August 31, 2018

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

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

Scrip Code: 532371
Scrip Symbol: TTML

Dear Sir / Madam,

Subject: Regulations 30 and 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) – Proceedings of the Meeting of Equity Shareholders, Secured Creditors and Unsecured Creditors of Tata Teleservices (Maharashtra) Limited (the “Company”) convened as per the direction of the Hon’ble National Company Law Tribunal, Mumbai Bench

Pursuant to Order dated May 11, 2018 as modified by an order dated July 13, 2018 (“Order”) of the Hon’ble National Company Law Tribunal, Mumbai Bench (“Tribunal”) in the Company Scheme Application No. 194 of 2018, the meetings of the Equity Shareholders, Secured Creditors and Unsecured Creditors of the Company were held on Thursday, August 30, 2018 at 11:00 a.m., 2:30 p.m. and 3:30 p.m. respectively at “Rangaswar”, 4th Floor, Yashwantrao Chavan Pratishthan Mumbai, Gen. Jagannathrao Bhusle Marg, Nariman Point, Mumbai – 400 021 (collectively referred to as “NCLT Meetings”) to consider and if thought fit, to approve the Scheme of Arrangement among the Company, Bharti Airtel Limited and their respective shareholders and creditors, pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013.

In connection with the same, please find the following:

(a) Summary of the proceedings of the NCLT Meetings in compliance with the Regulation 30, Part A of Schedule III of the Listing Regulations attached as “Annexure - A”.

(b) The result of voting by Shareholders through postal ballot, remote e-voting and voting at the NCLT Meeting venue is attached as “Annexure - B”.

(c) Consolidated Scrutinizer’s Reports dated August 30, 2018 on voting by equity shareholders through postal ballot, remote e-voting and voting at the meeting venue are attached as “Annexure - C”.

(d) Report of the Scrutinizer dated August 30, 2018 on voting by Secured Creditors through ballot paper at the meeting venue is attached as “Annexure - D”.

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

Page 1 of 4
(e) Report of the Scrutinizer dated August 30, 2018 on voting by Unsecured Creditors through ballot paper at the meeting venue is attached as "Annexure - E".

Thanking you,

Yours truly,
For Tata Teleservices (Maharashtra) Limited

[Signature]
Vrushali Dhamnaskar
Assistant Company Secretary

Encl: As stated above
Summary of proceedings of the meetings of the Equity Shareholders, Secured Creditors and Unsecured Creditors of Tata Teleservices (Maharashtra) Limited (the “Company”) convened and held on Thursday, August 30, 2018 pursuant to the order dated May 11, 2018 as modified by an order dated July 13, 2018 (“Orders”) of the Hon’ble National Company Law Tribunal, Mumbai Bench (“Tribunal”) in the Company Scheme Application No. 194 of 2018

The Tribunal convened meetings of the Equity Shareholders, Secured Creditors and Unsecured Creditors (collectively referred to as “NCLT Meetings”) of the Company were held on Thursday, August 30, 2018 at “Rangaswar”, 4th Floor, Yashwantrao Chavan Pratishthan Mumbai, Gen. Jagannathrao Bhosle Marg, Nariman Point, Mumbai – 400 021 at 11.00 a.m., 2.30 p.m. and 3.30 p.m., respectively.

Mr. N. Srinath, Managing Director, appointed as the Chairperson for the aforesaid NCLT Meetings by the Tribunal vide its said Orders, presided over the NCLT Meetings. The requisite quorum being present, the Chairperson called the NCLT Meetings to order. All other Directors of the Company attended the NCLT Meetings.

The Chairperson thereafter took the Chair, welcomed all the Equity Shareholders, Secured Creditors and Unsecured Creditors present at the venue of the NCLT Meetings and informed that the NCLT Meetings have been convened pursuant to the said Orders passed by the Tribunal to approve the scheme of arrangement between the Company, Bharti Airtel Limited and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013 (“Scheme”). He, then briefed the Equity Shareholders, Secured Creditors and Unsecured Creditors of the respective NCLT Meetings on the background and rationale of the Scheme

With the permission of the Equity Shareholders, Secured Creditors and Unsecured Creditors, the respective notices convening the NCLT Meetings including the proposed resolution were taken as read.

