



June 3, 2021

BSE Limited
Listing Department
P. J. Towers,
Dalal Street,
Mumbai – 400 001
Scrip Code: 532371

National Stock Exchange of India Ltd.
Listing Department
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051
Scrip Symbol: TTML

Dear Sir/Madam,

Subject: Notice of the 26th Annual General Meeting (“AGM”) of the Company for FY 2020-21 - Regulation 30 of the SEBI LODR

Pursuant to Regulation 30 read with Para A, Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith the Notice and the Explanatory Statement of the 26th AGM of the Company scheduled to be held on Monday, June 28, 2021 at 1100 hours (IST) via Video Conference/ Other Audio Visual Means. The said Notice forms part of the 26th Annual Report for FY 2020-2021 which is being sent only through electronic mode to the Members.

The Notice and the Explanatory Statement of the 26th AGM of the Company forming part of 26th Annual Report for FY 2020-2021 is available on the website of the Company at <https://corporate.tatateleservices.com/Downloads/Investor/ttml/26th-annual-report-fy-2020-2021.pdf>

This is for your information and records.

Thanking you,

Yours truly,
For Tata Teleservices (Maharashtra) Limited


Vrushali Dhamnaskar
Assistant Company Secretary

Encl.: As above.

TATA TELESERVICES (MAHARASHTRA) LIMITED

Registered Office : D-26, TTC Industrial Area, MIDC Sanpada, P.O. Turbhe, Navi Mumbai, Maharashtra, 400 703
Tel: 91 22 6661 5111 | Fax: 91 22 6660 5517 | Email : investor.relations@tatatel.co.in
Website: www.tatateleservices.com | CIN: L64200MH1995PLC086354

NOTICE

Notice is hereby given that the Twenty Sixth Annual General Meeting of Tata Teleservices (Maharashtra) Limited (the "Company") will be held on **Monday, June 28, 2021 at 1100 hours (IST)** through Video Conferencing facility or Other Audio Visual Means to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2021 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Thambiah Elango (DIN: 07973530), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. Ratification of remuneration of Cost Auditors

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of ₹ 1,80,000/- (Rupees One Lakh Eighty Thousand Only), plus applicable tax and actual out of pocket expenses not exceeding 10% of the remuneration incurred in connection with the audit, payable to M/s. Sanjay Gupta & Associates, Cost Accountants, having Firm Registration Number 000212, who are appointed as Cost Auditors to conduct the audit of cost records maintained by the Company for the financial year 2021-2022."

4. Material Related Party Transactions

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members of the Company be and are hereby accorded to the material related party transactions/proposed transactions to be entered into between the Company and Tata Communications Limited, a related party, relating to rendering or availing of services, sharing of infrastructure, and sharing of costs for an aggregate value upto ₹ 235 Crores (Rupees Two Hundred and Thirty-Five Crores Only) per annum for the financial year 2021-2022, financial year 2022-2023 and financial year 2023-2024."

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

Vrushali Dhamnaskar
Assistant Company Secretary
(ACS 28356)

Registered Office:

D-26, TTC Industrial Area,
MIDC Sanpada, P.O. Turbhe,
Navi Mumbai - 400 703.
Tel.: 91 22 6661 5111
Fax: 91 22 6660 5517
CIN: L64200MH1995PLC086354
Website: www.tatateleservices.com
e-mail: investor.relations@tatatel.co.in

Place: Mumbai

Date: June 1, 2021

Notes:

1. In view of the ongoing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 20/2020 dated May 5, 2020 in relation to "Clarification on holding of Annual General Meeting ("AGM") through video conferencing ("VC") or other audio visual means ("OAVM")" read with General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, General Circular No. 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020 in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19" and General Circular No. 02/2021 dated January 13, 2021 (collectively referred to as "MCA Circulars") and SEBI vide its circular dated May 12, 2020 in relation to "Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 – Covid-19 pandemic" and circular dated January 15, 2021 ("SEBI Circulars"), permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. In

compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), MCA Circulars and SEBI Circulars, the 26th AGM of the Company is scheduled to be held through VC/OAVM on **Monday, June 28, 2021 at 1100 hours (IST). The deemed venue for the 26th AGM will be the Registered Office of the Company** at D-26, TTC Industrial Area, MIDC Sanpada, P.O. Turbhe, Navi Mumbai – 400 703, Maharashtra.

2. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC OR OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND SEBI CIRCULAR, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF THIS AGM ARE NOT ANNEXED TO THIS NOTICE.**

3. Institutional Investors, who are Members of the Company, are encouraged to attend the 26th AGM through VC/OAVM facility and vote through remote e-voting facility. Institutional Investors and Corporate Members intending to appoint their authorised representatives pursuant to Sections 112 and 113 of the Act, as the case maybe, to attend the AGM through VC/OAVM or to vote through remote e-voting are requested to send a certified copy of the Board Resolution to the Scrutiniser by e-mail at evoting@mehta-mehta.com with copy marked to evoting@nsdl.co.in.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. As per the provisions of Clause 3.A.II of the General Circular No. 20/2020 dated May 5, 2020, the matters of Special Business as appearing at Item No. 3 and 4 of the Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.
6. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item Nos. 3 and 4 of the Notice, are annexed hereto. The relevant details, pursuant to Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is also annexed. Requisite declarations have been received from the Director for seeking re-appointment.
7. The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings by logging into the National Securities Depository Limited's ("NSDL") e-Voting website at www.evoting.nsdl.com. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars.
8. In line with the MCA Circulars and SEBI Circulars, the Notice of the 26th AGM along with the Annual Report for financial year 2020-2021 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The Notice convening the 26th AGM and the Annual Report for financial year 2020-2021 has been uploaded on the website of the Company i.e., www.tatateleservices.com and may also be accessed on the websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL i.e., www.evoting.nsdl.com.
9. As per Regulation 40 of the Listing Regulations, securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with the physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form by contacting their Depository Participants ("DPs"). Members can contact the Company's Registrar and Share Transfer Agent, TSR Darashaw Consultants Private Limited (formerly known as TSR Darashaw Limited) ("Registrar") at csg-unit@tcplindia.co.in for assistance in this regard.
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc., to their DPs in case the shares are held in electronic form and to the Registrar at csg-unit@tcplindia.co.in in case the shares are held in physical form, quoting their folio no. Further, Members may note that SEBI has mandated the submission of PAN by every participant in securities market.
11. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form SH-14. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the Registrar at csg-unit@tcplindia.co.in in case the shares are held in physical form, quoting your folio no.
12. The format of the Register of Members prescribed by the MCA under the Act requires the Company/Registrar to record additional details of Members, including their PAN details, email address, bank details for payment of dividend, etc. A form for capturing these additional details is appended at the end of this Notice. Members holding shares in physical form are requested to submit the filled-in form to the Company at investor.relations@tatatel.co.in or to the Registrar in physical after restoration of normalcy or in electronic mode at csg-unit@tcplindia.co.in, as per the instructions mentioned in the form. Members holding shares in electronic form are requested to submit the details to their respective DP only and not to the Company or Registrar.
13. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Registrar, the details of such folios together with the share certificates for consolidating their holdings in one folio. The share certificate will be returned to such Members after making requisite changes.
14. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e., Monday, June 28, 2021. Members seeking to inspect such documents can send an email to investors.relations@tatatel.co.in.
15. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company, or their DP as the case may be, of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.
16. To support the 'Green Initiative', and also to receive the copies of AGM notice in case of AGM through VC/OAVM and other communication from the Company. Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Registrar in case the shares are held by them in physical form.

17. **Process for registering email addresses to receive this Notice of AGM and Annual Report electronically and cast votes electronically:**

(i) **Registration of email addresses with Registrar:** The Company has made special arrangements with Registrar for registration of e-mail addresses of those Members (holding shares either in electronic or physical form) whose email address are not registered in their account/folio and who wish to receive this Notice electronically and cast votes electronically. Eligible Members whose e-mail addresses are not registered with the Company/DPs are required to provide the same to Registrar on or before 1700 hours IST on **Monday, June 21, 2021**. Process to be followed for registration of e-mail address is as follows:

- (a) Visit the link https://tcpl.linkintime.co.in/EmailReg/Email_Register.html
- (b) Select the company name viz. **Tata Teleservices (Maharashtra) Limited**
- (c) Enter the DP ID & Client ID / Physical Folio Number, Name of the Member and PAN details. Members holding shares in physical form need to additionally enter one of the share certificate numbers.
- (d) Enter Mobile No and email id and click on Continue button.
- (e) System will send OTP on Mobile and Email Id.
- (f) Upload:
 - Self-attested copy of PAN card &
 - Address proof viz. Aadhar Card, passport or front and back side of share certificate in case of Physical folio.
- (g) Enter the OTP received on Mobile and Email Address.
- (h) The system will then confirm the e-mail address for receiving this AGM Notice.

