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## MISCELLANEOUS

\* Asterisks denote mandatory information

Name of Announcer *	UNIFIED COMMUNICATIONS HLDGLTD
Company Registration No.	200211129W
Announcement submitted on behalf of	UNIFIED COMMUNICATIONS HLDGLTD
Announcement is submitted with respect to *	UNIFIED COMMUNICATIONS HLDGLTD
Announcement is submitted by *	Anton Syazi Ahmad Sebi
Designation *	Executive Director and Chief Executive Officer
Date & Time of Broadcast	16-Jun-2011 17:09:33
Announcement No.	00030

## &gt;&gt; ANNOUNCEMENT DETAILS

The details of the announcement start here ...


## Announcement Title \*

SUBSCRIPTION BY UNIFIED COMMUNICATIONS PTE LTD OF COMPULSORY CONVERTIBLE PREFERENCE SHARES IN UNIFIED TELECOM PRIVATE LIMITED, A JOINTLY CONTROLLED ENTITY IN INDIA.

## Description

Please see attached.

## Attachments

 UTPL\_CCPS\_20110609.pdf  
Total size = **71K**  
(2048K size limit recommended)

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## UNIFIED COMMUNICATIONS HOLDINGS LIMITED ("Company")

Company Registration No. 200211129W

### SUBSCRIPTION BY UNIFIED COMMUNICATIONS PTE LTD OF COMPULSORY CONVERTIBLE PREFERENCE SHARES IN UNIFIED TELECOM PRIVATE LIMITED, A JOINTLY CONTROLLED ENTITY IN INDIA.

The Company wishes to announce that Unified Communications Pte Ltd ("UCPL"), a wholly-owned subsidiary of the Company, is to increase its investment in Unified Telecom Private Limited ("UTPL"), a jointly controlled company incorporated India established to provide telecommunications products, services and customized solutions in India, by the subscription of up to 1,660,419 compulsory convertible preference shares of INR10 each in UTPL ("CPS") at par value for cash consideration of INR16,604,190 (approximately SGD461,228).

Out of the 1,660,419 CPS to be issued, 591,854 CPS has been issued for a consideration of INR5,918,540 (approximately SGD164,403) with the remaining balance of the CPS to be issued in fourth quarter of 2011 and first half of 2012.

The key terms of the CPS are as follows:

- Maturity** : The CPS shall mature on the fifth (5<sup>th</sup>) anniversary from the date of the issuance subject to conversion option as stated below.
- Dividend** : Every CPS in issue at end of each fiscal year ending 31 March shall be entitled to preferential cumulative dividend of 10% per annum, provided always that for as long as any CPS is outstanding, no dividends may be declared or paid on equity shares (i.e. existing ordinary shares in issued if UTPL), nor may UTPL repurchase any equity shares, unless all accrued and unpaid dividends for all past dividend periods on the CPS are fully paid and approval has been obtained from holder(s) of the CPS in an extraordinary meeting to be held with due notice in accordance with the Articles of Association of UTPL.
- Voting Rights** : No voting rights except for matters affecting the rights of the holder of the CPS in accordance with the provisions of laws and regulations applicable in India.
- Liquidation Preference** : On a return of assets on liquidation or otherwise, the assets of UTPL available for the distribution shall be applied first in repaying the Investor the amounts paid up on such shares together with a sum equal to any arrears or deficiency for the dividend thereon, to be calculated down to the date of the return capital irrespective of whether or not such dividend has been declared or earned and only the balance of such assets shall belong to and be distributed among the holders of any other class of shares.

In the event of any liquidation, dissolution or winding up of UTPL, UCPL shall be entitled to receive in preference to the equity shares of UTPL an amount payable in cash equal to the issue price paid for the

CPS plus cumulative unpaid dividends.

**Conversion** : The CPS shall be converted into equity shares in UTPL:  
(i) at the sole discretion of holder of CPS (i.e. UCPL); and  
(ii) in event that new shareholder(s) is/are introduced in UTPL arising from a strategic investment by the new shareholder and/or any merger and acquisition transaction involving issuance of new shares or acquisition of issued shares in UTPL.

In the event the CPS is converted into equity shares, another shareholder of UTPL, namely ADR Telecom Pvt Ltd, shall also have the right to subscribe to an equivalent number of shares at the same conversion price at such time.

**Conversion Ratio** : The CPS shall be converted into equity shares (ordinary shares) in UTPL at Par, subject to valuation of equity shares in accordance with applicable foreign investment regulations in India.

**Exit Priority** : The holders of existing equity shares in UTPL shall not be permitted to dispose any of their existing holdings in UTPL before conversion of CPS. In the event that a new investor intends to acquire block of shares in UTPL on or after the conversion of CPS, the equity shareholders holding equity shares allotted on conversion of CPS will have the first right to put the shares to such acquirers.

The proceeds from the subscription of the CPS will be utilised by UTPL as working capital. CPS is chosen to be the instrument to be issued to ensure UTPL, currently jointly controlled by UCPL and ADR Telecom Pvt Ltd, remains a jointly controlled company consistent with the understanding between the partners since the establishment of the joint venture first announced on 17 December 2007. At any conversion of the CPS, another shareholder of UTPL - ADR Telecom Pvt Ltd - shall also have the right to subscribe to an equivalent number of shares at the same conversion price at such time.

Upon completion of the subscription of all CPS by UCPL, UCPL's investment in UTPL will comprise 375,000 equity shares of INR10 each (ordinary shares) representing 50% of equity shares in issue in UTPL and the entire 1,660,419 CPS.

The subscriptions of CPS are to be funded by internal resources and are not expected to have any material impact on the consolidated net tangible assets or earnings per share of the Company for the financial year ending 31 December 2011.

None of the Directors or substantial shareholders of the Company has any interest, direct or indirect, in the above subscription of CPS.