The Chairperson further informed the Equity Shareholders that in terms of the applicable provisions of the Companies Act, 2013 read with the relevant rules thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had also provided them, the facility to cast their vote through postal ballot and e-voting process administered by National Securities Depository Limited. He further mentioned that the Company has provided the facility of voting at the meeting through ballot paper for those Equity Shareholders who did not exercise their vote through postal ballot and/or e-voting. He further informed the Equity Shareholders, Secured Creditors and Unsecured Creditors that, by the said Orders of Tribunal, Mr. P. N. Parikh, Partner, Parikh & Associates, Practicing Company Secretaries, was appointed as the Scrutinizer for scrutinizing the remote e-voting process, voting by postal ballot and voting at the NCLT Meetings.
Thereafter, queries in relation to the Scheme, placed by the Equity Shareholders were clarified by the Chairperson.

The Chairperson requested the Equity Shareholders, Secured Creditors and Unsecured Creditors to cast their vote on the proposed resolution. The resolution set out in the respective notices of the Equity Shareholders, Secured Creditors and Unsecured Creditors convening the NCLT Meetings was then put to vote.

The Chairperson directed voting at the meeting venue on the said resolution for approval to the Scheme to take place and requested Mr. P. N. Parikh, the Scrutinizer, to conduct the voting process.

After the Equity Shareholders, Secured Creditors and Unsecured Creditors had cast their votes at the venue of the NCLT Meetings and on completion of the voting, the Scrutinizer was requested to report to the Chairperson, the result of the voting in respect of the resolution approving the Scheme at the respective NCLT Meetings.

The Chairperson thanked the Equity Shareholders, Secured Creditors and Unsecured Creditors for attending and participating in the NCLT Meetings. The NCLT Meetings were then declared closed.

The Scrutinizer’s Report has been received on August 30, 2018. Majority of the Shareholders, Secured Creditors and Unsecured Creditors (representing more than three-fourths in value) who voted, have voted in favour of the respective resolution. The respective resolution has been approved by the requisite majority.

Yours truly,
For Tata Teleservices (Maharashtra) Limited

Vrushali Dhamnaskar
Assistant Company Secretary
### TATA TELESERVICES (MAHARASHTRA) LTD

**Resolution (1)**

**Resolution required:** (Ordinary / Special) SPECIAL

**Whether promoter/ promoter group are interested in the agenda/resolution?** No

Resolution for approving the Scheme of Arrangement between Tata Teleservices (Maharashtra) Limited ("Applicant Company" or "Transferor 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

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<th>Sr. No.</th>
<th>Promoter/Public</th>
<th>Mode of Voting</th>
<th>Total No. of Shares Held</th>
<th>No. of votes polled</th>
<th>% of Votes Polled on outstanding shares</th>
<th>No. of Votes in favour</th>
<th>No. of Votes against</th>
<th>% of Votes in favour on votes polled</th>
<th>% of Votes against on votes polled</th>
<th>Invalid Votes</th>
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<td>0.00</td>
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<td>0</td>
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<td>0.00</td>
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<td></td>
<td>Postal Ballot</td>
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<td>0.00</td>
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To,
The Chairperson appointed for the National Company Law Tribunal,
Mumbai Bench Convened Meeting of Equity Shareholders of
Tata Teleservices (Maharashtra) Limited
Voltas Premises, T.B. Kadam Marg,
Chinchpokli Mumbai - 400033

Dear Sir,

Sub: Consolidated Scrutinizer’s Report on remote e-voting/postal ballot
conducted pursuant to the provisions of Sections 108 and 110 and other
applicable provisions of the Companies Act, 2013 read with the
Companies (Compromises, Arrangements and Amalgamations) Rules,
2016 and Rule 20 & 22 of the Companies (Management and
Administration) Rules, 2014 as amended by Companies (Management
and Administration) Amendment Rules, 2015 and voting at the National
Company Law Tribunal, Mumbai Bench (“NCLT”) convened meeting
of the equity shareholders of Tata Teleservices (Maharashtra) Limited
held on Thursday, August 30, 2018 at Rangaswar, 4th Floor, Yashwantrao
Chavan Pratishthan Mumbai, Gen. Jagannathrao Bhosle Marg, Nariman
Point, Mumbai - 400021 at 11:00 a.m.