After successful submission of the e-mail address, NSDL will e-mail a copy of this AGM Notice and Annual Report for financial year 2020-2021 along with the e-Voting user ID and password. In case of any queries, Members may write to csg-unit@tcplindia.co.in or evoting@nsdl.co.in.

(ii) **Registration of e-mail address permanently with the Company / DP:** Members are requested to register the same with their concerned DPs, in respect of electronic holding and with Registrar, in respect of physical holding by writing to them at csg-unit@tcplindia.co.in. Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their DPs/Registrar to enable servicing of notices / documents / Annual Reports and other communications electronically to their e-mail address in future.

(iii) Alternatively, those Members who have not registered their email addresses are required to send an email request to evoting@nsdl.co.in along with the following documents for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this Notice:

- In case shares are held in **physical mode**, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card, self-attested scanned copy of Aadhar Card.

- In case shares are held in **demat mode**, please provide DPID-Client ID (8 digit DPID + 8 digit Client ID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, self-attested scanned copy of PAN card, self-attested scanned copy of Aadhar Card.

18. Pursuant to the provisions of Section 108 of the Act read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations and the MCA Circulars and SEBI Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a Member using remote e-voting system as well as remote e-voting during the AGM will be provided by NSDL.
19. Members of the Company holding shares either in physical form or in electronic form as on the cut-off date of **Monday, June 21, 2021** may cast their vote by remote e-Voting. **The remote e-voting period commences on Friday, June 25, 2021 (0900 hours IST) and ends on Sunday, June 27, 2021 (1700 hours IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e., **Monday, June 21, 2021**.
20. The Members will be provided with the facility for voting through electronic voting system during the video conferencing proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-voting, will be eligible to exercise their right to vote during such proceedings of the AGM. Members who have cast their vote by remote e-voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolution(s) for which the Member has already cast the vote through remote e-voting.
21. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting before the AGM as well as remote e-voting during the AGM. Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the Notice and holding shares as on the cut-off date, i.e., **Monday, June 21, 2021**, may obtain the User ID and password by sending a request at evoting@nsdl.co.in.
22. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of remote e-voting facility for all those Members who are present during the AGM through VC/OAVM but have not cast their votes by availing the remote e-voting facility. The remote e-voting facility during the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the AGM.
23. The Board has appointed Mr. Atul Mehta (Membership No. FCS 5782/CP No. 2486) failing him, Ms. Dipti Mehta (Membership No. PCS 3776/CP No. 23905) failing her, Ms. Ashwini Mohit Inamdar (Membership No. FCS 9409/CP No. 11226) Partners, M/s. Mehta & Mehta, Practising Company Secretaries as the Scrutiniser to

- scrutinise the e-voting during the AGM and remote e-voting process in a fair and transparent manner.
24. At the twenty-second AGM held on July 31, 2017 the Members approved appointment of Price Waterhouse Chartered Accountants LLP, (Firm Registration No. 012754N/N500016) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the twenty-seventh AGM, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of Statutory Auditors for ratification by Members at every AGM has been done away with by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of Statutory Auditors at this AGM.
 25. The Scrutiniser shall, immediately after the conclusion of e-voting at the AGM, make, not later than 48 hours from the conclusion of the AGM, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or any other Director authorised in this behalf, who shall countersign the same.
 26. The results of voting along with the Scrutiniser's Report shall be placed on the Company's website www.tatateleservices.com and on the website of NSDL www.evoting.nsdl.com immediately on receipt of the Scrutiniser's Report. Simultaneously, the same will also be communicated to the BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed.
 27. Instructions for attending the AGM through VC/OAVM and for remote e-voting (before and during the AGM) are given below.

