



August 8, 2017

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C/1, 'G' Block,
Bandra-Kurla Complex,
Bandra (East),
Mumbai - 400 051.

Dear Sir/Madam,

Scrip Symbol: TTML

Subject: Postal Ballot Notice dated August 3, 2017

We wish to inform you that as approved by the Board at its meeting held on July 31, 2017, consent of the Members of the Company is being sought by way of Postal ballot for the following Resolutions, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014:

Item No.	Brief Description of Resolution	Type of Resolution
1	Increase in the Authorised Share Capital and Alteration of the Capital Clause in the Memorandum of Association of the Company	Special Resolution
2	Issue of 0.1% Non-cumulative Redeemable Preference Shares - Series 2 on Preferential basis	Special Resolution
3	Issue of Non-convertible Debentures on Private placement	Special Resolution
4	Availing/Acceptance of Inter Corporate Deposits / Loans	Ordinary Resolution

Please find attached a copy of the Postal Ballot Notice dated August 3, 2017 for your information.

Thanking you,

Yours truly,
For Tata Teleservices (Maharashtra) Limited

Kiran Thacker
Company Secretary

Encl.: As stated above.

TATA TELESERVICES (MAHARASHTRA) LIMITED

Registered Office : Voltas Premises T. B. Kadam Marg Chinchpokli Mumbai 400 033
Tel.: 91 22 6667 1414 Fax: 91 22 6660 5335 email : investor.relations@tatatel.co.in
CIN: L64200MH1995PLC086354 Website www.tatateleservices.com

**TATA TELESERVICES (MAHARASHTRA) LIMITED****Corporate Identification Number:** L64200MH1995PLC086354**Registered Office:** Voltas Premises, T. B. Kadam Marg, Chinchpokli, Mumbai – 400 033**Tel.:** 91 22 6667 1414 **Fax:** 91 22 6660 5335 **Email:** investor.relations@tatatel.co.in**Website:** www.tatateleservices.com**NOTICE OF POSTAL BALLOT PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013**

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification thereof for the time being in force), that the following resolutions are proposed to be passed by way of postal ballot/remote e-voting. The Members are requested to send their assent or dissent on these resolutions.

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

The Members are requested to consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder, including any statutory modification(s) thereof and Article 27 of the Articles of Association of the Company, consent of the Members be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 5500,00,00,000/- (Rupees Five Thousand Five Hundred Crores Only) divided into 250,00,00,000 (Two Hundred Fifty Crores) Equity shares of Rs. 10/- (Rupees Ten Only) each and 30,00,00,000 (Thirty Crores) Preference Shares of Rs. 100/- (Rupees One Hundred Only) each **TO** Rs. 8500,00,00,000/- (Rupees Eight Thousand Five Hundred Crores Only) divided into 250,00,00,000 (Two Hundred Fifty Crores) Equity shares of Rs. 10/- (Rupees Ten Only) each and 60,00,00,000 (Sixty Crores) Preference Shares of Rs. 100/- (Rupees One Hundred Only) each by creation of additional 30,00,00,000 (Thirty Crores) Preference Shares of Rs. 100/- (Rupees One Hundred Only) each and the existing Clause V of the Memorandum of Association of the Company be and is hereby altered by substituting it with the following new Clause:

‘V. The Authorised Share Capital of the Company is Rs. 8500,00,00,000/- (Rupees Eight Thousand Five Hundred Crores Only) which shall consist of 250,00,00,000 (Two Hundred Fifty Crores) Equity Shares of Rs.10/- (Rupees Ten Only) each and 60,00,00,000 (Sixty Crores) Preference Shares of Rs. 100/- (Rupees One Hundred Only) each with such rights, privileges and conditions attached thereto as may be determined by the Board of Directors of the Company at the time of issue. The Company has and shall always have the power to divide the share capital for the time being, into several classes and to increase or reduce its capital from time to time and to vary, modify or abrogate any rights, privileges or conditions attached to any class of shares or to vary the nominal (par) value per share by sub-division or consolidation, in such manner as may from time to time be provided by the regulations of the Company.’;

RESOLVED FURTHER THAT the Board of Directors of the Company (which expression shall be deemed to include any Committee thereof constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorized to do all such acts, deeds and things as may be necessary and incidental to give effect to this Resolution.”

