



June 26, 2013

BSE Limited
Listing Department
P. J. Towers,
Dalal Street
Mumbai – 400 001

The National Stock Exchange of India Limited
Listing Department
Exchange Plaza,
Bandra Kurla Complex
Bandra (E),
Mumbai – 400 051

Dear Sir,

Subject: Notice of the Extra-Ordinary General Meeting of the Company to be held on Monday, July 29, 2013

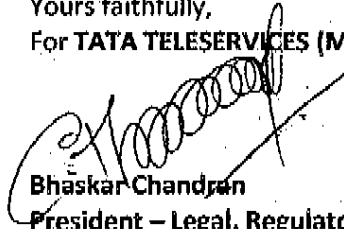
Reference: Script Code (i) at BSE, Mumbai – 532371 (ii) at NSE, Mumbai – TTML

Further to our letters dated June 19, 2013 & June 20, 2013, please find attached herewith copy of the Notice of the Extra-Ordinary General Meeting of the Company to be held on Monday, July 29, 2013. Please note that the Notice is being printed and will be dispatched to the shareholders of the Company.

Kindly acknowledge the receipt of the same.

Thanking you,

Yours faithfully,
For **TATA TELESERVICES (MAHARASHTRA) LIMITED**


Bhaskar Chandran
President – Legal, Regulatory &
Company secretary

Encl.: As stated above.

TATA TELESERVICES (MAHARASHTRA) LIMITED

D-26/2 TTC Industrial Area MIDC, Sanpada, P.O. Turbhe, Navi Mumbai 400 703
Tel.: 91-22-6661 5445 Fax: 91-22-6660 5517

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



Tata Teleservices (Maharashtra) Limited

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

NOTICE

NOTICE is hereby given that an Extra-Ordinary General Meeting of the Members of Tata Teleservices (Maharashtra) Limited will be held on Monday, July 29, 2013 at 11.30 a.m. at "Rangaswar", 4th Floor, Yashwantrao Chavan Pratishthan Mumbai, Gen. Jagannathrao Bhosle Marg, Nariman Point, Mumbai - 400 021 to transact the following business:-

SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 1956 and the Articles of Association of the Company and Circular No. CIR/CFD/DIL/11/2012 dated August 29, 2012 of the Securities and Exchange Board of India prescribing the manner of achieving the minimum public shareholding requirements in terms of the Securities Contracts (Regulation) Rules, 1957 and subject to other legislations, rules and guidelines as may be necessary and applicable and subject to such consents and approvals as may be required, the Company do hereby capitalize such amount, as may be determined by the Board of Directors (the "Board" which expression shall include a validly appointed committee of the Board), from the Securities Premium Account and distribute the same by way of issuing such number of equity shares of Rs.10/- each credited as fully paid bonus shares to the holders of the existing equity shares of the Company whose name appear on the Register of Members on a date to be designated for this purpose, i.e., the record date, to the exception of the promoters and promoter group of the Company, in proportion of 2 (two) new equity shares for every 15 (fifteen) existing equity share(s) held by them on the footing that they become entitled thereto as capital and not as income and that such new shares, as and when issued shall rank *pari passu* with the existing issued ordinary shares except for dividend, if any, which shall be pro rata from the date of allotment of such shares.

RESOLVED FURTHER THAT the Company shall not issue fractional share certificate(s) and instead consolidate all such fractional entitlement(s), if any, and thereupon issue and allot equity shares in lieu thereof to a Director or an Officer of the Company or such other person or institution authorised to act as trustees, as the Board shall appoint in this behalf, who shall hold the equity shares in trust on behalf of the members entitled to fractional entitlements with the express understanding that such Director(s) or Officer(s) or Person(s) or Institution(s) shall sell the same in the market at such time or times and at such price or prices and to such person or persons, other than the promoters and entities in the promoter group, as he / they may deem fit, and pay to the Company, the net sale proceeds thereof, whereupon the Company shall distribute such net sale proceeds, subject to taxes, if any, to the members of the Company in proportion to their respective fractional entitlements **AND THAT** in case the aggregate of such shares to be allotted to the Director / Officer / Person / Institution by virtue of consolidation of fractional entitlements is a fraction, one additional equity share will be issued in the Company to such Director / Officer / Person / Institution in lieu of such fractional amount.

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution the Managing Director or Executive President & Chief Financial Officer or President - Legal, Regulatory & Company Secretary be and are hereby authorised jointly and severally to take all necessary steps, including but not limited to, fixing the record date, filing an application(s) seeking listing of the equity shares of the Company with the stock exchanges on which the shares of the Company are listed, enter into any documentations to give effect to this resolution and to give such directions as may be necessary to settle any question or difficulty which may arise in regard thereto in such manner and to do such other acts, things and deeds as may be considered to be necessary or expedient for the purposes of giving effect to this resolution."

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. A proxy form, in order to be effective, should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. An explanatory statement as required under Section 173(2) of the Companies Act, 1956 is enclosed herewith and forms part of this Notice.