(A) Instructions for E-Voting before / During the AGM

Instructions for Remote E-Voting

The way to vote electronically on NSDL e-Voting system consists of 'Two Steps' which are mentioned below:

Step 1: Log-in to NSDL e-Voting system

I. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

Pursuant to SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-Voting facility.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. 2. On the e-Services home page, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. 3. This will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value Added Services. 4. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. 5. Click on the company name or e-Voting service provider i.e., NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 6. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. 7. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp <p>e-Voting website of NSDL</p> <ol style="list-style-type: none"> 1. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. 2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. 3. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. 4. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e., NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

II. Login method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile device.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.
- Your User ID details will be as per details given below :
 - For Members who hold shares in demat account with NSDL: 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****).
 - For Members who hold shares in demat account with CDSL: 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).

- For Members holding shares in Physical Form: EVEN Number followed by Folio Number registered with the Company (For example if folio number is 001*** and EVEN is 101456, then user ID is 101456001***).
- Your password details are given below:
 - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered (refer Note No. 17 of this Note).

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a. Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. “Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system and join AGM

How to cast your vote electronically on NSDL e-Voting system and join AGM ?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN 116054” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

(B) INSTRUCTIONS FOR MEMBERS ATTENDING THE AGM THROUGH VC/OAVM

1. Members will be able to attend the AGM through VC / OAVM or view the live webcast of the AGM provided by NSDL at <https://www.evoting.nsdl.com> following the steps mentioned above for access to NSDL e-Voting system. After successful login, you can see link of VC / OAVM placed under Join General meeting menu against company name. You are requested to click on VC / OAVM link placed under Join General Meeting menu.

Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in this Notice to avoid last minute rush. Further, Members can also use the OTP based login for logging into the e-voting system of NSDL.

2. The Members may join the AGM through Laptops, Smartphones, Tablets and iPads for better experience. Further, Members will be required to use internet with a good speed to avoid any disturbance during the AGM. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/ Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
3. Members are encouraged to submit their questions in advance with regard to the financial statements or any other matter to be placed at the 26th AGM, from their registered email address, mentioning their name, DP ID and Client ID/Folio Number and mobile number, to reach the Company’s e-mail address at investor.relations@tatatel.co.in before 1500 hours (IST) on Thursday, June 24, 2021. Queries that remain unanswered at the AGM will be appropriately responded by the Company at the earliest post the conclusion of the AGM.
4. Members who would like to express their views or ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered email address mentioning their names, DP ID and Client ID/Folio Number, PAN, Mobile Number at investor.relations@tatatel.co.in between Monday, June 21, 2021 (0930 hours IST) to Thursday, June 24, 2021 (1700 hours IST). Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
5. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in/1800-222-990 or contact Ms. Pallavi Mhatre, Manager – NSDL at evoting@nsdl.co.in / +91 22 24994545.

General Guidelines for Members:

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
2. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for Members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in. In case of any grievances connected with facility for e-voting, please contact Ms. Pallavi Mhatre, Manager, NSDL, 4th Floor, ‘A’ Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013. Email: evoting@nsdl.co.in / Tel: 1800 1020 990 /1800 224 430.

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

Item No. 3

The Board of Directors at its meeting held on April 26, 2021, on the recommendation of the Audit Committee, has approved the appointment of M/s. Sanjay Gupta & Associates (Firm Registration Number 000212) as Cost Auditors for auditing the cost accounting records in respect of the services covered under the Companies (Cost Records and Audit) Rules, 2014 of the Company for the financial year 2021-2022 at a remuneration of ₹ 1,80,000/- (Rupees One Lakh Eighty Thousand Only) plus applicable tax and actual out of pocket expenses not exceeding 10% of the remuneration incurred in connection with the said audit.

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, remuneration of Cost Auditor of the Company is required to be ratified and approved by the Members of the Company. Accordingly, the consent of the Members by way of an Ordinary Resolution is sought for the ratification of the remuneration payable to M/s. Sanjay Gupta & Associates, Cost Accountants.

M/s. Sanjay Gupta & Associates, Cost Accountants, have certified that they are eligible for appointment as Cost Auditors, free from any disqualifications, are working independently and maintaining arm's length relationship with the Company.

The Board commends the Ordinary Resolution at Item No. 3 of the Notice for ratification and approval by the Members.