2. ISSUE OF 0.1% NON-CUMULATIVE REDEEMABLE PREFERENCE SHARES - SERIES 2 ON PREFERENTIAL BASIS

The Members are requested to consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 42, 55, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, as amended from time to time, the Articles of Association of the Company and the rules/regulations/guidelines, if any, prescribed by any relevant authorities from time to time, to the extent applicable and subject to such approvals, permissions and sanctions, as may be necessary and subject to such condition(s) and modification(s) as may be prescribed by any of them and as may be agreed to by the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including powers conferred by this Resolution), the consent of the Members be and is hereby accorded to the Board to offer, issue and allot upto 13,00,00,000 (Thirteen Crores) 0.1% Non-cumulative Redeemable Preference Shares - Series 2 ('RPS') of Rs.100/- (Rupees One Hundred Only) each for cash at par aggregating upto an amount of Rs. 1300,00,00,000/- (Rupees One Thousand Three Hundred Crores Only) on preferential basis to Tata Teleservices Limited, on the terms and conditions as set out in the Explanatory Statement annexed to this Notice;

RESOLVED FURTHER THAT each RPS:

- shall carry a preferential right vis-à-vis Equity Shares of the Company with respect to payment of dividend or repayment of Capital;
- shall be non-participating in the surplus funds;
- shall be non-participating in the surplus assets and profits which remains after the entire capital has been repaid, on winding up of the Company;
- shall be entitled for payment of dividend on a Non-cumulative basis;
- shall be Non-convertible;
- shall not carry any voting rights; and
- shall be redeemable;

RESOLVED FURTHER THAT the Board be and is hereby authorized to settle any question, doubt or difficulty which may arise in regard to the issue of RPS and to do all such acts, deeds and things as may be necessary and incidental for giving effect to this Resolution.”

3. ISSUE OF NON-CONVERTIBLE DEBENTURES ON PRIVATE PLACEMENT

The Members are requested to consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and the Rules made thereunder, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time and the provisions of the Memorandum and Articles of Association of the Company and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary, consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) for issuing, making offer(s) or invitation(s) to subscribe to Non-Convertible Debentures ('NCDs') on private placement, in one or more tranches, such that the total amount does not exceed Rs. 1300,00,00,000/- (Rupees One Thousand Three Hundred Crores Only) during a period of one year from the date of passing of this Resolution;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to determine the terms and conditions of issue, including the class of investors (including the Promoters/Promoter group companies) to whom the NCDs may be issued/offered, time, type, number of NCDs, tranches, issue/offer price, tenor, interest rates, premium/discount on redemption, listing, and to appoint Debenture Trustees and/or Registrar & Transfer Agents, if necessary, and to do all such acts, deeds and things and deal with all such matters as may be necessary in this regard."

4. AVAILING/ACCEPTANCE OF INTER CORPORATE DEPOSITS/LOANS

The Members are requested to consider and, if thought fit, to pass the following resolution as a **Ordinary Resolution**:

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 (the 'Act') read with Rules framed thereunder, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, Articles of Association of the Company and any other rules, regulations/guidelines, if any, prescribed by any statutory authorities from time to time, to the extent applicable and subject to such approvals, permissions and sanctions, as may be necessary and subject to such condition(s) and modification(s) as may be prescribed by any of them and as may be agreed to by the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including powers conferred by this Resolution), the consent of the Members be and is hereby accorded to the Board to avail/accept Inter Corporate Deposits/Loans upto an aggregate amount of Rs. 1300,00,00,000/- (Rupees One Thousand Three Hundred Crores Only), in one or more tranches, from the Promoter/Promoter Group companies and/or other bodies corporate at the rate of interest of 0.1% per annum for a period of 2 (Two) years and on such other terms and conditions as may be decided by the Board;

RESOLVED FURTHER THAT the Board be and is hereby authorized to settle any question, doubt or difficulty which may arise in regard to the availing/acceptance of Inter Corporate Deposits/Loans and to do all such acts, deeds and things as may be necessary and incidental for giving effect to this Resolution."

