



TRICOM INDIA LIMITED

To
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (E) Mumbai - 400051

15th February, 2012

Sub: Corrigendum to Notice of Postal Ballot to be held on 17th February, 2012

Dear Sir,

Please find attached corrigendum to the Notice of Postal Ballot sent to you earlier on 3rd February, 2012.

Kindly ignore the earlier one and acknowledge receipt of the same and take it on record.

Thanking you,

Yours faithfully,
For Tricom India Limited

Authorised Signatory

POSTAL BALLOT NOTICE

Pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011

Dear Member(s)

Notice is hereby given pursuant to section 192A and any other applicable provisions, if any, of the Companies Act, 1956, ("the Act") read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011, for the consent of the Members of Tricom India Limited for the proposed special resolutions set out below, which consent, though not mandatorily sought to be obtained by means of Postal Ballot is approved by Board of Directors to be passed by Postal Ballot process. The Explanatory statement stating all material facts and the reasons for the proposal is also appended hereto for your consideration. The company has appointed Ms. Hetal Gandhi of M/s. Hetal Gandhi & Associates, Practicing Company Secretary as Scrutinizer for conducting the Postal Ballot.

You are requested to carefully read the instructions printed in the Postal Ballot form (appended hereto) and return the form duly completed in the attached self-addressed pre-paid postage envelope, so as to reach the scrutinizer before the closing of working hours on Wednesday, 15th February, 2012. Please note that any Postal Ballot Form(s) received after the said date will be treated as not having been received. Further please note that no other documents except duly completed Postal Ballot Form should be sent in the self-addressed pre-paid postage envelope, otherwise it will be liable to be rejected.

The Scrutinizer will submit her report to Mr. Baldev Boolani Chairman after completion of the scrutiny and the result of the Postal Ballot will be announced by Mr. Baldev Boolani, Chairman, on Friday, 17th February, 2012 at the registered office of the company at Tricom House, Gandhi Estate, Andheri Kurla Road, Safed Pool, Andheri (East), Mumbai-400072 at 3.30p.m. and the said date of declaration of result of Postal Ballot will be taken to be the date of passing of the Resolutions.

Chairman and Company Secretary of the company are authorized jointly and severally to do all necessary steps, acts, deeds and things as may be required to complete procedure and other formalities for getting the resolutions passed through the Postal Ballot.

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

"RESOLVED THAT in accordance with the provisions of section 81, 81(1A) and all other applicable provisions, if any, of 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 Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ('ICDR Regulations, 2009'), Listing Agreement entered into with the Stock Exchanges and any other applicable law/rules/regulations and subject to the consent/approval of any other authorities/institutions, and subject to such conditions and modifications as may be imposed upon and accepted by the Board of Directors ('Board'), the consent of the Company be and is hereby accorded to the Board of Directors of the Company to create, offer issue and allot up to 1,00,00,000 Equity shares of face value of Rs.2/- each at price of Rs.13.50/-, per equity share which includes a premium of Rs.11.50/- per Equity Share aggregating to Rs.13,50,00,000/- (Rupees Thirteen Crore, Fifty Lacs only) or at such price to be determined on the relevant date in accordance with the ICDR Regulations, 2009 as in force on that date, whichever is higher to the following

Sl. No	Name of Proposed Allottee	No. of Equity Shares proposed to be allotted
1	Vijay Bhatia	545000
2	Hansa Hasmukh Patel	350000
3	Hasmukh Patel	400000
4	Vimal Sedani	100000
5	Aruna Shah	100000
6	Nishith Shah	100000
7	Kothari World Finance Ltd.	200000
8	Ambalal Premji Patel	50000
9	Diwaliben Ambalal Patel	50000
10	Nikunj Ambalal Patel	50000
11	Bhavesh Ambalal Patel	50000

12	Progressive Nirman Pvt.Ltd.	1855000
13	Rajiv Bhatia	925000
14	Anand Aggarwal	740000
15	Raman Venu	1100000
16	Prem Bhatia	930000
17	Mehul Rajesh Agrawal	200000
18	Rajesh Agrawal	200000
19	Laxmi Rajesh Agrawal	200000
20	Pancham Vyapaar Pvt. Ltd.	1855000
	TOTAL	10000000

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

RESOLVED FURTHER THAT the Equity shares may be allotted on conversion of the unsecured loan/Fixed Deposits advanced by any of the proposed allottees to the company.