By Order of the Board
For Tata Teleservices (Maharashtra) Limited

Bhaskar Chandran
President - Legal, Regulatory & Company Secretary

Dated: June 24, 2013
Registered Office:
Voltas Premises,
T. B. Kadam Marg,
Chinchpokli,
Mumbai - 400 033



EXPLANATORY STATEMENT

(Pursuant to Section 173(2) of the Companies Act, 1956)

As per the provisions of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR"), the Company is required to maintain a public shareholding of 25% of the aggregate paid-up equity share capital of the Company ("Minimum Public Shareholding Threshold"). Since presently the public shareholding of the Company is 22.82% of the aggregate paid-up equity share capital of the Company, the Company is in non-compliance of the Minimum Public Shareholding Threshold to the extent of 2.18%.

Pursuant to an order dated June 4, 2013 ("Order") issued by the Securities and Exchange Board of India ("SEBI"), SEBI has imposed certain restrictions and further sought to take action against companies which did not meet the Minimum Public Shareholding Threshold specified under SCRR as on June 3, 2013.

In order to comply with the Minimum Public Shareholding Threshold (i.e., 25% of the aggregate paid up equity share capital of the company being held by the 'public' category of shareholders), SEBI has pursuant to its circular dated August 29, 2012, bearing number CIR/CFD/DIL/11/2012, permitted companies to undertake a bonus issuance to its public shareholders, with a pre-condition that the promoters and promoter group of such companies are to forego their bonus entitlement at the time of such an issue.

In order to comply with the Minimum Public Shareholding Threshold by way of the aforesaid bonus issuance route, the Company had approached its promoters and promoter group *inter alia* requesting them to waive/forego their entitlement in the proposed bonus issue. The promoters and promoter group have approved the bonus issuance as well as agreed to forego their entitlement in the said bonus issuance.

It is therefore proposed to capitalise such amount not exceeding Rs.60 crores from the Securities Premium Account of the Company, as may be determined by the Board, out of the amount of Rs. 583.16 crores standing to the credit of the Securities Premium Account as on March 31, 2013, by way of issuing bonus shares having a face value of Rs. 10 each to the shareholders of the Company, except the members of the promoters and promoter group, in proportion of 2 (two) new equity shares for every 15 (fifteen) existing equity share(s) held by them in the Company as on a date to be determined for this purpose, i.e., the record date.

As a result of the proportionate basis of allotment which would be followed during the bonus issuance, there might be fractional shares which may be created. The Company shall deal with this issue as proposed in the resolution.

As per the provisions of the Articles of Association of the Company, shareholders' approval is required to capitalize the reserves of the Company.

The Board recommends passing of the special resolution as set out in the Notice convening the meeting.

None of the Directors are concerned or interested in the resolution except to the extent of equity shares that may be allotted to them or to the companies / institutions / trusts of which they are directors or members or trustees, by way of the bonus issuance.

By Order of the Board
For Tata Teleservices (Maharashtra) Limited

Bhaskar Chandran
President – Legal, Regulatory & Company Secretary

Dated: June 24, 2013
Registered Office:
Voltas Premises,
T. B. Kadam Marg,
Chinchpokli,
Mumbai – 400 033

**TATA TELESERVICES (MAHARASHTRA) LIMITED**

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

ATTENDANCE SLIP**Extra-Ordinary General Meeting on Monday, July 29, 2013**

Members attending the meeting in person or by proxy are requested to complete the attendance slip and hand it over at the entrance of the Meeting hall.

Reg. Folio No. DP ID* Client ID*

I certify that I am a registered shareholder / proxy for the registered shareholder of the Company. I hereby record my presence at the EXTRA-ORDINARY GENERAL MEETING of the Company at "Rangaswar", 4th Floor, Yashwantrao Chavan Pratishthan Mumbai, Gen. Jagannathrao Bhosle Marg, Nariman Point, Mumbai - 400 021 at 11.30 a.m. on Monday, July 29, 2013.

Member's/Proxy's name in Block Letters

Member's / Proxy's Signature

Note: Please fill in this slip and hand over at the **ENTRANCE TO THE AUDITORIUM**.

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

**TATA TELESERVICES (MAHARASHTRA) LIMITED**

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

PROXY FORM

Reg. Folio No. DP ID* Client ID*

I/We of in the district of being a member / members of the above named Company hereby appoint of in the district of or failing him of in the district of as my/our proxy to vote for me/us on my/our behalf at the EXTRA-ORDINARY GENERAL MEETING of the Company to be held on Monday, July 29, 2013 and at any adjournment thereof.

Signature

Signed this day of 2013.

Affix a
15 ps.
Revenue
Stamp

Note: This form in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company, not less than 48 hours before the meeting.

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



TATA TELESERVICES (MAHARASHTRA) LIMITED

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

Book-Post

If undelivered, please return to :

Tata Teleservices (Maharashtra) Limited

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