I. P. N. Parikh of M/s. Parikh & Associates, Practising Company Secretaries, had
been appointed as the Scrutinizer, vide order dated May 11, 2018 as modified by
an order dated July 13, 2018 of the National Company Law Tribunal, Mumbai
Bench, for Tata Teleservices (Maharashtra) Limited pursuant to Section 108 of the
Companies Act, 2013 (“the Act”) read with Rule 20 & 22 of the Companies
(Management and Administration) Rules, 2014 as amended by Companies
(Management and Administration) Amendment Rules, 2015, to conduct the
remote e-voting process and to scrutinize the postal ballot forms received from
the shareholders in respect of the below mentioned resolution proposed at the
NCLT convened meeting of the Equity Shareholders of Tata Teleservices
(Maharashtra) Limited (“the Company”).

I was also appointed as Scrutinizer to scrutinize the voting process at the said
NCLT convened meeting of the equity shareholders held on August 30, 2018.

The Notice of the meeting dated July 20, 2018 along with statement setting out
material facts under Section 230(3) read with Section 102 and other applicable
provisions of the Companies Act, 2013 as confirmed by the Company were sent
to the Equity Shareholders whose names appeared in the Register of Members
and in the list of Beneficial Owners as on July 20, 2018 in respect of the below
mentioned resolution proposed at the NCLT convened meeting.
The Company had provided the Equity Shareholders with the facility for casting their votes either by way of postal ballot or by way of remote e-voting using facility offered by National Securities Depository Limited ("NSDL").

The Company had provided voting through poll paper to the Equity Shareholders present at the NCLT convened meeting of the Equity Shareholders and who had not cast their vote earlier through remote e-voting facility or by postal ballot form.

The voting period for remote e-voting as well as Postal Ballot commenced on Monday, July 30, 2018 at 09:00 a.m. (IST) and ended on Wednesday, August 29, 2018 at 05:00 p.m. (IST) and the NSDL e-voting platform was disabled thereafter.

The votes cast under remote e-voting facility were unblocked in the presence of two witnesses who were not in the employment of the Company. Postal ballot forms received up to Wednesday, August 29, 2018 at 05:00 p.m. (IST) were also considered and scrutinized.

On August 30, 2018, at the venue of the NCLT convened meeting, the Chairman of the NCLT convened meeting directed for conducting the voting through poll paper for the Equity Shareholders who were present at the meeting but who had not cast their vote earlier through the postal ballot or the remote e-voting module of NSDL.

After the closure of the voting at the NCLT convened meeting of the Equity Shareholders, the report on the voting done at the meeting was generated in my presence and the voting was diligently scrutinized.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the NSDL e-voting system.

The voting done through postal ballot and remote e-voting were reconciled with the records maintained by the Company and NSDL and the authorizations lodged with the Company.

The Postal ballot forms and remote e-voting including votes cast through poll paper done at the NCLT convened meeting, which were incomplete and/or which were otherwise found defective have been treated as invalid.

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and rules relating to postal ballots and remote e-voting and the voting conducted through poll paper at the venue of the meeting on the resolution contained in the Notice of the NCLT convened meeting.
My responsibility as scrutinizer for the postal ballots and remote e-voting and the voting conducted through poll paper at the venue of the meeting is restricted to making a Scrutinizers Report of the votes cast in favour or against the Resolution.

I now submit my consolidated Report as under on the result of the remote e-voting/ Postal Ballot forms and the voting conducted through poll paper at the venue of the NCLT convened meeting in respect of the said Resolution.

Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013, and any other applicable provisions of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the rules, circulars and notifications made thereunder as may be applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 (as amended) issued by the Securities and Exchange Board of India read with the observation letters issued by BSE Limited dated March 21, 2018 and by National Stock Exchange of India Limited dated March 21, 2018 and relevant provisions of other applicable laws, the provisions of the Memorandum of Association and Articles of Association of Tata Teleservices (Maharashtra) Limited, and subject to the approval of the Mumbai Bench of the National Company Law Tribunal and such other approvals, permissions and sanctions of regulatory or governmental and other authorities or tribunal, as may be necessary, the proposed arrangement embodied in the scheme of arrangement between Tata Teleservices (Maharashtra) Limited, a public listed company having its registered office at Voltas Premises, T. B. Kadam Marg, Chinchpokli, Mumbai - 400 033, Maharashtra and Bharti Airtel Limited, a public listed company, having its registered office at Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase II, New Delhi - 110070 and their respective shareholders and creditors (“Scheme”), a draft of which was placed before this meeting and initialed by the Company Secretary for the purpose of identification, be and is hereby approved with or without modification and with conditions, if any, which may be required and/or imposed and/or permitted by the Mumbai Bench of the National Company Law Tribunal while sanctioning the Scheme and/or by any governmental authority;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and for removal of any difficulties or doubts, the Board, be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper, and to settle any questions or difficulties or doubts that may arise, including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary to give effect to the above resolution, settling
questions or difficulties arising under the Scheme or in regard to and of the meaning or interpretation of the Scheme or implementation thereof or in any matter whatsoever connected therewith, or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those, and to do all acts, deeds and things as may be necessary, desirable or expedient for carrying the Scheme into effect or to carry out such modifications/directions as may be required and/or imposed and/or permitted by (a) the Mumbai Bench of the National Company Law Tribunal while sanctioning the Scheme; or (b) by any governmental authorities, and to approve withdrawal (and where applicable, re-filing) of the Scheme at any stage for any reason including in case any changes and/or modifications are suggested/required to be made in the Scheme or any condition suggested, required or imposed, whether by any (a) shareholder or creditor; (b) Securities and Exchange Board of India; (c) the National Company Law Tribunal; and/or (d) any other authority, are in its view not acceptable to Tata Teleservices (Maharashtra) Limited, and/or if the Scheme cannot be implemented otherwise, and to do all such acts, deeds and things as it may deem necessary and desirable in connection therewith and incidental thereto.”

(i) Voted in favour of the resolution:

<table>
<thead>
<tr>
<th>Mode of voting</th>
<th>Number of members voted</th>
<th>Number of valid votes cast by them</th>
<th>% of total number of valid votes cast</th>
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<tr>
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(ii) Voted against the resolution:

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(iii) Invalid votes:

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<th>Mode of voting</th>
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<th>Number of invalid votes cast by them</th>
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</thead>
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Thanking you,
Yours faithfully,

P. N. Parikh
Scrutinizer
Parikh & Associates
Practising Company Secretaries
FCS: 327 CP No.: 1228
111, 11th Floor, Sai Dwar CHS Ltd
Sab TV Lane, Opp. Laxmi Indl. Estate,
Off Link Road, Above Shabari Restaurant,
Andheri (West), Mumbai - 400053

Place: Mumbai
Dated: August 30, 2018

N. Srinath
Chairperson
FORM No. MGT-13
Report of Scrutinizer(s)
[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairperson appointed for the National Company Law Tribunal
Convened Meeting of the Secured Creditors of
Tata Teleservices (Maharashtra) Limited
Voltas Premises, T.B. Kadam Marg,
Chinchpokli Mumbai - 400033

The National Company Law Tribunal Convened Meeting of the Secured Creditors of Tata Teleservices (Maharashtra) Limited held on Thursday, August 30, 2018 at 02:30 p.m. at Rangaswar, 4th Floor, Yashwantrao Chavan Pratishthan Mumbai, Gen. Jagannathrao Bhosle Marg, Nariman Point, Mumbai - 400021.

