

NOTICE

Notice is hereby given that the Extraordinary General Meeting of the Members of Tata Teleservices Limited (the '**Company**') will be held on Friday, February 10, 2017, at 5.00 P.M. at Tata Sons Limited Conference Room No. 2 (Opposite Lift), 4th Floor, Bombay House, 24, Homi Mody Street, Fort, Mumbai – 400 001 to consider and transact the following business:

SPECIAL BUSINESS:**1. Alteration in the Clause V of the Memorandum of Association.**

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

"RESOLVED THAT pursuant to the provisions of Sections 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**"), read with the Companies (Share Capital & Debentures) Rules, 2014, including any statutory modification(s) thereof, and Article No. 89 of the Articles of Association of the Company ('AOA'), the Authorised Share Capital of the Company be and is hereby increased and altered from the existing Rs. 20000,00,00,000/- (Rupees Twenty Thousand Crores only) divided into 1248,00,00,000 (One Thousand Two Hundred Forty Eight Crores) Equity Shares of Rs. 10/- (Rupees Ten only) each and 75,20,00,000 (Seventy Five Crores Twenty Lakhs) Compulsorily Convertible Non-Cumulative Preference Shares ("**CCPS**") of Rs. 100/- (Rupees Hundred only) each **TO** Rs. 40000,00,00,000/- (Rupees Forty Thousand Crores only) divided into 2248,00,00,000 (Two Thousand Two Hundred Forty Eight Crores) Equity Shares of Rs. 10/- (Rupees Ten only) each and 175,20,00,000 (One Hundred Seventy Five Crores Twenty Lakhs) CCPS of Rs. 100/- (Rupees Hundred only) each by:

1. creating additional 1000,00,00,000 (One Thousand Crores) Equity Shares of Rs. 10/- (Rupees Ten only) each aggregating Rs. 10000,00,00,000/- (Rupees Ten Thousand Crores only); and
2. creating additional 100,00,00,000 (One Hundred Crores) CCPS of Rs. 100/- (Rupees One Hundred only) each aggregating Rs. 10000,00,00,000 (Rupees Ten Thousand Crores only).

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Act, read with the Companies (Incorporation) Rules, 2014, including any statutory modification(s) thereof, the existing Clause V of the Memorandum of Association of the Company be replaced with the following new Clause V:

'V. The Authorised Share Capital of the Company is Rs. 40000,00,00,000 divided into 2248,00,00,000 (Two Thousand Two Hundred Forty Eight Crores) Equity Shares of Rs. 10/- (Rupees Ten only) each and 175,20,00,000 (One Hundred Seventy Five Crores Twenty Lakhs) Compulsorily Convertible Non-Cumulative Preference Shares of Rs. 100/- (Rupees One Hundred only) each, with the power to increase or reduce the Capital of the Company and divide the shares in the Capital for the time being into several classes and attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to determine, vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 2013 or by the Articles of Association of the Company for the time being.'

RESOLVED FURTHER THAT Mr. N. Srinath, Managing Director, Mr. Anuraag Srivastava, Chief Financial Officer and Mr. Pravin Jogani, Assistant Company Secretary, be and are hereby severally authorised to file required forms/returns with the Registrar of Companies or any other government authority/ies and to do all such acts, deeds and things as may be necessary and expedient to give effect to this Resolution."

2. Issue of Compulsorily Convertible Non-Cumulative Preference Shares on Rights basis

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

"RESOLVED THAT pursuant to the provisions of Sections 55, 62 and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") read with Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 ('**Rules**') framed thereunder, as may be amended from time to time, the provisions of the Foreign

Exchange Management Act, 1999 (the 'FEMA') read with Foreign Direct Investment Policy of India ('FDI Policy'), RBI guidelines issued from time to time and the Memorandum and 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 other approvals, permissions and sanctions, as may be necessary and subject to such terms, conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as the 'Board' which term shall be deemed to include any Committee thereof or any other person(s) for the time being exercising the powers conferred on the Board by this Resolution) or as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, consent of the Company be and is hereby accorded to the Board to invite/offer, issue and allot upto 100,00,00,000 (One Hundred Crores) – 0.1% Compulsorily Convertible Non-Cumulative Preference Shares ('CCPS') of Rs. 100/- (Rupees One Hundred only) each, aggregating upto Rs. 10000,00,00,000 (Rupees Ten Thousand Crores only), in one or more tranche(s), for cash at par, on a Rights Basis to such holders of equity shares of the Company in proportion, as nearly as circumstances admit, to the paid up share capital on those shares and whose names shall appear on the Register of the Members as on the Record Date to be decided by the Board;

