



**TATA** TELESERVICES (MAHARASHTRA) LIMITED

# SMART SOLUTIONS

for Smart Businesses



**TATA TELESERVICES (MAHARASHTRA) LIMITED**

**Year on Year Performance - Last Ten Years**

Particulars	(Rs. in Crores)									
	2019-2020	2018-2019	2017-2018	2016-2017**	2015-2016**	2014-2015	2013-2014	2012-2013	2011-2012	2010-2011
Income from Telecommunication	1,052.62	1,246.40	1,843.15	2,657.42	2,915.12	2,836.69	2,649.43	2,608.16	2,470.25	2,248.74
Earnings Before Interest, Depreciation, Tax and Amortisation	432.30	702.40	170.42	712.65	815.78	646.46	614.30	500.63	548.83	1,146.77 *
Profit/(Loss) before Extraordinary/ Exceptional Items and Tax	(1,283.83)	(998.70)	(1,900.37)	(1,397.65)	(358.34)	(615.25)	(560.08)	(658.77)	(517.55)	49.91
Extraordinary/ Exceptional Items	(2,430.28)	(331.11)	7,941.67	958.82	-	-	-	-	-	-
Profit/(Loss) after tax ***	(3,714.11)	(667.59)	(9,841.99)	(2,356.47)	(358.34)	(615.25)	(560.08)	(658.77)	(517.55)	49.90
End of Period Subscribers (Nos. in Thousands)	804	2,807	6,056	8,682	10,702	11,119	10,578	10,534	14,127	16,852

\* Including Rs.834.93 Crores towards profit on sale of wholly owned tower subsidiary

\*\* Financial figures are as per Ind AS

\*\*\* Profit/(Loss) after tax figures are before Other Comprehensive Income (OCI)

## CORPORATE DETAILS

## BOARD OF DIRECTORS

<b>Dr. Narendra Damodar Jadhav</b>	- Independent Director
<b>Ms. Hiroo Mirchandani</b>	- Independent Director
<b>Mr. Kumar Ramanathan</b> (w.e.f. September 24, 2019)	- Independent Director
<b>Mr. Ankur Verma</b>	- Non-Executive Director
<b>Mr. N. Srinath</b> (w.e.f. April 1, 2020)	- Non-Executive Director
<b>Mr. Thambiah Elango</b>	- Non-Executive Director

## DIRECTORS CEASED DURING THE YEAR

Mr. D. T. Joseph (upto September 21, 2019)	- Independent Director
Mr. N. Srinath (upto March 31, 2020)	- Managing Director

## KEY MANAGERIAL PERSONNEL

Mr. Harjit Singh (w.e.f. August 12, 2020)	- Manager
Mr. Kush S. Bhatnagar	- Chief Financial Officer
Ms. Vrushali Dhamnaskar	- Assistant Company Secretary

## INVESTOR SERVICES

- Mr. Hiten Koradia  
Manager – Secretarial  
e-mail: [investor.relations@tatatel.co.in](mailto:investor.relations@tatatel.co.in)

## STATUTORY AUDITORS

- M/s. Price Waterhouse Chartered Accountants LLP

## INTERNAL AUDITORS

- ANB Solutions Private Limited  
Ernst & Young LLP

## REGISTRAR &amp; SHARE TRANSFER AGENTS

- TSR Darashaw Consultants Private Limited  
6-10, Haji Moosa Patrawala Industrial Estate,  
20, Dr. E. Moses Road,  
Near Famous Studio, Mahalaxmi,  
Mumbai – 400 011.  
Tel: 91 22 6656 8484  
Fax: 91 22 6656 8494 / 8496  
Email: [csg-unit@tsrdarashaw.com](mailto:csg-unit@tsrdarashaw.com)  
Website: [www.tsrdarashaw.com](http://www.tsrdarashaw.com)

## REGISTERED OFFICE (effective July 27, 2020)

- D-26, TTC Industrial Area, MIDC Sanpada, P.O. Turbhe,  
Navi Mumbai – 400 703, Maharashtra

## CORPORATE IDENTITY NUMBER (CIN)

- L64200MH1995PLC086354

Twenty Fifth Annual General Meeting of Tata Teleservices (Maharashtra) Limited will be held on Wednesday, September 16, 2020 at 1100 hours through Video Conferencing facility or Other Audio Visual Means