Dear Sir,

I P. N. Parikh of M/s. Parikh & Associates, Practising Company Secretaries, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution, at the National Company Law Tribunal Convened Meeting of the Secured Creditors of Tata Teleservices (Maharashtra) Limited, held on Thursday, August 30, 2018 at 02:30 p.m. at Rangaswar, 4th Floor, Yashwantrao Chavan Pratishthan Mumbai, Gen. Jagannathrao Bhosle Marg, Nariman Point, Mumbai - 400021, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.

2. The locked ballot box was subsequently opened in my presence and the poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations lodged with the Company.

3. I did not find any poll papers invalid.
4. The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and rules relating to voting at the venue of the meeting through poll paper on the resolution contained in the Notice of the NCLT convened meeting.

My responsibility as scrutinizer for the voting at the venue of the meeting through poll paper is restricted to making a Scrutinizers Report of the votes cast in favour or against the Resolution.

5. The result of the Poll is as under:

Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013, and any other applicable provisions of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the rules, circulars and notifications made thereunder as may be applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 (as amended) issued by the Securities and Exchange Board of India read with the observation letters issued by BSE Limited dated March 21, 2018 and by National Stock Exchange of India Limited dated March 21, 2018 and relevant provisions of other applicable laws, the provisions of the Memorandum of Association and Articles of Association of Tata Teleservices (Maharashtra) Limited, and subject to the approval of the Mumbai Bench of the National Company Law Tribunal and such other approvals, permissions and sanctions of regulatory or governmental and other authorities or tribunal, as may be necessary, the proposed arrangement embodied in the scheme of arrangement between Tata Teleservices (Maharashtra) Limited, a public listed company having its registered office at Voltas Premises, T. B. Kadam Marg, Chinchpokli, Mumbai - 400 033, Maharashtra and Bharti Airtel Limited, a public listed company, having its registered office at Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase II, New Delhi - 110070 and their respective shareholders and creditors (“Scheme”), a draft of which was placed before this meeting and initialed by the Company Secretary for the purpose of identification, be and is hereby approved with or without modification and with conditions, if any, which may be required and/or imposed and/or permitted by the Mumbai Bench of the National Company Law Tribunal while sanctioning the Scheme and/or by any governmental authority;
RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and for removal of any difficulties or doubts, the Board, be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper, and to settle any questions or difficulties or doubts that may arise, including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary to give effect to the above resolution, settling of any questions or difficulties arising under the Scheme or in regard to and of the meaning or interpretation of the Scheme or implementation thereof or in any matter whatsoever connected therewith, or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those, and to do all acts, deeds and things as may be necessary, desirable or expedient for carrying the Scheme into effect or to carry out such modifications/directions as may be required and/or imposed and/or permitted by (a) the Mumbai Bench of the National Company Law Tribunal while sanctioning the Scheme; or (b) by any governmental authorities, and to approve withdrawal (and where applicable, re-filing) of the Scheme at any stage for any reason including in case any changes and/or modifications are suggested/required to be made in the Scheme or any condition suggested, required or imposed, whether by any (a) shareholder or creditor; (b) Securities and Exchange Board of India; (c) the National Company Law Tribunal; and/or (d) any other authority, are in its view not acceptable to Tata Teleservices (Maharashtra) Limited, and/or if the Scheme cannot be implemented otherwise, and to do all such acts, deeds and things as it may deem necessary and desirable in connection therewith and incidental thereto."