Registered Office:

Voltas Premises,
T. B. Kadam Marg,
Chinchpokli,
Mumbai – 400 033.
CIN: L64200MH1995PLC086354
Website: www.tatateleservices.com
e-mail: investor.relations@tatatel.co.in
Tel.: 91 22 6667 1414
Fax: 91 22 6660 5335

Place: Mumbai
Date: August 3, 2017

By order of the Board
For **Tata Teleservices
(Maharashtra) Limited**

Kiran Thacker
Company Secretary

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out the material facts concerning the above Resolutions and the reasons thereof is annexed hereto and forms part of this Notice.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/Statements of beneficial ownership maintained by the Depositories, i.e., National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on the close of business hours on July 28, 2017.
3. Members may note that the Postal Ballot Notice of the Company will also be available on the website of the Company i.e., www.tatateleservices.com and on the website of NSDL i.e., www.evoting.nsdl.com.
4. The Postal Ballot Notice seeking approval of the Members for the Resolutions as specified therein is being sent by e-mail to all the Members whose e-mail addresses are registered with the Company/Depository Participant(s) for communication purposes, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copy of the Postal Ballot Notice along with the Postal Ballot Form ("Ballot Form") is being sent by the permitted mode. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrar and Share Transfer Agents/Depositories.
5. In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is offering remote e-voting facility to all its Members as an alternate mode to exercise their right to vote. For this purpose, the Company has entered into an agreement with NSDL for facilitating e-voting and to enable the Members to cast their vote electronically.
6. Members can opt for only one mode of voting, i.e., either by Ballot Form or remote e-voting. However, in case Members cast their vote by Ballot Form and remote e-voting, then voting done through remote e-voting shall prevail and voting done by Ballot Form shall be treated as invalid.
7. In case a Member is desirous of obtaining Ballot Form in printed form, a Member may write to

- investor.relations@tatatel.co.in. The Company will forward the same along with self-addressed pre-paid postage Business Reply Envelope upon receipt of a request from the Member.
8. Ms. Dipti A. Mehta, Partner, M/s. Mehta & Mehta, Practicing Company Secretaries, has been appointed as the Scrutinizer for conducting the postal ballot and remote e-voting process in fair and transparent manner.
 9. The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.
 10. Upon completion of the scrutiny of Ballot Forms and voting through electronic means, the Scrutinizer will submit her report to the Chairman or any other Director of the Company authorised in this behalf who shall countersign the same.
 11. The results of the Postal Ballot will be declared on Wednesday, September 13, 2017 4.30 p.m. (IST) at the registered office of the Company.
 12. The Chairman or any other Director authorized in this behalf shall forthwith on receipt of the consolidated Scrutinizer's Report, declare the results of the voting. The results declared along with the Scrutinizer's Report shall be placed on the Company's website i.e., www.tatateleservices.com and on the website of NSDL i.e., www.evoting.nsdl.com immediately after the results are declared by the Chairman or any other Director so authorised. Simultaneously, the same will also be communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
 13. The said Resolutions will be deemed to have been passed on the last date for receiving the Ballot Forms, i.e., Monday, September 11, 2017, if approved by the requisite majority as provided under the relevant provisions of the Act and the Rules made thereunder.
- 14. Instructions for voting:**
- A. Voting through physical Ballot Form**
- (i) Please complete and sign the Ballot Form (any other form or photocopy thereof will be treated as invalid) and send it so as to reach the Scrutinizer, viz., M/s. Dipti A. Mehta, Partner, M/s. Mehta & Mehta, Practicing Company Secretaries, not later than Monday, September 11, 2017 (6.00 p.m. IST). Any Ballot Form received after the said date shall be treated as if the reply from the Member has not been received.
 - (ii) Postage charges will be borne and paid by the Company. However, in case a Member sends the Ballot Form by courier or registered post or delivers it in person at his/her own expense, such Ballot Form will also be accepted.
 - (iii) The Ballot Form should be signed by the Member as per the specimen signature registered with the Company/Depository Participant(s). In case of joint holding, the Ballot Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. A Power of Attorney ("POA") holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing a duly attested copy of the POA. Exercise of vote by Ballot Form is not permitted through proxy.
 - (iv) In case the shares are held by the companies, trusts, societies, etc., the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution/Authorization.
 - (v) Votes should be cast either in favour or against, by putting the tick (✓) mark in the column provided in the Ballot Form.
- (vi) A Member need not use all the votes or cast all the votes in the same way.
 - (vii) A Member may request for a duplicate physical copy of Ballot Form, if so required, by sending an e-mail to investor.relations@tatatel.co.in mentioning their Folio / DP ID and Client ID No. However, duly filled in and signed duplicate Ballot Form should reach the Scrutinizer not later than the date and time specified in Serial No. A(i) above.
 - (viii) Unsigned, incomplete, tick marked at both "FOR" and "AGAINST", improperly or incorrectly tick marked Ballot Forms will be rejected. A Ballot Form will also be rejected if it is received in torn, defaced or mutilated condition.
- B. Process and manner of remote e-voting through Electronic Means:**
- In case a Member receives an e-mail of Postal Ballot Notice from NSDL (for Members whose e-mail addresses are registered with the Company/Depository Participant(s)):**
- (i) Open email and open PDF file viz., "TTML-eVoting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>.
 - (iii) Click on Shareholder - Login
 - (iv) Put your user ID and password as the initial password mentioned in the e-mail sent by NSDL to Members whose email addresses are registered with the Company/Depository Participant(s) and verification code as displayed. Click Login.
 - (v) The Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "Tata Teleservices (Maharashtra) Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional Members (i.e., other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to evoting@mehta-mehta.com with a copy marked to evoting@nsdl.co.in.
- In case a Member receives physical copy of the Notice of AGM [for Members whose email addresses are not registered with the Company/Depository Participants(s) or requesting physical copy]:**
- (i) Initial password is provided in the enclosed Ballot Form.
 - (ii) Please follow all steps from Sr. No. B(ii) to Sr. No. B(xii) above, to cast vote.