RESOLVED FURTHER THAT each CCPS shall:

- a) carry a preferential right vis-à-vis Equity Shares of the Company with respect to payment of dividend and repayment in case of a winding up or repayment of capital;
- b) be non-participating in the surplus funds;
- c) be non-participating in the surplus assets and profits, on winding up which may remain after the entire capital has been repaid;
- d) be paid dividend on a non-cumulative basis;
- e) be compulsorily converted into such number of equity shares of Rs. 10/- each at the higher of :
 - i. Fair Market Value determined as on the date of the conversion; or
 - ii. Rs. 10/- per equity share (being the Face Value of the equity shares) at the option of the CCPS holder at any time after three months from the date of allotment of CCPS but not later than thirty-six months from the date of allotment.
- f) have voting rights only in respect of certain matters as per the provisions of Section 47(2) of the Act; and
- g) not be redeemed but shall be compulsorily convertible.

RESOLVED FURTHER THAT the Board of Directors or Committee thereof, be and are hereby authorized to determine size of each tranche(s), rights entitlement ratio, timing of the offer and various other matters in respect thereof and to settle any question, doubt or difficulty which may arise in regard to the offers or allotment and to do all such acts, deeds, matters and things as may be considered necessary, expedient, usual or proper to give effect to this Resolution."

Registered Office:

Jeevan Bharati Tower I, 10th Floor,
124, Connaught Circus, New Delhi – 110 001
CIN: U74899DL1995PLC066685

Corporate Office:

A & E Blocks, Voltas Premises, T. B. Kadam Marg,
Chinchpokli, Mumbai – 400 033

Website: www.tatateleservices.com & www.tatadocomo.com

e-mail: pravin.jogani@tatatel.co.in

Tel: +91 22 6667 1414

Fax: +91 22 6610 6175

Place: Mumbai

Date: January 12, 2017

By order of the Board
For and on behalf of
Tata Teleservices Limited



Pravin Jogani
Assistant Company Secretary

TATA TELESERVICES LIMITED**NOTES FOR MEMBERS' ATTENTION:**

- A. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXY(IES) TO ATTEND AND VOTE AT THE MEETING INSTEAD OF HIMSELF/HERSELF AND THE PROXY(IES) NEED NOT BE A MEMBER.** The instrument appointing the proxy(ies) in order to be effective should be completed and deposited at the Registered Office of the Company not less than **48 hours** before the commencement of the meeting either in person or through post/courier.
- B.** A person appointed as proxy, shall act as a proxy for not more than 50 Members and holding in aggregate not more than 10% of the total paid up share capital of the Company carrying voting rights. A Member holding more than 10% of the paid up share capital of the Company carrying voting rights may appoint a single person as proxy and such person appointed cannot act as proxy for any other Member.
- C.** The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the 'Act') in respect of the Special Business is annexed hereto and forms part of this Notice.
- D.** Companies / Bodies Corporate Members are requested to send a certified copy of the board resolution authorising their representatives to attend and vote at the Meeting pursuant to provisions of Section 113 of the Act.

ANNEXURE**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (the 'Act')****Item No. 1**

The present Capital structure of Tata Teleservices Limited (the 'Company') is as under:

Particulars	Authorised Share Capital		Issued/Subscribed/Paid up Share Capital	
	Number of shares	Value in Rs.	Number of share	Value in Rs.
Equity Shares	1248,00,00,000	12480,00,00,000	471,23,91,413	4712,39,14,130
Compulsorily Convertible Non-Cumulative Preference Shares ("CCPS")	75,20,00,000	7520,00,00,000	6700,76,118	6700,76,11,800
Total	1323,20,00,000	20000,00,00,000	538,24,67,531	11413,15,25,930