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

RESOLVED FURTHER THAT the 'relevant date' for the preferential issue in relation to the aforesaid issue of Equity Shares, for the purposes of determining the issue price under the ICDR Regulations, 2009 is 17th January,2012.

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

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

2) To consider and if thought fit to pass with or without modification the following Resolution as 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 Securities and Exchange Board of India(Issue of Capital and Disclosure Requirements)Regulations,2009 ('ICDR Regulations,2009') ,Listing Agreement entered into with the Stock Exchanges and any other applicable law/rules/regulations and subject to the consent/approval of any other authorities/institutions, and subject to such conditions and modifications as may be imposed upon and accepted by the Board of Directors('Board') , the consent of the Company be and is hereby accorded to the Board of Directors of the Company to create, offer ,issue and allot up to 50,00,000 Convertible Warrants (Warrant) of Rs.13.50/-, per Convertible Warrant,each warrant convertible into 1(one) Equity Share of face value of Rs.2/-(Rupees Two) each at a price of Rs.13.50/-which includes a premium of Rs.11.50/-per Equity Share or at such price to be determined on the relevant date in accordance with the ICDR Regulations,2009 as in force on that date, whichever is higher to the following:

Sl. No	Name of Proposed Allottee	No. of Convertible Warrants proposed to be allotted
1	Sky Scraper Properties Private Limited	3300000
2	Usha Bhatia	370000
3	Gaurav Bhatia	300000
4	Roopam Bhatia	185000
5	Ekta Bhatia	185000
6	Sareeta Bhatia	215000

7	Payal Bhatia	185000
8	Paras Bhatia	75000
9	Manju Bhatia	185000
	TOTAL	5000000

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

- 25% of Issue Price i.e Rs.3.38/- per Convertible Warrant shall be payable at the time of allotment and the balance, Rs.10.12/- on conversion.
- Convertible Warrants shall be convertible at any time within a period of 18 (eighteen) months from the date of allotment of convertible warrants at the option of the allottee.
- Each Convertible Warrant shall be convertible into 1(One) Equity Share of Rs.2/- each fully paid at a price of Rs.13.50/- per Equity Share, which includes a premium of Rs.11.50/- per Equity Share or at such price to be determined on the relevant date in accordance with the ICDR Regulations, 2009 as in force on that date, whichever is higher.
- If the option of conversion of Warrants is not exercised by the warrant holder then the amount paid at the time of allotment shall be forfeited to the company.

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

RESOLVED FURTHER THAT the Convertible Warrants may be allotted on conversion of the unsecured loan/Fixed Deposits advanced by any of the proposed allottees to the company.

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

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

RESOLVED FURTHER THAT the 'relevant date' for the preferential issue in relation to the aforesaid Warrants and also for issue of Equity Shares on conversion of Warrants, for the purposes of determining the issue price under the ICDR Regulations, 2009 is 17th January, 2012.

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 of Equity shares with the Stock Exchanges arising out of the exercise of the options attached to the warrants and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment of the said securities, sign all documents and undertakings, as may be required and generally do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution;

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

By Order of the Board of Directors
For Tricom India Limited

Place : Mumbai

Date : 9th January, 2012

Baldev Boolani
Chairman

NOTES:

- Explanatory Statement pursuant to Section 173(2) is enclosed and forms part of this notice.
- All documents referred to in the accompanying Notice and Explanatory statement are open for inspection at the Registered office of the Company on all working days except Saturday between 11.00 a.m. and 1.00 p.m
- Only member entitled to vote is entitled to exercise his vote through Postal Ballot. A member having no voting rights should treat this Notice as intimation only.
- A Postal Ballot form and a self addressed Pre-paid Postage envelope are enclosed herewith to enable the members to exercise their voting rights.