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## NOTICE

Notice is hereby given that the Twenty Fifth Annual General Meeting of Tata Teleservices (Maharashtra) Limited (the "Company") will be held on **Wednesday, September 16, 2020 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, 2020 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Ankur Verma (DIN:07972892), who retires by rotation and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS:**

3. **Appointment of Mr. Kumar Ramanathan as an Independent Director**

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

**"RESOLVED THAT** Mr. Kumar Ramanathan (DIN: 06364297), who was appointed as an Additional Director of the Company by the Board of Directors with effect from September 24, 2019 and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (the 'Act') but who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company;

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Act read with Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modifications or re-enactments thereof and Schedule IV to the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations'), as amended from time to time, Mr. Kumar Ramanathan (DIN:06364297), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)

(b) of the Listing Regulations and who is eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Non-Executive Director of the Company, to hold the office for a term of five years from September 24, 2019 upto September 23, 2024."

4. **Re-appointment of Mr. Srinath Narasimhan (DIN: 00058133) as Managing Director with effect from February 1, 2020 till March 31, 2020**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, Articles of Association of the Company and any other applicable provisions, the consent of the Company be and is hereby accorded for the re-appointment of Mr. Srinath Narasimhan (DIN:00058133) as Managing Director of the Company, for a period of 2 months commencing February 1, 2020 till March 31, 2020 (who was also the Managing Director of Tata Teleservices Limited during the same period), upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorized to do all such acts, deeds and things and to take all the necessary steps as may be necessary, proper and expedient to give effect to this Resolution."

5. **Appointment of Mr. Srinath Narasimhan (DIN: 00058133) as Non-Executive Director with effect from April 1, 2020**

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

**"RESOLVED THAT** Mr. Srinath Narasimhan (DIN: 00058133), who was appointed as an Additional Director of the Company by the Board of Directors with effect from April 1, 2020 and who holds office upto the date of this Annual General Meeting pursuant to Section 161 of

the Companies Act, 2013 (the 'Act') and who is eligible for appointment and has consented to act as Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorized to do all such acts, deeds and things and to take all the necessary steps as may be necessary, proper and expedient to give effect to this Resolution."

**6. Appointment of Mr. Harjit Singh as Manager and Key Managerial Personnel with effect from August 12, 2020 till August 11, 2023**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, Articles of Association of the Company and any other applicable provisions, the consent of the Company be and is hereby accorded for the appointment of Mr. Harjit Singh as Manager and Key Managerial Personnel of the Company for a period of 3 (Three) years commencing August 12, 2020 till August 11, 2023 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Harjit Singh, and that no remuneration shall be payable to Mr. Harjit Singh as Manager and Key Managerial Personnel of the Company;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorized to do all such acts, deeds and things and to take all the necessary steps as may be necessary, proper and expedient to give effect to this Resolution."

**7. 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 all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications 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 Rs. 1,80,000/- (Rupees One Lakh Eighty Thousand Only), plus applicable tax and out of pocket expenses incurred in connection with the audit, 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 by the Board of Directors of the Company (the 'Board') as Cost Auditors to conduct the audit of cost accounting records maintained by the Company as prescribed under the Companies (Cost Records and Audit) Rules, 2014 for the financial year ending on March 31, 2021;

**RESOLVED FURTHER THAT** the Board (which expression shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorized to do all acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for the purpose of giving effect to this Resolution, including without limitation to settle any question, difficulty or doubt that may arise in this regard."