C. Other Instructions:

- (i) The e-voting period commences on Sunday, August 13, 2017 (9.00 a.m. IST) and ends on Monday, September 11, 2017 (6.00 p.m. IST) (both days inclusive). During this period, Members of the Company, whose names appear in the Register of Members/Statements of beneficial ownership maintained by the Depositories, i.e., National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on the close of business hours on July 28, 2017 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Members, he/she shall not be allowed to change it subsequently.
- (ii) The voting rights of the Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on July 28, 2017 as per the Register of Members/Statements of beneficial ownership maintained by the Depositories, i.e., NSDL and CDSL.
- (iii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or contact Mr. Rajiv Ranjan, Asst. Manager, NSDL, Trade World, 'A' wing, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013 at his designated email id i.e., evoting@nsdl.co.in or rajivr@nsdl.co.in or Tel. No. 91 22 2499 4738 / 1800-222-990.
- (iv) If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

NOTE: Members who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com. In case Members are holding shares in demat mode, USER-ID is the combination of (DP ID+Client ID). In case Members are holding shares in physical mode, USER-ID is the combination of (Even No.+Folio No).

- (v) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- (vi) Any person, who acquires shares of the Company and become a Member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e., Friday July 28, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or at investor.relations@tatatel.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- (vii) As mandated by the Securities and Exchange Board of India ("SEBI"), Members holding shares in electronic form are requested to submit their Permanent Account Number ("PAN") details to their respective Depository Participants and Members holding shares in physical form are requested to submit the PAN details to the Company or its Share Registrar and Transfer Agents.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("Act")