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

Item No.1

Since the proposal involves issue and allotment of Equity Shares on preferential basis, thereby increasing the paid-up share capital of the Company, the approval of members under section 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 expansion plans of the company.

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

Mr. Vijay Bhatia, Non Executive Director of the company have intended to subscribe to the equity capital proposed to be issued.

c. Shareholding Pattern before(as on 31st December, 2011) 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 Promoter group				
1.	Indian				
a.	Individuals/HUF	5645254	8.59	5645254	7.46
b.	Central Govt./State Govt.	0	0	0	0
c.	Bodies Corporate	3307259	5.03	3307259	4.37
d.	Financial Institutions/Banks	0	0	0	0
e.	Any other(Specify)	0	0	0	0
	Sub-total (A)(1)	8952513	13.63	8952513	11.83
2.	Foreign				
a.	Individuals/HUF	0	0	0	0
b.	Bodies Corporate	0	0	0	0
c.	Institutions	0	0	0	0
d.	Any other(Specify)	0	0	0	0
	Sub-total (A)(2)	0	0	0	0
	Total shareholding of Promoter and Promoters group (A)=(A)(1)+(A)(2)	8952513	13.63	8952513	11.83
B.	Public Shareholding				
1.	Institutions	0	0	0	0
a.	Mutual Funds/UTI	0	0	0	0
b.	Financial Institutions/Banks	27000	0.04	27000	0.04
c.	Central Govt./State Govt.	160235	0.24	160235	0.21
d.	Venture Capital Funds	0	0	0	0
e.	Insurance Companies	0	0	0	0
f.	Foreign Institutional Investors	0	0	0	0
g.	Foreign Venture Capital Investors	0	0	0	0
h.	Any other	0	0	0	0
	Sub- total (B)(1)	187235	0.29	187235	0.25
2.	Non Institutions				
a.	Bodies Corporate	14752644	22.46	18662644	24.65
b.	Individuals	0	0	0	0
	i. Individual shareholders holding nominal share capital upto Rs.1 lakh	10866467	16.54	11366467	15.02
	ii. Individual Shareholders holding nominal share capital in excess of Rs.1 lakh.	22695548	34.55	25690548	33.94
c.	Any other				

	i. Clearing Members	1068160	1.63	1068160	1.41
	ii. Overseas Corporate Bodies	0	0	0	0
	iii. Non Resident Indians	1222883	1.86	3817883	5.04
	Sub total (B)(2)	50605702	77.03	60605702	80.07
	Total Public Shareholding (B) = (B)(1)+(B)(2)	50792937	77.32	60792937	80.31
C.	Shares held by Custodians and against which Depository Receipts have been issued				
	i Promoter & Pro Grp	0	0	0	0
	ii Public	5950000	9.06	5950000	7.86
	Total Shares held by Custodians (C)	5950000	9.06	5950000	7.86
	GRAND TOTAL=(A)+(B)+(C)	65695450	100.00	75695450	100.00

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

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

e. Identity of the 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	Proposed Allotment of Equity shares of Rs.2/- each	Post Issue Holding (No. of Shares)	% of post issue capital
1	Vijay Bhatia	545000	1365000	1.80
2	Hansa Hasmukh Patel	350000	350000	0.46
3	Hasmukh Patel	400000	400000	0.53
4	Vimal Sedani	100000	100000	0.13
5	Aruna Shah	100000	100000	0.13
6	Nishith Shah	100000	100000	0.13
7	Kothari World Finance Ltd.	200000	202000	0.27
8	Ambalal Premji Patel	50000	50000	0.07
9	Diwaliben Ambalal Patel	50000	50000	0.07
10	Nikunj Ambalal Patel	50000	50000	0.07
11	Bhavesh Ambalal Patel	50000	50000	0.07
12	Progressive Nirman Pvt Ltd.	1855000	1855000	2.45
13	Rajiv Bhatia	925000	925000	1.22
14	Anand Aggarwal	740000	740000	0.98
15	Raman Venu	1100000	1100000	1.45
16	Prem Bhatia	930000	930000	1.23
17	Mehul Rajesh Agrawal	200000	200000	0.26
18	Rajesh Agrawal	200000	200000	0.26
19	Laxmi Rajesh Agrawal	200000	200000	0.26
20	Pancham Vyapaar Pvt. Ltd.	1855000	1855000	2.45