None of the Directors, Key Managerial Personnel and/or their respective relatives are in any way concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 3 of the Notice.

Item No. 4

Tata Teleservices (Maharashtra) Limited ("TTML"/the "Company") provides telecommunication services to its subscribers in Mumbai, Rest of Maharashtra and Goa. Tata Communications Limited ("TCL") is a global company which enables the digital transformation of enterprises globally, unlocking opportunities for businesses by enabling borderless growth, boosting product innovation and customer experience, improving productivity and efficiency, building agility and managing risk. With its solutions orientated approach, proven managed service capabilities and cutting-edge infrastructure, TCL drives the next level of intelligence powered by cloud, mobility, Internet of Things (IoT), collaboration, security and network services. TCL carries around 30% of the world's internet routes and connects businesses to 60% of the world's cloud giants. To enjoy economies of scale and savings in estimated cost, the Company and TCL have entered into various arrangements, to share costs of certain shared central services, network assets and other infrastructure / resources.

In addition, TCL being National Long Distance ("NLD") service operator TTML has entered into an agreement with TCL for routing the traffic through their NLD network. TTML has also entered into similar agreements with other NLD operators.

TTML and TCL propose to continue with the aforesaid agreements/ arrangement in the future also.

Under the provisions of Regulation 23 of the Securities and 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 shareholders of the Company by an Ordinary Resolution. 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. TCL and its subsidiaries have become subsidiary of Tata Sons Private Limited effective from March 18, 2021. TCL and TTML, both being subsidiaries of Tata Sons Private Limited are regarded as related party as per Regulations 2(zb) of the Listing Regulations.

The transactions between TTML and TCL include the following:

- a. Internet Leased Line Charges: The charges are based on volumes and TCL & TTML offer each other competitive market rates.
- b. Interconnect Usage Charges (Carriage): The charges are based on volumes and TCL & TTML offer each other competitive market rates.
- c. Interconnect Usage Charges (Termination): These charges are prescribed by TRAI from time to time and are followed by all the telecom operators in India.
- d. Lease Line Bandwidth Charges & Last Mile Lease Bandwidth Charges: The charges are based on volumes and TCL & TTML offer each other competitive market rates.
- e. O&M Service Charges – IRU: The charges are based on volumes and TCL & TTML offer each other competitive market rates.
- f. Infrastructure Sharing & Co-Building Charges: Leasing of properties from TCL are based on valuation of the properties or at the rates at which TCL had given to other parties on lease.
- g. Synergy LE (Large Enterprises): These charges are based on the actual cost incurred and are charges on cost to cost basis without markup.
- h. Hosted Call Centre Services: These charges are allocated on the basis of revenue share of TTML.
- i. Recovery and Allocation of Costs: Sharing of common resources is based on "Various Ratios" such as Subscriber Ratio, Revenue Ratio and Reimbursement of Actual cost without Mark-up.
- j. Infrastructure Income (recovery): Leasing of properties to TCL are based on valuation of the properties or at the rates at which TTML had given to other parties on lease.
- k. Purchase of Assets & Inventory: Transaction Values are based on original procurement price as billed by independent third parties or such prices adjusted for depreciation without any markup.
- l. Synergy SME Business partner (Small & Medium Enterprises): TTML renders similar services to its own SME customers and to TCL SME customers. The services rendered are comparable @ gross profit margin level for Arm's Length testing.
- m. Service Income: Income from provision of services is comparable with that offered by TTML to other similar offerings to other customers.
- n. Rent Income & Related Recovery: Leasing of properties to TCL based on valuation of the properties or at the rates at which TTML had given to other parties on lease.
- o. Other Income IRU O&M Income: The charges are based on volumes and TCL & TTML offer each other competitive market rates.

Transactions are in nature of Revenue, Operation Costs and Capital Expenditures for TTML.

Further, TTML also benefits from the synergy on integrated marketing strategy and optimum utilisation of knowledge, skill and experience from TCL, which would not have otherwise been available to TTML if such arrangements were not in place.

