.182
2	Alka Chetan Shah	1005, Ajinath Bldg., Neelkanth Enclave, LBS Marg, Opp. Sreyas Talkies, Ghatkopar-W, Mumbai-86	50000	50000	0.073
3.	Atul Amritlal Gudka	302, Sayonara Bldg., Vallabaugh Extn. Road,Ghatkopar-E,Mumbai-400077	50000	50000	0.073
4.	Kantarani Jamnalal Gulati Rajkumar Jamanlal Gulati	4, Vasant Bldg, 3B Pedder Road, Mumbai-400026	200000	200000	0.292
5.	Purnima Bothra Bhupendra Kumar Bothra- HUF	101, Rajmala, 87-B, Napeansea Road, Mumbai-400006	50000	50000	0.073
6.	Vijay Kumar Bhatia	618, Tulsiani Chambers, Nariman Point, Mumbai-400021	1000000	1820000	2.66
7.	Usha Bhatia	22, Sita Mahal, B .D Petit Road, 3 rd Floor, Mumbai-400036.	500000	590503	0.86
8.	Gaurav Bhatia	618, Tulsiani Chambers, Nariman Point, Mumbai-400021	555000	670200	0.97
9.	Roopam Bhatia	22, Sita Mahal, BD Petit Road, 3 rd Floor, Mumbai-400036	125000	125000	0.182
10.	Sareeta Bhatia	8/10, Shri Ram Road, Civil Lines, Delhi-110054	150000	150000	0.219
11.	Payal Bhatia	8/10, Shri Ram Road, Civil Lines, Delhi-110054	125000	125000	0.182
12.	Ekta Bhatia	10/6, B, Shri Ram Road, Alipur Road, Civil Lines, Delhi-110054	125000	125000	0.182
13.	Paras Bhatia	8/10 Shri Ram Road, Civil Lines, Delhi-110054	50000	175000	0.255
14.	Parikshit Bhatia	House No.8/10, Shri Ram Road, Civil Lines, Delhi-110054	50000	245000	0.358
15.	Sanjay Bhatia	A-155,New Friends Colony, New Delhi-110065	125000	1250000	1.827
16.	Manju Bhatia	A-155,New Friends Colony, New Delhi-110065	125000	125000	0.182
17.	Neha Bhatia	A-155, New Friends Colony, New Delhi-110065	125000	125000	0.182
18.	Devkiran Marketing Pvt. Ltd.	Yusuf Building, 43, M G Road, Fort,MUMBAI - 400 023.	2500000	2500000	3.654
19.	Siddhivinayak Markin Pvt. Ltd.	130, Great Western Building, Nagindas Master Road Extn., Fort, Mumbai - 400 023.	1820000	1820000	2.660
20.	Sumeet Balkishan Gupta	19,Seeta Mahal, Bomanji Petit Road, Near Parsi General Hospital, Mumbai-36.	625000	625000	0.913
21.	Balkishan Premnath Gupta	19,Seeta Mahal, Bomanji Petit Road, Near Parsi General Hospital, Mumbai-36.	625000	627000	0.913

22.	Harion Tulsyan Bimla Tulsyan	4, Bhagwan Apts, 12, Abdul Gaffar Khan Road, Worli Sea Face, Mumbai-400018.	100000	110000	0.160
23.	Rajkumar Jamnalal Gulati HUF	4, Vasant Bldg, 3B Peddar Road, Mumbai-400026	25000	25000	0.036
24.	Akanksha Rajkumar Gulati Rajkumar J Gulati	3, Vasant Bldg, 3-B Peddar Road, Mumbai-400026	25000	25000	0.036
25.	Rajkumar Jamnalal Gulati Mini R Gulati	4, Vasant Bldg, Peddar Road, Mumbai-400026	50000	193340	0.282
26.	Mini R Gulati Rajkumar J Gulati	4, Vasant Bldg, Peddar Road, Mumbai-400026	50000	275590	0.402
27.	Hemant J Gulati Mini R Gulati	4, Vasant Bldg, Peddar Road, Mumbai-400026	125000	125000	0.182
28.	Nakul Rajkumar Gulati Rajkumar J Gulati	3, Vasant Bldg, 3-B Peddar Road, Mumbai-400026	25000	25000	0.036
29.	Anil Ahuja Sanjay Ahuja	711, Raheja Centre, Nariman Point, Mumbai-400021	500000	814990	1.191

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

g. Issue Price :

The issue price is Rs.20/- (Rupees Twenty) per Equity Share arising out of the conversion of FCD or at such price to be determined in accordance with the ICDR Regulations, 2009, as in force on the date of this notice, whichever is higher.

h. Relevant Date:

The relevant date for the issue of FCD and for issue of Equity Shares allotted on conversion of FCD shall be 31st August, 2010.

i. Lock in period:

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

j. Auditors Certificate:

A copy of certificate obtained from M/s J L Bhatt & Co., Chartered Accountants, Mumbai, certifying that the issue of FCD/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 between 9.30 a.m. to 3.00 p.m. on all working days except Saturdays upto 29th September, 2010.

k. Shareholders Consent :

Shareholders Consent is sought pursuant to section 81,81(1A) of the Companies Act, 1956 and in terms of the Listing Agreement with Stock Exchanges, and ICDR Regulations, 2009, to the issue of the FCD, as set out in the Resolution.

Accordingly, Directors recommend the Special Resolution as set out at item No.13 of the accompanying Notice for approval of the Members of the Company.

None of the Directors of the company other than Mr. Vijay Kumar Bhatia and Mr. Harion Tulsyan are interested or deemed to be concerned or interested in the said Resolution.

BY ORDER OF THE BOARD OF DIRECTORS

Place: Mumbai

Date: 25th August, 2010

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

B.L.BOOLANI

CHAIRMAN



TRICOM INDIA LIMITED

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

PROXY FORM

18th Annual General Meeting

Reg. Folio No..... DP ID* Client ID*

I/We.....of.....

..... in the district ofbeing a Member/Members of TRICOM INDIA LIMITED hereby appoint..... of in the district ofor failing him.....of..... in the district of.....as my/our Proxy to attend and vote for me/us on my/our behalf at the Eighteenth Annual General Meeting of Tricom India Limited to be held on 30th September, 2010 at 11.00 A.M. and at any adjournment thereof.

Signed this.....day of.....2010.

Signature(s) of the Shareholder(s).....

Signature of Proxy.....

Affix Re. 1/-
Revenue
Stamp

NOTE: This form must be deposited at the Registered Office of the Company not later than 48 hours before the time of the Meeting.

* Applicable for investors holding shares in electronic (dematerialized) form.



TRICOM INDIA LIMITED

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

ATTENDANCE SLIP

18th Annual General Meeting

To be handed over at the entrance of the Meeting Hall

I/We hereby record my presence at the EIGHTEENTH ANNUAL GENERAL MEETING held at Damodar Thakarsi Mulji Hall, Dr. Ambedkar Marg, Parel Naka, MUMBAI-400012, on 30th September, 2010 at 11.00 A.M.

Reg. Folio No..... DP ID* Client ID*

No. of Shares:

Full Name of the Shareholder

(in block letters)

Signature

**Full Name of Proxy

(in block letters)

* Applicable for investors holding shares in electronic (dematerialized) form.

** (To be filled in if the Proxy attends instead of the Member)

Signature