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

f. Issue Price :

The issue price is Rs.13.50/- per Equity Share or at such price to be determined on the relevant date in accordance with the ICDR Regulations, 2009 as in force on that date, whichever is higher

g. Payment option:

- Conversion of unsecured loan/Fixed Deposit into allotment money at the time of allotment
- Payment in full at the time of allotment

h. Relevant Date:

The relevant date for the issue of Equity Shares Shall be 17th January, 2012.

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, 2009 for preferential issue shall be available for inspection at the Registered Office of the Company on all working days except Saturdays up to 16th February, 2012.

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.

Your approval is sought by voting through Postal Ballot in terms of the provisions of Section 192A of the Companies Act, 1956 read with the provisions of the Companies (Passing of resolutions by Postal Ballot) Rules, 2011.

Except Mr. Vijay Bhatia, and Mr. Gaurav Bhatia (relative of Mr. Vijay Bhatia), none of the Directors of the company are interested or deemed to be concerned or interested in the said Resolution.

Item No.2

Since the proposal involves issue and allotment of Convertible Warrants on preferential basis, thereby 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 expansion plan of the company.

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

Mr. Gaurav Bhatia, Non Executive Director of the company have intended to subscribe to the convertible warrants proposed to be issued.

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

- i. Convertible Warrants shall be convertible at any time within a period of 18 (eighteen) months from the date of allotment of convertible warrants at the option of the allottee.
- ii. Each Convertible Warrant shall be convertible into 1(one) Equity Share of Rs.2/- each fully paid at a price of Rs.13.50/- per equity share, which includes a premium of Rs.11.50/- per Equity Share or at such price to be determined on the relevant date in accordance with the ICDR Regulations, 2009 as in force on that date, whichever is higher.
- iii. If the option of conversion of Warrants is not exercised by the warrant holder then the amount paid at the time of allotment shall be forfeited to the company

d. Shareholding Pattern before(as on 31st December, 2011) 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 Promoter group				
1.	Indian				
a.	Individuals/HUF	5645254	8.59	5645254	7.99
b.	Central Govt./State Govt.	0	0	0	0
c.	Bodies Corporate	3307259	5.03	3307259	4.68
d.	Financial Institutions/Banks	0	0	0	0
e.	Any other(Specify)	0	0	0	0
	Sub-total (A)(1)	8952513	13.63	8952513	12.66

2.	Foreign				
a.	Individuals/HUF	0	0	0	0
b.	Bodies Corporate	0	0	0	0
c.	Institutions	0	0	0	0
d.	Any other(Specify)	0	0	0	0
	Sub-total (A)(2)	0	0	0	0
	Total shareholding of Promoter and Promoters group (A)=(A)(1)+(A)(2)	8952513	13.63	8952513	12.66
B.	Public Shareholding				
1.	Institutions	0	0	0	0
a.	Mutual Funds/UTI	0	0	0	0
b.	Financial Institutions/Banks	27000	0.04	27000	0.04
c.	Central Govt./State Govt.	160235	0.24	160235	0.23
d.	Venture Capital Funds	0	0	0	0
e.	Insurance Companies	0	0	0	0
f.	Foreign Institutional Investors	0	0	0	0
g.	Foreign Venture Capital Investors	0	0	0	0
h.	Any other	0	0	0	0
	Sub- total (B)(1)	187235	0.29	187235	0.26
2.	Non Institutions				
a.	Bodies Corporate	14752644	22.46	18052644	25.54
b.	Individuals	0	0	0	0
	i.Individual shareholders holding nominal share capital upto Rs.1 lakh	10866467	16.54	10941467	15.48
	ii. Individual Shareholders holding nominal share capital in excess of Rs.1 lakh.	22695548	34.55	24320548	34.40
c.	Any other				
	i. Clearing Members	1068160	1.63	1068160	1.51
	ii.Overseas Corporate Bodies	0	0	0	0
	iii.Non Resident Indians	1222883	1.86	1222883	1.73
	Sub total (B)(2)	50605702	77.03	55605702	78.66
	Total Public Shareholding (B) =(B)(1)+(B)(2)	50792937	77.32	55792937	78.92
C.	Shares held by Custodians and against which Depository Receipts have been issues				
	i Promoter & Pro Grp	0	0	0	0
	ii Public	5950000	9.06	5950000	8.42
	Total Shares held by Custodians (C)	5950000	9.06	5950000	8.42
	GRAND TOTAL=(A)+(B)+(C)	65695450	100.00	70695450	100.00