Item Nos. 1, 2, 3 and 4

The Board of Directors of the Company has been exploring various fund raising options in order to augment the resources of the Company. Accordingly, the Board of Directors at its meeting held on July 31, 2017 has approved the proposal to raise an amount not exceeding Rs.1300 Crores through issue of Redeemable Preference Shares - Series 2 ("RPS") and/or issue of Non-Convertible Debentures ("NCDs") and/or acceptance/availing of Inter Corporate Deposits ("ICDs")/Loans, subject to the approval of the Members of the Company. The funds raised through one or more options will be utilised primarily for repayment / prepayment of existing debt / loans of the Company, after meeting the expenditure related to such issue(s). The aggregate amounts proposed to be raised through all the three Resolutions at Item Nos. 2, 3 and 4 would not exceed Rs. 1300 Crores. The necessary details with respect to each of the proposed enabling Resolutions are given hereunder:

a. Increase in the Authorised Share Capital and alteration of the Capital Clause in The Memorandum of Association of the Company

Currently, the Authorised Share Capital as per the Memorandum of Association ("MOA") does not have adequate headroom for issue of the Redeemable Preference Shares ("RPS") as proposed in the Resolution set out at Item No.2 of the Notice. Therefore, in order to enable the issue of RPS, the Authorised Share Capital of the Company is proposed to be increased from the existing Rs. 5500,00,00,000/- (Rupees Five Thousand Five Hundred Crores Only) divided into 250,00,00,000 (Two Hundred Fifty Crores) Equity shares of Rs. 10/- (Rupees Ten Only) each and Preference Share Capital of Rs. 3000,00,00,000/- (Rupees Three Thousand Crores Only) divided into 30,00,00,000 (Thirty Crores) Preference Shares of Rs. 100/- (Rupees One Hundred Only) TO Rs. 8500,00,00,000/- (Rupees Eight Thousand Five Hundred Crores Only) by creating additional new Preference Share Capital of Rs. 3000,00,00,000/- (Rupees Three Thousand Crores Only) divided into 30,00,00,000 (Thirty Crores) Preference Shares of Rs.100/- (Rupees One Hundred Only) each to create adequate headroom for proposed issue of RPS. Consequently, the existing Capital Clause V of the MOA is proposed to be altered.

The approval of the Members of the Company is, therefore, being sought by way of a Special Resolution pursuant to Sections 13, 61 and other applicable provisions, if any, of the Act, read with Article 27 of the Articles of Association, for alteration of the Capital Clause of the MOA as per the Resolution set out at Item No.1 of the Notice.

A draft of the MOA and AOA along with the proposed alterations would be available for inspection without any fees, by the Members at the Registered Office of the Company. Registered office of the company between 11 a.m. to 5 p.m. on all working days upto Monday, September 11, 2017 (except Saturdays, Sundays and public holidays).

b. Issue of 0.1% Non-cumulative Redeemable Preference Shares - Series 2 on Preferential basis

It is proposed to issue upto 13,00,00,000 (Thirteen Crores) 0.1% Non-cumulative Redeemable Preference Shares - Series 2 ("RPS") of Rs. 100/- (Rupees One Hundred Only) each for cash at par aggregating upto an amount of Rs. 1300,00,00,000/- (Rupees One Thousand Three Hundred Crores Only) on preferential basis to Tata Teleservices Limited ("TTSL").

Section 62(1)(c) of the Act, inter alia, provides that where it is proposed to increase the subscribed capital of the Company by the issue of further shares, such shares may be offered to any persons, whether or not those persons are holders of the equity shares of the Company, by way of preferential offer, if authorised by way of a Special Resolution.

Further, as per Section 42 of the Act read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company offering or making an invitation to subscribe to securities, including Redeemable Preference Shares on a preferential basis, is required to obtain the prior approval of the Members by way of a Special Resolution, for each of the offers and invitations.

In view of the above, approval of the Members is being sought by way of Special Resolution under Sections 42, 55 and 62(1)(c) of the Act read with the Rules framed thereunder, to offer, issue and allot RPS in the manner provided herein as per the Resolution set out at Item No. 2 of the Notice.