The Company has outstanding CCPS of Rs. 4,500 Crores, which are due for conversion. Further, the Company has issued CCPS of ~Rs. 2,200.69 Crores. The Company may be required to raise additional capital by way of CCPS, to meet its future fund requirements, the Company needs to create adequate headroom to accommodate issuance of Equity Shares for conversion of outstanding CCPS and infusion of capital in future in the following manner:

Particulars	Present Authorised Share Capital		Proposed Authorised Share Capital	
	Number of shares	Value in Rs.	Number of share	Value in Rs.
Equity Shares	1248,00,00,000	12480,00,00,000	2248,00,00,000	22480,00,00,000
Compulsorily Convertible Non-Cumulative Preference Shares ("CCPS")	75,20,00,000	7520,00,00,000	175,20,00,000	17520,00,00,000
Total	1323,20,00,000	20000,00,00,000	2423,20,00,000	40000,00,00,000

Section 13 read with Section 61 of the Act requires the Company to obtain the approval of the Shareholders for alteration of Clause V of Memorandum of Association ('MOA'). The proposed alteration in Clause V of MOA is within the scope of Section 61 of the Act.

The draft of the MOA of the Company, after incorporating the proposed changes is available for inspection by the Members at the Registered Office of the Company during business hours on any working day upto the date of the Meeting and will be kept open at the place of the Meeting during the continuation of the Meeting.

The Directors commend the Resolution as set out at Item No. 1 of the accompanying Notice for approval of the Members of the Company.

None of the Directors of the Company or their relatives, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financial or otherwise, in the proposed Resolution.

Item No. 2

The Board of Directors at its meeting held on December 2, 2016, had approved the offer and issuance of upto 100,00,00,000 (One Hundred Crores) – 0.1% Compulsorily Convertible Non-Cumulative Preference Shares ('CCPS') – Series-IV of Rs. 100/- (Rupees One Hundred only) each, aggregating upto Rs. 10000,00,00,000 (Rupees Ten Thousand Crores only), in one or more tranche(s) on Rights Basis to the equity Shareholders of the Company.

Section 55 of the Act read with Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 ('Rules') framed there under, *inter alia*, requires the Company to obtain the prior approval of the Shareholders, by way of a Special Resolution for issuance of preference shares.

Accordingly, the approval of the Members is being sought, by way of a Special Resolution, to offer and issue CCPS, in one or more tranche(s), at par on Rights basis to the Equity Shareholders of the Company.

A statement of disclosures as required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014 and the terms of issue of CCPS, are as under:

(a)	the size of the issue and number of preference shares to be issued and nominal value of each share	upto 100,00,00,000 (One Hundred Crores) – 0.1% Compulsorily Convertible Non-Cumulative Preference Shares ('CCPS') – Series-IV of Rs. 100/- (Rupees One Hundred only) each, aggregating upto Rs. 10000,00,00,000 (Rupees Ten Thousand Crores only), in one or more tranche(s)
(b)	the nature of such shares i.e. cumulative or non - cumulative, participating or non - participating , convertible or non – convertible	Non-Cumulative, Non-participating Compulsorily Convertible Preference shares
(c)	the objectives of the issue	To prepay/repay the debt in order to reduce the finance cost
(d)	the manner of issue of shares	Rights Basis
(e)	the price at which such shares are proposed to be issued	At par
(f)	the basis on which the price has been arrived at	Not applicable as shares are being issued at par
(g)	the terms of issue, including terms and rate of dividend on each share, etc.	The shares shall carry a fixed Non-Cumulative dividend at a rate of 0.1% on the capital for the time being paid-up thereon
(h)	the terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion	Each CCPS shall be compulsorily converted into such number of equity shares of Rs. 10 each at the higher of: (a) Fair Market Value determined as on the date of the conversion; or (b) Rs. 10/- per equity share (being the Face Value of the equity shares) Such conversion shall be at the option of the investor at any time after three months from the date of allotment of shares but not later than thirty-six months from the date of allotment