The above position is arrived at assuming full conversion of all Warrants.

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

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

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	Proposed Allotment of Convertible Warrants (No. Of Convertible Warrants)	Post Issue,holding(on conversion of Warrants) (No. of Equity Shares of Rs.2/- each)	% of post issue Capital(on Conversion of Convertible Warrants)
1	Sky Scraper Properties Pvt Ltd.	3300000	3300000	4.67
2	Usha bhatia	370000	425503	0.60
3	Gaurav Bhatia	300000	390977	0.55
4	Roopam Bhatia	185000	193500	0.27

5	Ekta Bhatia	185000	195000	0.28
6	Sareeta Bhatia	215000	225000	0.32
7	Payal Bhatia	185000	195000	0.28
8	Paras Bhatia	75000	125000	0.18
9	Manju Bhatia	185000	195000	0.28

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

g. Issue Price :

The issue price is Rs.13.50/- per Equity Share arising out of the conversion of Convertible Warrants or at such price to be determined on the relevant date in accordance with the ICDR Regulations,2009 as in force on that date, whichever is higher.

h. Payment Option:

- Conversion of unsecured loan/Fixed Deposit with company into allotment money at the time of allotment at the request of the allottee
- Payment of Rs. 3.38/-per Convertible Warrant on allotment and the balance Rs.10.12/- on conversion.

j. Relevant Date:

The relevant date for the issue of Convertible Warrants and for issue of Equity Shares allotted on conversion of warrants shall be 17th January,2012.

k. Lock in period:

Warrants shall be locked-in till the time of their conversion. Equity shares to be allotted on conversion of Warrants shall remain under lock-in for a period of 1(One) year from the date of allotment.

l. Auditors Certificate:

A copy of certificate obtained from M/s. J. L. Bhatt & Co., Chartered Accountants, Mumbai, certifying that the issue of the convertible Warrants is being made in accordance with the requirements of ICDR Regulations,2009 for preferential issue shall be available for inspection at the Registered Office of the Company on all working days except Saturdays up to 16th February,2012.

m. 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 issue of the convertible Warrants, as set out in the Resolution.

Your approval is sought by voting through Postal Ballot in terms of the provisions of Section 192A of the Companies Act,1956 read with the provisions of the Companies (Passing of resolutions by Postal Ballot) Rules,2011.

Except Mr. Gaurav Bhatia, Mr.Vijay Bhatia (relative of Mr.Gaurav Bhatia) , Mr. Hiren Kothari , and Mr. Chetan Kothari,(relative of Mr.Hiren Kothari), none of the Directors of the company are interested or deemed to be concerned or interested in the said Resolution.

By Order of the Board of Directors
For Tricom India Limited

Place: Mumbai

Date: 9th January,2012

Baldev Boolani
Chairman

Reg Off: Tricom House, Gandhi Estate,
Andheri Kurla Road, Safed Pool,
Andheri(East).Mumbai-400072

Encl : Postal Ballot form
Self Address Pre-paid Postage Envelope