(i) Voted in favour of the resolution:

<table>
<thead>
<tr>
<th>Number of secured creditors present and voting (in person or by proxy or by Authorised Representative)</th>
<th>Value of votes (in terms of amount outstanding) cast by them (in Rs.)*</th>
<th>% of total value of valid votes cast</th>
</tr>
</thead>
<tbody>
<tr>
<td>9</td>
<td>2,99,72,35,317</td>
<td>100.00</td>
</tr>
</tbody>
</table>

(ii) Voted against the resolution:

<table>
<thead>
<tr>
<th>Number of secured creditors present and voting (in person or by proxy or by Authorised Representative)</th>
<th>Value of votes (in terms of amount outstanding) cast by them (in Rs.)*</th>
<th>% of total value of valid votes cast</th>
</tr>
</thead>
<tbody>
<tr>
<td>NIL</td>
<td>NIL</td>
<td>N.A</td>
</tr>
</tbody>
</table>
(iii) Invalid votes:

<table>
<thead>
<tr>
<th>Total number of secured creditors (in person or by proxy or by Authorised Representative) whose votes were declared invalid</th>
<th>Total value of votes (in terms of amount outstanding) cast by them*</th>
</tr>
</thead>
<tbody>
<tr>
<td>NIL</td>
<td>NIL</td>
</tr>
</tbody>
</table>

*Value of outstanding amount of secured creditors considered is as on May 31, 2018 as per data provided by the Company.

A Compact Disc (CD) containing a list of secured creditors who voted "FOR", "AGAINST" and those whose votes were declared ‘INVALID’ for the said resolution is enclosed.

The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

P. N. Parikh
Scrutinizer
Parikh & Associates
Practising Company Secretaries
FCS: 327 CP No.: 1228
111,11th Floor, Sai Dwar CHS Ltd,
Sai TV Lane, Opp. Laxmi Indl. Estate,
Off Link Road, Above Shabari Restaurant,
Andheri (West), Mumbai - 400053

Place: Mumbai
Dated: August 30, 2018

[Signature]

N. Srinath
Chairperson
FORM No. MGT-13
Report of Scrutinizer(s)

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairperson appointed for the National Company Law Tribunal
Convened Meeting of the Unsecured Creditors of
Tata Teleservices (Maharashtra) Limited
Voltas Premises, T.B. Kadam Marg,
Chinchpokli Mumbai - 400033

The National Company Law Tribunal Convened Meeting of the Unsecured Creditors of Tata Teleservices (Maharashtra) Limited held on Thursday, August 30, 2018 at 03:30 p.m. at Rangaswar, 4th Floor, Yashwantrao Chavan Pratishthan Mumbai, Gen. Jogannathrao Bhosle Marg, Nariman Point, Mumbai - 400021.

Dear Sir,

I P. N. Parikh of M/s. Parikh & Associates, Practising Company Secretaries, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution, at the National Company Law Tribunal Convened Meeting of the Unsecured Creditors of Tata Teleservices (Maharashtra) Limited, held on Thursday, August 30, 2018 at 03:30 p.m. at Rangaswar, 4th Floor, Yashwantrao Chavan Pratishthan Mumbai, Gen. Jogannathrao Bhosle Marg, Nariman Point, Mumbai - 400021, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.

2. The locked ballot box was subsequently opened in my presence and the poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations lodged with the Company.

3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and rules relating to voting at the venue of the meeting through poll paper on the resolution contained in the Notice of the NCLT convened meeting.

My responsibility as scrutinizer for the voting at the venue of the meeting through poll paper is restricted to making a Scrutinizers Report of the votes cast in favour or against the Resolution.