The terms of the issue of RPS alongwith a statement of disclosures as required under Rule 9(3) of the Companies (Share Capital & Debentures) Rules, 2014, are as under:

Issue size	Upto 13,00,00,000 (Thirteen Crores) RPS of Rs. 100/- (Rupees One Hundred Only) each aggregating upto an amount of Rs. 1300,00,00,000/- (Rupees One Thousand Three Hundred Crores Only)
Nature of Shares	Non-cumulative, Non-participating and Non-convertible
Objective of issue	To repay/prepay the existing debt / loans in order to reduce the finance cost
Manner of issue	RPS will be issued on preferential basis in accordance with the provisions of Sections 42, 55 and 62 of the Act and the Rules framed thereunder
Issue price	RPS will be issued for cash at par i.e., Rs.100/- (Rupees One Hundred Only) per RPS
Basis on which price has been arrived at	Not applicable since RPS are issued at par
Offer period	As may be determined by the Board
Terms of issue and Rate of Dividend	The RPS shall be issued on preferential basis to TTSL. The Rate of Dividend shall be 0.1% per annum
Payment Terms	The entire issue price of Rs. 100/- (Rupees One Hundred Only) per RPS shall be payable on application
Terms, manner and mode of Redemption	- Redeemable at the end of 23 months from the date of allotment or such earlier date as may be decided by the Board - Redemption at par in accordance with Section 55 of the Act, out of the profits of the Company or out of proceeds of a fresh issue of shares made for the purpose of redemption

The pre-issue and post issue shareholding pattern of the Company is as under:

A. The equity shareholding pattern of the Company:

Since, Redeemable Preference Shares are Non-convertible, there will be no dilution in the Equity Capital.

Sr. No.	Category	Equity Shareholding as on June 30, 2017	
		No. of Shares held	% of shareholding
A	Promoters' holding		
1	Indian:		
	Individual	-	-
	Bodies Corporate	122,38,15,401	62.60
	Sub Total	122,38,15,401	62.60
2	Foreign Promoters	22,98,56,926	11.76
	Sub Total (A)	14536,72,327	74.36
B.	Non-Promoters' holding		
1	Institutional Investors	1,06,26,898	0.54
2	Non-Institution:		
	Private Corporate Bodies	2,68,68,364	1.37
	Directors and Relatives	-	-
	Indian Public	44,28,50,472	22.65
	Others (including NRIs)	2,09,09,666	1.07
	Sub Total (B)	50,12,55,400	25.64
	GRAND TOTAL	195,49,27,727	100.00

B. The preference shareholding pattern of the Company:

Sr. No.	Category	Pre-Issue (Redeemable Preference Shares) As on June 30, 2017		Post Issue (RPS Series - 2)	
		No. of Shares held	% of shareholding	No. of Shares held	% of share holding
A	Promoters' holding				
1	Indian:				
	Individual	-	-	-	-
	Bodies Corporate	20,18,00,000	100.00	33,18,00,000	100.00
	Sub Total	20,18,00,000	100.00	33,18,00,000	100.00
2	Foreign Promoters	-	-	-	-
	Sub Total (A)	20,18,00,000	100.00	33,18,00,000	100.00
B	Non-Promoters' holding:				
1	Institutional Investors	-	-	-	-
2	Non-Institution:				
	Private Corporate Bodies	-	-	-	-
	Directors and Relatives	-	-	-	-
	Indian Public	-	-	-	-
	Others (Including NRIs)	-	-	-	-
	Sub Total (B)	-	-	-	-
	GRAND TOTAL	20,18,00,000	100.00	33,18,00,000	100.00

The proposed issue of RPS is in accordance with the provisions of the Articles of Association of the Company.

C. Issue of Non-Convertible Debentures on Private Placement

As per Sections 42 and 71 of the Act, read with the Rules framed thereunder, a company offering or making an invitation to subscribe to Non-Convertible Debentures ("NCDs") on private placement basis is required to obtain the prior approval of the Members by way of a Special Resolution. Such an approval can be obtained once a year for all the offers and invitations made for such NCDs during the year.

It is proposed to issue NCDs for an amount not exceeding Rs. 1300,00,00,000/- (Rupees One Thousand Three Hundred Crores Only), subject to the approval of the Members of the Company. Such NCDs are proposed to be issued at par, i.e., at face value. It is also proposed to issue NCDs in one or more tranches within a period of 1 (One) year from the date of passing the Special Resolution.