The value of the transactions with TCL, in respect of next three financial years FY 2021-2022, FY 2022-2023 and FY 2023-2024 is estimated to be not exceeding ₹ 235 Crores (Rupees Two Hundred and Thirty-Five Crores only) per annum, which exceeds the materiality threshold limit. Hence, the transactions are required to be approved by the shareholders. These transactions are in the ordinary course of business of the Company

and on arm's length basis. Prior approval of the Audit Committee has been received for the same.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members.

Pursuant to Regulation 23 of the Listing Regulations, all the related parties i.e., all entities falling under definition of related parties as per Regulation 23 of the Listing Regulations, whether the entity is a party to the particular transaction or not, would not be eligible to vote on the Resolution No. 4.

The shareholding (including Preference Share Capital, if any) of the Promoters of TTML in TCL is given below:

Sr. No.	Name of Company/Body Corporate	Category (in relation to TTML)	Shareholding in TCL (Including Preference Capital) Percentage (%)
1	Tata Sons Private Limited	Promoter	14.07%

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise in the said resolution mentioned at Item No. 4 of the Notice. Further, Mr. N. Srinath, Non-Executive Director of the Company is also a director on the Board of TCL, though not interested, may be deemed to be interested as a good governance practice.

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

Vrushali Dhamnaskar
Assistant Company Secretary
(ACS 28356)

Registered Office:

D-26, TTC Industrial Area,
MIDC Sanpada, P.O. Turbhe,
Navi Mumbai - 400 703.
Tel.: 91 22 6661 5111
Fax: 91 22 6660 5517
CIN: L64200MH1995PLC086354
Website: www.tatateleservices.com
e-mail: investor.relations@tatatel.co.in

Place: Mumbai
Date: June 1, 2021

**Details of Director seeking re-appointment
at the Annual General Meeting**

(Pursuant to Regulations 26 and 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 – Secretarial Standards on General Meetings)

Name of the Director	Mr. Thambiah Elango	
DIN	07973530	
Designation	Non-Executive Non-Independent Director	
Age	56	
Qualifications	Bachelor's degree in Engineering (Mechanical Engineering), post graduate diploma in management from IIM, Bangalore	
Experience	Over 30 years of experience in Brand building, Project Management, Sales & marketing and operations in ICT sector.	
Terms and conditions of re-appointment	<ul style="list-style-type: none"> - Director in Non-Executive Non-Independent capacity - Liable to retire by rotation 	
Details of remuneration sought to be paid	Refer 'Remuneration paid to the Directors' under "Corporate Governance Report"	
Remuneration last drawn	Refer 'Remuneration paid to the Directors' under "Corporate Governance Report"	
Date of first appointment on the Board	April 1, 2019	
Shareholding in the Company	Refer "Corporate Governance Report"	
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	None	
Number of meetings of the Board attended during financial year 2020-2021	Held	Attended
	7	7
Other Directorships (All companies except of Foreign Companies to be mentioned)	<ul style="list-style-type: none"> • Savadika Retail Private Limited 	
Memberships/Chairmanships of committees of other Boards	Corporate Social Responsibility Committee <ul style="list-style-type: none"> • Savadika Retail Private Limited (Member) 	

TSR Darashaw Consultants Private Ltd.
(formerly known as TSR Darashaw Limited)
Unit: Tata Teleservices (Maharashtra) Limited
C 101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg,
Vikhroli (West), Mumbai - 400 083.

Updation of Shareholder Information

I / We request you to record the following information against my / our Folio No.:

General Information: Folio No.:

Name of the first named Shareholder:

PAN: *

CIN/ Registration No.: *

(applicable to Corporate Shareholders)

Tel No. with STD Code:

Mobile No.:

Email Id:

*Self attested copy of the document(s) enclosed

Bank Details: IFSC:
(11 digit)

MICR:
(9 digit)

Bank A/c Type:

Bank A/c No.: *

Name of the Bank:

Bank Branch Address:

* A blank cancelled cheque is enclosed to enable verification of bank details

I/We hereby declare that the particulars given above are correct and complete. If the transaction is delayed because of incomplete or incorrect information, I/We would not hold the Company/RTA responsible. I/We undertake to inform any subsequent changes in the above particulars as and when the changes take place. I/We understand that, the above details shall be maintained by you till I/We hold the securities under the above mentioned Folio No./beneficiary account.

Place:

Date:

Signature of Shareholder