5. The result of the Poll is as under:

Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013, and any other applicable provisions of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the rules, circulars and notifications made thereunder as may be applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 (as amended) issued by the Securities and Exchange Board of India read with the observation letters issued by BSE Limited dated March 21, 2018 and by National Stock Exchange of India Limited dated March 21, 2018 and relevant provisions of other applicable laws, the provisions of the Memorandum of Association and Articles of Association of Tata Teleservices (Maharashtra) Limited, and subject to the approval of the Mumbai Bench of the National Company Law Tribunal and such other approvals, permissions and sanctions of regulatory or governmental and other authorities or tribunal, as may be necessary, the proposed arrangement embodied in the scheme of arrangement between Tata Teleservices (Maharashtra) Limited, a public listed company having its registered office at Voltas Premises, T. B. Kadam Marg, Chinchpokli, Mumbai - 400 033, Maharashtra and Bharti Airtel Limited, a public listed company, having its registered office at Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase II, New Delhi - 110070 and their respective shareholders and creditors ("Scheme"), a draft of which was placed before this meeting and initialed by the Company Secretary for the purpose of identification, be and is hereby approved with or without modification and with conditions, if any, which may be required and/or imposed and/or permitted by the Mumbai Bench of the National Company Law Tribunal while sanctioning the Scheme and/or by any governmental authority;
RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and for removal of any difficulties or doubts, the Board, be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper, and to settle any questions or difficulties or doubts that may arise, including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary to give effect to the above resolution, settling of any questions or difficulties arising under the Scheme or in regard to and of the meaning or interpretation of the Scheme or implementation thereof or in any matter whatsoever connected therewith, or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those, and to do all acts, deeds and things as may be necessary, desirable or expedient for carrying the Scheme into effect or to carry out such modifications/directions as may be required and/or imposed and/or permitted by (a) the Mumbai Bench of the National Company Law Tribunal while sanctioning the Scheme; or (b) by any governmental authorities, and to approve withdrawal (and where applicable, re-filing) of the Scheme at any stage for any reason including in case any changes and/or modifications are suggested/required to be made in the Scheme or any condition suggested, required or imposed, whether by any (a) shareholder or creditor; (b) Securities and Exchange Board of India; (c) the National Company Law Tribunal; and/or (d) any other authority, are in its view not acceptable to Tata Teleservices (Maharashtra) Limited, and/or if the Scheme cannot be implemented otherwise, and to do all such acts, deeds and things as it may deem necessary and desirable in connection therewith and incidental thereto."

(i) Voted in favour of the resolution:

<table>
<thead>
<tr>
<th>Number of unsecured creditors present and voting (in person or by proxy or by Authorised Representative)</th>
<th>Value of votes (in terms of amount outstanding) cast by them (in Rs.)*</th>
<th>% of total value of valid votes cast</th>
</tr>
</thead>
<tbody>
<tr>
<td>189</td>
<td>1,279,939,239,668</td>
<td>100.00</td>
</tr>
</tbody>
</table>

(ii) Voted against the resolution:

<table>
<thead>
<tr>
<th>Number of unsecured creditors present and voting (in person or by proxy or by Authorised Representative)</th>
<th>Value of votes (in terms of amount outstanding) cast by them (in Rs.)*</th>
<th>% of total value of valid votes cast</th>
</tr>
</thead>
<tbody>
<tr>
<td>NIL</td>
<td>NIL</td>
<td>N.A.</td>
</tr>
</tbody>
</table>

[Stamp: RARE AND ASSOCIATES]

[Stamp: MUMBAI]
(iii) **Invalid votes:**

<table>
<thead>
<tr>
<th>Total number of unsecured creditors (in person or by proxy or by Authorised Representative) whose votes were declared invalid</th>
<th>Total value of votes (in terms of amount outstanding) cast by them*</th>
</tr>
</thead>
<tbody>
<tr>
<td>4</td>
<td>5,97,139</td>
</tr>
</tbody>
</table>

* Value of outstanding amount of unsecured creditors considered is as on May 31, 2018 as per data provided by the Company.

A Compact Disc (CD) containing a list of unsecured creditors who voted "FOR", "AGAINST" and those whose votes were declared 'INVALID' for the said resolution is enclosed.

The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,
Yours faithfully,

P. N. Parikh
Scrutinizer
Parikh & Associates
Practising Company Secretaries
FCS: 327 CP No.: 1228
111,11th Floor, Sai Dwar CHS Ltd,
Sab TV Lane, Opp. Laxmi Indl. Estate,
Off Link Road, Above Shabari Restaurant,
Andheri (West), Mumbai – 400053

Place: Mumbai
Dated: August 30, 2018

[Signature]
Chairperson