(i)	the manner and modes of redemption	Not applicable since CCPS are not redeemable																
(j)	the current shareholding pattern of the company	<p>Equity Shareholding Pattern as on January 6, 2017:</p> <table border="1"> <thead> <tr> <th>Category</th> <th>% to Equity Capital</th> </tr> </thead> <tbody> <tr> <td>Foreign holding</td> <td>35.91</td> </tr> <tr> <td>Bodies corporate</td> <td>63.61</td> </tr> <tr> <td>Directors/Relatives of Directors</td> <td>0.00</td> </tr> <tr> <td>Other top 50 shareholders</td> <td>0.48</td> </tr> <tr> <td>Indian Public</td> <td>0.00</td> </tr> </tbody> </table> <p>Compulsorily Convertible Non-cumulative Preference shareholding Pattern (CCPS) as on January 6, 2017:</p> <table border="1"> <thead> <tr> <th>Category</th> <th>% to CCPS Capital</th> </tr> </thead> <tbody> <tr> <td>Body Corporate</td> <td>100</td> </tr> </tbody> </table>	Category	% to Equity Capital	Foreign holding	35.91	Bodies corporate	63.61	Directors/Relatives of Directors	0.00	Other top 50 shareholders	0.48	Indian Public	0.00	Category	% to CCPS Capital	Body Corporate	100
Category	% to Equity Capital																	
Foreign holding	35.91																	
Bodies corporate	63.61																	
Directors/Relatives of Directors	0.00																	
Other top 50 shareholders	0.48																	
Indian Public	0.00																	
Category	% to CCPS Capital																	
Body Corporate	100																	
(k)	the expected dilution in equity share capital upon conversion of preference shares	Nil, since the CCPS are issued on a Rights Basis to the existing equity shareholders																
(l)	Minimum Subscription	Not applicable																
(m)	Renunciation of Rights	The rights entitlement of a shareholder can be renounced fully or partly by a shareholder in favor of any other person/s. Provided that any renunciation by a Resident Shareholder to a Non Resident Shareholder shall be subject to the prevailing FDI and/or FEMA regulations/guidelines and such other applicable laws. The onus of obtaining any such regulatory approvals wherever required shall be on such Resident Shareholder																
(n)	Transferability of CCPS	The CCPS shall be transferable, subject to provisions of Articles of Association and applicable regulations, including FDI and FEMA regulations/guidelines																
(o)	Payment Terms	The entire issue price of Rs. 100/- per CCPS shall be payable upfront on application																
(p)	Variation in terms of CCPS	Any variation in the terms of the CCPS after allotment shall be made in accordance with applicable provisions of the Companies Act, 1956, Companies Act, 2013 and Rules framed thereunder																
(q)	Fractional Shares	Fractional shares, if any, arising on conversion of CCPS shall be rounded off to the next higher digit if equal to or greater than 0.5 share. Any fraction below 0.5 share shall be ignored																
(r)	Ranking of equity shares arising on conversion	The Equity Shares to be allotted on conversion of the CCPS shall rank <i>pari passu</i> in all respects with the then existing Equity Shares of the Company, and shall be subject to the Memorandum and Articles of Association of the Company.																



TATA TELESERVICES LIMITED

		The shares, if allotted, to NTT DOCOMO, INC. under this issue and thereafter converted into Equity Shares, shall not form part of the Eligible Shares as defined under the Shareholders Agreement dated 25 th March, 2009 between the Company, Tata Sons Limited and NTT DOCOMO, INC
(s)	Manner of issuance of CCPS and equity shares on conversion	CCPS would be allotted in dematerialized form and the Equity Shares arising on conversion shall also be issued in dematerialized form. In case any Shareholder is holding Equity Shares in physical form, Share Certificate shall be issued

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

There is no subsisting default in the redemption of preference shares issued by the Company earlier or in the payment of dividend due on those preference shares issued earlier by the Company.

The Directors commend the Resolution as set out at Item No. 2 of the accompanying Notice for approval of the Members of the Company.

None of the Directors of the Company or their relatives, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financial or otherwise, in the proposed Resolution.

