

**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.inWebsite: www.tatateleservices.com**POSTAL BALLOT FORM**

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| The last date for receipt of Postal Ballot Form is Wednesday, August 29, 2018 (5.00 p.m. IST) |
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|----|--|---|--|
| 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 Resolution as detailed in the Notice dated July 20, 2018 convening Meeting of the Equity Shareholders of Tata Teleservices (Maharashtra) Limited, as directed by the Hon'ble National Company Law Tribunal, on August 30, 2018 at 11.00 a.m. Rangaswar, 4th Floor, Yashwantrao Chavan Pratishthan Mumbai, Gen. Jagannathrao Bhosle Marg, Nariman Point, Mumbai – 400 021 by sending my/our assent (FOR) or dissent (AGAINST) to the said Resolution by placing the tick (✓) mark in the appropriate box below:

| Item No. | Brief Description 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 | Resolution for approving the Scheme of Arrangement between Tata Teleservices (Maharashtra) Limited ("Applicant Company" or "Transferor Company" or the "Company") and Bharti Airtel Limited ("Transferee Company") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 | | | |

Place:

Date:

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

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

INSTRUCTIONS

A. General Information

- 1) The Mumbai Bench of the Hon'ble National Company Law Tribunal ("NCLT"), vide its Order dated May 11, 2018 as modified by the order dated July 13, 2018, has directed that a Meeting of the Equity Shareholders of the Applicant Company shall be convened and held at Rangaswar, 4th Floor, Yashwantrao Chavan Pratishthan Mumbai, Gen. Jagannathrao Bhosle Marg, Nariman Point, Mumbai – 400 021 on Thursday, August 30, 2018 at 11.00 a.m. for the purpose of considering, and if thought fit, approving, with or without modification(s), the arrangement embodied in the Scheme.

Pursuant to Sections 230 to 232 read with Section 108 and 110 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014, assent or dissent of the Members in respect of the resolution detailed in the Notice dated July 20, 2018 is being additionally sought through Postal Ballot process/remote e-voting as per the directions of NCLT.

- 2) This Postal Ballot Form ("Ballot Form") is provided for the benefit of Members who do not have access to remote e-voting facility.

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. Mr. P. N. Parikh, Partner, Parikh & Associates, Practicing Company Secretaries, not later than Wednesday, August 29, 2018 (5.00 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 voting period shall commence on and from Monday, July 30, 2018 (9.00 p.m. IST) and end on Wednesday, August 29, 2018 (5.00 p.m. IST). The envelopes containing the Postal Ballot Form should reach the Scrutinizer not later than 5.00 p.m. (IST) on Wednesday, August 29, 2018. The Postal Ballot Form received after this date and time will be strictly treated as if reply from the Member has not been received.
- 4) Assent/Dissent to the proposed resolution may be recorded either in favour or against, by putting the tick (✓) mark in the column provided in the Ballot Form. Postal Ballot Form bearing (✓) mark in both the column will render the form invalid.
- 5) In case of joint holding, the Postal Ballot Form should be completed and signed (as per the specimen signature registered with the Company/ Depository) by the first named Member and in the absence of such Member, by the next named joint holder. A Member may sign the Postal Ballot Form through an attorney; in such case certified true copy of Power of Attorney should be attached to the Postal Ballot Form. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Member(s).
- 6) 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.
- 7) An incomplete, unsigned, incorrectly completed, defaced, torn, mutilated, tick marked at both "FOR" and "AGAINST", improperly or incorrectly tick marked, overwritten, wrongly signed Postal Ballot Form will be rejected. A Ballot Form will also be rejected if it is received in torn, defaced or mutilated condition. Exercise of vote by Ballot Form is not permitted through proxy.
- 8) A Member need not use all the votes or cast all the votes in the same way.
- 9) 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 20, 2018 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").
- 10) 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 above.
- 11) If any extraneous paper is found in such envelope the same would not be considered by the Scrutinizer and would be destroyed.
- 12) The decision of the Scrutinizer on the validity of the Postal Ballot Form and any other related matter shall be final.
- 13) The proposed Scheme, if assented by majority of Shareholders representing three-fourths in value, by way of Postal Ballot, remote e-voting and voting by Poll at the Meeting shall be considered as passed on the date of the Meeting i.e., Thursday, August 30, 2018.

E-VOTING: The Company is pleased to provide e-voting as an alternative for the Members of the Company to enable them to cast their votes electronically instead of through physical Postal Ballot Form. E-voting is optional. In case a Member has voted through e-voting facility, he/she need not send a physical Postal Ballot Form. In case a Member votes through e-voting facility as well as sends his/her vote through physical vote, vote cast through e-voting shall only be considered and the voting through physical Postal Ballot Form shall not be considered by the Scrutinizer. Members are requested to refer to the Notice and notes thereto, for detailed instructions with respect to e-voting.