As per the provisions of Regulation 23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), all Related Party Transactions require prior approval of the Audit Committee and all material Related Party Transactions require approval of the Members of the Company. A transaction with a related party shall be considered material, if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the company as per the last audited financial statements of the company. TTML and some of the Promoters are related parties as defined under Regulation 23 of the Listing Regulations.

In case of issue of NCDs to one or more of the Promoter/Promoter Group companies, it is likely to exceed the materiality threshold limit. Hence, the proposed transaction is being placed before the Members for approval as per the Resolution set out at Item No. 3 of the Notice. Prior approval of the Audit Committee has been received for the same.

Further, all the related parties i.e., all entities falling under definition of related parties as per Regulation 23 of the Listing Regulations, shall abstain from voting on the Resolution set out at Item No. 3 of the Notice, irrespective of whether the entity is a party to the particular transaction or not.

The proposed issue amount of NCDs will be within the overall borrowing limits of the Company, as approved by the Members from time to time.

b. Acceptance/availing of Inter Corporate Deposits /Loans

It is proposed to accept/avail Inter Corporate Deposits ("ICDs")/Loans upto an aggregate amount of Rs. 1300,00,00,000/- (Rupees One Thousand Three Hundred Crores Only), in one or more tranches, from the Promoter/Promoter Group companies and/or other bodies corporate.

As per the provisions of Regulation 23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), all Related Party Transactions require prior approval of the Audit Committee and all material Related Party Transactions require approval of the Members of the Company. A transaction with a related party shall be considered material, if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the company as per the last audited financial statements of the company. TTML and some of the Promoters are related parties as defined under Regulation 23 of the Listing Regulations.

In case of ICD/Loan is availed from the Promoter/ Promoter group companies, it may exceed the materiality threshold limit. Hence, the proposed transaction is being placed before the Members for approval as per the Resolution set out at Item No. 4 of the Notice. Prior approval of the Audit Committee has been obtained for the same.

Further, all the related parties i.e., all entities falling under definition of related parties as per Regulation 23 of the Listing Regulations, shall abstain from voting on the Resolution set out at Item No. 4 of the Notice, irrespective of whether the entity is a party to the particular transaction or not.

Further, the amount of ICDs/Loans will be within the overall borrowing limits of the Company, as approved by the Members from time to time.

The proposed availing/acceptance of ICDs/Loans is in accordance with the provisions of the Articles of Association of the Company.

The Board commend the Resolutions as set out at Item Nos. 1 to 4 of the accompanying Notice for approval of the Members of the Company.

None of the Directors, Key Managerial Personnel and/or their respective relatives are in any way concerned or interested in passing of the Resolution mentioned at Item No. 1 of the Notice. None of the Directors of the Company or their relatives, Key Managerial Personnel of the Company or their relatives, except Mr. N. Srinath, being Managing Director of the Company and Tata Teleservices Limited, are in any way concerned or interested in passing of the Resolutions mentioned at Item Nos. 2, 3 and 4 of the Notice.

Registered Office:

Voltas Premises,
T. B. Kadam Marg,
Chinchpokli,
Mumbai – 400 033.
CIN: L64200MH1995PLC086354
Website: www.tatateleservices.com
e-mail: investor.relations@tatatel.co.in
Tel.: 91 22 6667 1414
Fax: 91 22 6660 5335

By order of the Board
For **Tata Teleservices**
(Maharashtra) Limited

Kiran Thacker
Company Secretary

Place: Mumbai
Date: August 3, 2017



TATA TELESERVICES (MAHARASHTRA) LIMITED

Corporate Identification Number: L64200MH1995PLC086354

Registered Office: Voltas Premises, T. B. Kadam Marg, Chinchpokli, Mumbai – 400 033

Tel: 91 22 6667 1414 **Fax:** 91 22 6660 5335 **Email:** investor.relations@tatatel.co.in

Website: www.tatateleservices.com

POSTAL BALLOT FORM

1. Name and Registered Address of the Sole/First named Member :
2. Name(s) of the Joint Holder(s), if any :
3. Registered Folio No./ DP ID No. and Client ID No.* (*Applicable to investors holding Shares in dematerialized form) :
4. Number of Equity Share(s) held :
5. EVEN (E-Voting Event Number) :
6. User-ID :
7. Password :