Registered Office:

Jeevan Bharati Tower I, 10th Floor,
124, Connaught Circus, New Delhi – 110 001
CIN: U74899DL1995PLC066685

Corporate Office:

A & E Blocks, Voltas Premises, T. B. Kadam Marg,
Chinchpokli, Mumbai – 400 033

Website: www.tatateleservices.com & www.tatadocomo.com

e-mail: pravin.jogani@tatatel.co.in

Tel: +91 22 6667 1414

Fax: +91 22 6610 6175

Place: Mumbai

Date: January 12, 2017

By order of the Board
For and on behalf of
Tata Teleservices Limited

Pravin Jogani
Assistant Company Secretary

TATA TELESERVICES LIMITED

Corporate Identification Number: U74899DL1995PLC066685

Regd. Office: Jeevan Bharati Tower I, 10th Floor, 124, Connaught Circus, New Delhi – 110001, India.

Corporate Office: A & E Blocks, Voltas Premises, T. B. Kadam Marg, Chinchpokli, Mumbai – 400033, India.

Tel: +91-22-66671414, Fax: +91-22-66106175. Website: www.tatateleservices.com and

www.tatadocomo.com; Email Id: listen@tatadocomo.com

Contact Person: Mr. Pravin Jogani – Assistant Company Secretary

E-Mail: pravin.jogani@tatatel.co.in

ATTENDANCE SLIP

**Extra-Ordinary General Meeting on Friday, February 10, 2017 at 5.00 P.M. at Tata Sons Limited
Conference Room No. 2 (Opposite Lift), 4th Floor, Bombay House, 24, Homi Mody Street, Fort,
Mumbai – 400 001**

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

Name _____

Address _____

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 Tata Sons Limited Conference Room No. 2 (Opposite Lift), 4th Floor, Bombay House, 24, Homi Mody Street, Fort, Mumbai – 400 001 at 5.00 P.M. on Friday, February 10, 2017.

Member's/Proxy's name in Block Letters _____

Member's/Proxy's Signature _____

Note: Please fill in this slip and handover at the ENTRANCE of the venue of the General Meeting.

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



TATA TELESERVICES LIMITED

Form No. MGT-11

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

TATA TELESERVICES LIMITED

Corporate Identification Number: U74899DL1995PLC066685

Regd. Office: Jeevan Bharati Tower I, 10th Floor, 124, Connaught Circus, New Delhi – 110001, India.

Corporate Office: A & E Blocks, Voltas Premises, T. B. Kadam Marg, Chinchpokli, Mumbai – 400033, India.

Tel: +91-22-66671414, Fax: +91-22-66106175. Website: www.tatateleservices.com and

www.tatadocomo.com; Email Id: listen@tatadocomo.com

Contact Person: Mr. Pravin Jogani – Assistant Company Secretary

E-Mail: pravin.jogani@tatatel.co.in

Extra-Ordinary General Meeting on Friday, February 10, 2017 at 5.00 P.M. at Tata Sons Limited Conference Room No. 2 (Opposite Lift), 4th Floor, Bombay House, 24, Homi Mody Street, Fort, Mumbai – 400 001

Name of the Member (s) :

Registered address :

E-mail Id :

Folio No. /Client ID :

DP ID :

I/ We, being the holder (s) of _____ equity shares of Tata Teleservices Limited, hereby appoint

1. Name :

Address :

Email-id :

Signature :

or failing him/her

2. Name :

Address :

Email-id :

Signature :

or failing him/her



TATA TELESERVICES LIMITED

3. Name :
Address :
Email-id :
Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company, to be held on Friday, February 10, 2017 at 5.00 P.M., at Tata Sons Limited Conference Room No. 2 (Opposite Lift), 4th Floor, Bombay House, 24, Homi Mody Street, Fort, Mumbai – 400 001 and at any adjournment thereof in respect of such Resolutions set out in the Notice convening the meeting, as are indicated below:

Resolution No(s).

1. Alteration in the Clause V of the Memorandum of Association.
2. Issue of Compulsorily Convertible Non-Cumulative Preference Shares on Rights basis.