**8. Issue of Non-Cumulative Redeemable Preference Shares - Series 6 on Preferential Basis**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 42, 55, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder (as amended from time to time), the 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 approvals, permissions and sanctions, as may be necessary and subject to such condition(s) and modification(s) as may be prescribed by any of them and as may be agreed to by the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including

powers conferred by this Resolution), consent of the Members be and is hereby accorded to the Board to offer, issue and allot upto 25,00,00,000 (Twenty Five Crores) Non-cumulative Redeemable Preference Shares – Series 6 ('RPS-6') of Rs.100/- (Rupees One Hundred Only) each for cash at par aggregating upto an amount of Rs. 2500,00,00,000 (Rupees Two Thousand Five Hundred Crores Only) on preferential basis to Tata Teleservices Limited ('TTSL') and/or Tata Sons Private Limited ('TSPL') and/or Panatone Finvest Limited ('PANATONE') in one or more tranches, on the terms and conditions as set out in the Explanatory Statement annexed to this Notice;

**RESOLVED FURTHER THAT** each RPS-6:

- shall carry a preferential right vis-à-vis Equity Shares of the Company with respect to payment of dividend or repayment of Capital;
- shall be non-participating in the surplus funds;
- shall be non-participating in the surplus assets and profits which remains after the entire capital has been repaid, on winding up of the Company;
- shall be entitled for payment of dividend on a Non-cumulative basis at the rate of 0.1% per annum or such other rate as may be fixed by the Board;
- shall be Non-convertible;
- shall not carry any voting rights; and
- shall be redeemable;

**RESOLVED FURTHER THAT** the Board be and is hereby also authorized to issue Non-cumulative Redeemable Preference Shares against any inter-corporate deposits/loans received or to be received or held from TTSL and/or TSPL and/or PANATONE or on redemption of Non-Convertible Debentures issued or to be issued to TTSL and/or TSPL and/or PANATONE, if so requested by TTSL and/or TSPL and/or PANATONE, as the case may be, settle any question, doubt or difficulty which may arise in regard to the issue of RPS-6 and to do all such acts, deeds and things as may be necessary and incidental for giving effect to this Resolution."

**9. Issue of Non-Convertible Debentures on Private Placement**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Prospectus and

Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, both as amended from time to time, read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, the provisions of the Memorandum and Articles of Association of the Company and subject to such other regulations, approval(s), consent(s), permission(s) and sanction(s) as may be necessary, consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) for issuing, making offer(s) or invitation(s) to subscribe to cumulative/non-cumulative, listed and/or unlisted, secured and/or unsecured redeemable non-convertible debentures / bonds / Non-Convertible Debentures ('NCDs') on private placement, in one or more series/tranches, to the Promoter/Promoter Group companies, other bodies corporate, banks, financial institutions and/or others, such that the total amount does not exceed Rs. 2500,00,00,000 (Rupees Two Thousand Five Hundred Crores Only) on such terms and conditions as the Board may, from time to time, determine and consider proper and most beneficial to the Company including as to when the said NCDs be issued, the consideration for the issue, utilization of issue proceeds and all matters connected with or incidental thereto and that such borrowing is within the overall borrowing limits of the Company;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to determine the terms and conditions of issue, including the class of investors (including the Promoters/Promoter group companies) to whom the NCDs may be issued/offered, time, type, number of NCDs, tranches, issue/offer price, tenor, interest rates, security (if any), premium/discount on redemption, listing, and to appoint Debenture Trustees and/or Registrar & Transfer Agents, if necessary, and to do all such acts, deeds and things and deal with all such matters as may be necessary in this regard."

**10. 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 (including any amendment or modification thereof

and applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, 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 Teleservices Limited, a related party, relating to rendering or availing of services, sharing of infrastructure, purchase/sale of Assets and Inventory and sharing of costs for an aggregate value of Rs. 200 Crores (Rupees Two Hundred Crores Only) per annum for the Financial Years 2021-2022, 2022-2023 and 2023-2024;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) and the Key Managerial Personnel of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient for the purpose of giving effect to this Resolution."

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.  
CIN: L64200MH1995PLC086354  
Website: [www.tatateleservices.com](http://www.tatateleservices.com)  
e-mail: [investor.relations@tatatel.co.in](mailto:investor.relations@tatatel.co.in)  
Tel.: 91 22 6661 5111  
Fax: 91 22 6660 5517

Place: Navi Mumbai  
Date: August 12, 2020

**Notes:**

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India ("SEBI") (collectively referred to as "Circulars") permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing facility ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the "Act"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the said Circulars, the AGM of the Company is being held through VC/OAVM on Wednesday, September 16, 2020 at 11:00 hours (IST). The deemed venue for the 25<sup>th</sup> AGM will be Registered Office of the Company.
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 CIRCULARS THROUGH VC/OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.**
3. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item Nos. 3 to 10 of the Notice, is 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 Directors seeking appointment/re-appointment at this AGM are also annexed.

Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the 25<sup>th</sup> AGM through VC/OAVM facility. Corporate Members intending to send their authorized 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 e-voting are requested to send a certified copy of the Board Resolution to the Company to scrutinizer by e-mail at [evoting@mehta-mehta.com](mailto:evoting@mehta-mehta.com) with copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).



4. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. The Members can join the AGM in the VC/OAVM mode 30 minutes before 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](http://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.
6. In compliance with the aforesaid Circulars, Notice of the 25<sup>th</sup> AGM alongwith the Annual Report for financial year 2019-2020 are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depository Participants ("DPs"). The Notice convening the 25<sup>th</sup> AGM and the Annual Report for financial year 2019-2020 has been uploaded on the website of the Company i.e., [www.tatateleservices.com](http://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](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of NSDL i.e., [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. Members are entitled to hold their shares in dematerialized ("Demat") form. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized 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 physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Those Members who are holding shares in physical form are requested to dematerialize their shares by approaching any of the DPs. In case any Member wishes to dematerialize his/her/its shares and needs any assistance, he/she/it may write to the Registrar & Share Transfer Agents of the Company i.e., TSR Darashaw Consultants Private Limited ("TSRDL") at [csg-unit@tsrdarashaw.com](mailto:csg-unit@tsrdarashaw.com) and/or to the Investor Relations Officer of the Company at [investor.relations@tatatel.co.in](mailto:investor.relations@tatatel.co.in).
8. To support the 'Green Initiative', 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 TSRDL in case the shares are held by them in physical form.
9. As mandated by the SEBI, Members holding shares in electronic form are requested to submit their Permanent Account Number ("PAN") details to their respective DPs and Members holding shares in physical form are requested to submit the PAN details to the Company or to TSRDL. Further, Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, PAN, mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to TSRDL in case the shares are held in physical form.
10. As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, as amended, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Share Transfer Agent. If a Member desires to cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. SH-14. In respect of shares held in dematerialized form, the nomination form may be filed with the respective DPs.
11. **Updation of Members' Details:** The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Act requires the Company/ Registrar and Share Transfer Agent 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 or to its Registrar and Share Transfer Agent. Members holding shares in electronic form are requested to submit the details to their respective DPs.
12. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or TSRDL, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
13. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company 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.

14. In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the Listing Regulations, the Members are provided with the facility to cast/exercise their vote on resolutions proposed to be considered at this AGM by electronic means and the business may be transacted through e-Voting services. The facility of casting votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by NSDL.
15. **The remote e-voting period commences on Sunday, September 13, 2020 (0900 hours IST) and ends on Tuesday, September 15, 2020 (1700 hours IST).** During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the **cut-off date i.e., Wednesday, September 9, 2020**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a Member, a Member shall not be allowed to change it subsequently.
16. 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., Wednesday, September 9, 2020.
17. Those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system provided by NSDL during the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate the AGM through VC/OAVM but shall not be entitled to cast their vote again.
18. 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 as well as voting during the AGM.
19. Any person, who acquires shares of the Company and become a Member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e., Wednesday, September 9, 2020, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or at [investor.relations@tatatel.co.in](mailto:investor.relations@tatatel.co.in). However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
20. The Board has appointed Ms. Ashwini Mohit Inamdar (Membership No. FCS 9409/CP No. 11226) or failing her, Mr. Atul Mehta (Membership No. FCS 5782/CP No. 2486), Partners, M/s Mehta & Mehta, Practicing Company Secretaries as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
21. 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 auditors for ratification by Members at every AGM has been done away 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.
22. Since the AGM will be held through VC/OAVM, the route map, proxy form and attendance slip are not annexed in this Notice.
23. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours from the conclusion of the AGM, a consolidated Scrutinizer'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.
24. The Chairman or any other Director authorized in this behalf shall forthwith on receipt of the consolidated Scrutinizer's Report, declare the results of the voting. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.tatateleservices.com](http://www.tatateleservices.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the results are declared by the Chairman or any other Director so authorised. 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.