I/We hereby exercise my/our vote(s) in respect of the following resolutions to be passed through Postal Ballot for the business stated in the Notice dated August 3, 2017 of the Company by sending my/our assent (FOR) or dissent (AGAINST) to the said resolutions by placing the tick (✓) mark in the appropriate box below:

Item No.	Brief Description of Resolution	Type of Resolution	No. of Equity Shares for which votes cast	(FOR)	(AGAINST)
				I/We assent to the Resolution	I/We dissent to the Resolution
1	Increase in the Authorised Share Capital and Alteration of the Capital Clause in the Memorandum of Association of the Company	Special Resolution			
2	Issue of 0.1% Non-cumulative Redeemable Preference Shares - Series 2 on Preferential basis	Special Resolution			
3	Issue of Non-convertible Debentures on Private placement	Special Resolution			
4	Availing/Acceptance of Inter Corporate Deposits / Loans	Ordinary Resolution			

Place:

Signature of the Member /
Power of Attorney holder / Authorised Representative

Date:

Note: Please read the instructions printed overleaf carefully before exercising your vote.

INSTRUCTIONS

A. General Information

- 1) This Postal Ballot Form ("Ballot Form") is provided for the benefit of Members who do not have access to e-voting facility.
- 2) Members can opt for only one mode of voting, i.e., either by Ballot Form or e-voting. However, in case Members cast their vote by Ballot Form as well as e-voting, then voting done through e-voting shall prevail and voting done by Ballot Form will be treated as invalid.
- 3) For detailed instructions on e-voting, please refer to the notes appended to the Postal Ballot Notice.
- 4) The Scrutinizer will collate the votes downloaded from the e-voting system and votes received through Ballot Form to declare the final result of the Resolution forming part of the Postal Ballot Notice dated August 3, 2017.

B. Process and manner for Members opting to vote by using the Ballot Form

- 1) Please complete and sign the Ballot Form (any other form or photocopy thereof will be treated as invalid) and send it so as to reach the Scrutinizer, viz. Ms. Dipti A. Mehta, Partner, M/s. Mehta & Mehta, Practicing Company Secretaries, not later than Monday, September 11, 2017 (6.00 p.m. IST). Any Ballot Form received after the said date shall be treated as if the reply from the Member has not been received.
- 2) Postage charges will be borne and paid by the Company. However, in case a Member sends the Ballot Form by courier or registered post or delivers it in person at his/her own expense, such Ballot Form will also be accepted.
- 3) The Ballot Form should be signed by the Member as per the specimen signature registered with the Company/Depository Participants. In case of joint holding, the Ballot Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. A Power of Attorney ("POA") holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing a duly attested copy of the POA. Exercise of vote by Ballot Form is not permitted through proxy.
- 4) In case the shares are held by the companies, other corporate bodies, Mutual Funds, trusts, societies, etc., the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution/Authorization.
- 5) Votes should be cast either in favour or against, by putting the tick (✓) mark in the column provided in the Ballot Form.
- 6) A Member need not use all the votes or cast all the votes in the same way.
- 7) The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on July 28, 2017 as per the Register of Members/Statements of beneficial ownership maintained by the Depositories, i.e., National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL").
- 8) A Member may request for a duplicate physical copy of Ballot Form, if so required, by sending an e-mail to investor.relations@tatatel.co.in mentioning their Folio / DP ID and Client ID No. However, duly filled in and signed duplicate Ballot Form should reach the Scrutinizer not later than the date and time specified in Serial No. B(1) above.
- 9) Unsigned, incomplete, tick marked at both "FOR" and "AGAINST", improperly or incorrectly tick marked Ballot Forms will be rejected. A Ballot Form will also be rejected if it is received in torn, defaced or mutilated condition.
- 10) The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.
- 11) The said Resolutions will be deemed to have been passed on the last date for receiving the Ballot Forms, i.e., Monday, September 11, 2017, if approved by the requisite majority as provided under the relevant provisions of the Companies Act, 2013 and the rules made thereunder.
- 12) The results of the Postal Ballot will be declared on Wednesday, September 13, 2017.