Signed this _____ day of _____ 2016

Signature of Shareholder _____

Signature of Proxy holder (s) _____

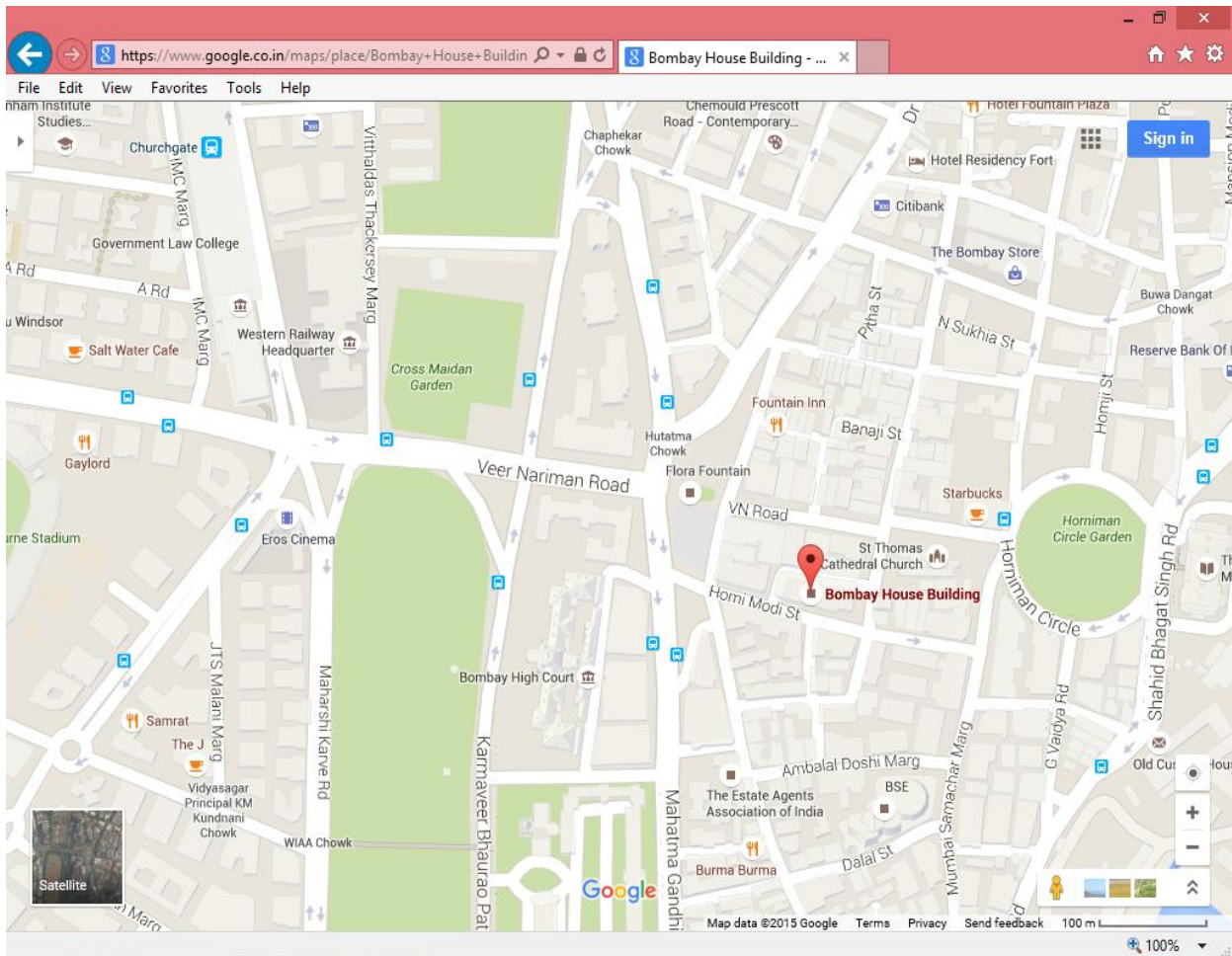
Affix a Revenue Stamp of Re. 1/-

Note: This Form in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

TATA TELESERVICES LIMITED

Route Map and prominent landmark for EGM Venue *

**Address of Venue: Tata Sons Limited Conference Room No. 2 (Opposite Lift), 4th Floor,
Bombay House, 24, Homi Mody Street, Fort, Mumbai – 400 001**



*Source: Google Maps