



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.in

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

NOTICE

Notice is hereby given that the Nineteenth Annual General Meeting of Tata Teleservices (Maharashtra) Limited ("the Company") will be held on **Thursday, September 25, 2014** at 1500 hours at "Rangaswar", 4th Floor, Yashwantrao Chavan Pratishthan Mumbai, Gen. Jagannathrao Bhosle Marg, Nariman Point, Mumbai – 400 021 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended on March 31, 2014 and the Balance Sheet as at that date together with the reports of the Board of Directors and the Auditors thereon.
2. To consider, review and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013, including any statutory modifications or re-enactments thereof (hereinafter referred to as the "Act") and other applicable provisions, if any, of the Act, Deloitte Haskins & Sells LLP, Chartered Accountants, having Registration No. 117366W/W-100018, the retiring auditors of the Company, be and are hereby re-appointed as Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on a remuneration to be decided by the Board of Directors."

SPECIAL BUSINESS:

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

"RESOLVED THAT since Mr. Amal Ganguli (DIN: 00013808), a Director of the Company, who retires by rotation at this Annual General Meeting in accordance with Articles 71 and 72 of the Articles of Association of the Company and the provisions of the Companies Act, 2013 and does not seek re-appointment, the vacancy so caused on the Board of Directors of the Company be not filled up."

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 203 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modifications or re-enactments thereof (hereinafter referred to as the "Act") read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Articles of Association of the Company and any other applicable rules and regulations, consent of the Members of the Company be and is hereby

accorded for the appointment of Mr. N. Srinath (DIN: 00058133) as Managing Director, who is also the Managing Director of Tata Teleservices Limited, for a period of 3 years with effect from February 1, 2014 on such terms and conditions as set out in the draft agreement to be entered into with Mr. N. Srinath and that no remuneration shall be payable to Mr. N. Srinath as Managing Director of the Company;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things and to take all the necessary steps as may be required in order to give effect to the aforesaid resolution."

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modifications or re-enactments thereof (hereinafter referred to as the "Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV to the Act and the revised Clause 49 of the Listing Agreements to be effective from October 1, 2014 (hereinafter referred to as "Clause 49"), Prof. Ashok Jhunjhunwala (DIN: 00417944), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Clause 49 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from September 25, 2014 up to September 24, 2019."

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modifications or re-enactments thereof (hereinafter referred to as the "Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV to the Act and the revised Clause 49 of the Listing Agreements to be effective from October 1, 2014 (hereinafter referred to as "Clause 49"), Mr. Nadir Godrej (DIN: 00066195), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Clause 49 and who is eligible for appointment be and is hereby appointed as an Independent Director of the Company with effect from September 25, 2014 up to September 24, 2019."

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modifications or re-enactments thereof (hereinafter referred to as the "Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV to the Act and the revised Clause 49 of the Listing Agreements to be effective from October 1, 2014 (hereinafter referred to as "Clause 49"), Mr. D. T. Joseph (having DIN: 01716572), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Clause 49 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from September 25, 2014 upto September 24, 2019."

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

"RESOLVED THAT in supersession of the resolution passed by the Members of the Company at Seventeenth Annual General Meeting held on August 29, 2012 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modifications or re-enactments thereof (hereinafter referred to as the "Act"), consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board", which expression shall be deemed to include any Committee/s thereof), for borrowing any sum or sums of money, from time to time, from any one or more of the Company's bankers and/or from any one or more other persons, firms, bodies corporate or financial institutions, whether in India or abroad and whether by way of cash credit, advance or deposits, loans, debentures or bill discounting and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets, licences and properties, whether immovable or movable or stock-in-trade (including raw materials, stores, spare parts and components in stock or in transit) and work-in-progress and all or any of the undertaking of the Company, notwithstanding that the monies to be borrowed together with monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, so that the total amount upto which the monies may be borrowed by the Board and outstanding at any point of time shall not exceed a sum of Rs. 13000,00,00,000/- (Rupees Thirteen Thousand Crores only);

RESOLVED FURTHER THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Act, consent of the Members of the Company be and is hereby accorded to the Board to mortgage and/or create charge in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the movable and/or immovable properties of the Company, both present and future and/or on the whole or any part of the undertaking(s) of the Company together with the power to take over the management of business and concern of the Company in certain events of default, in favour of the lender(s), agent(s) and trustee(s) for securing the borrowings of the Company availed/to be availed by way of loan(s) (in foreign currency and/or rupee currency), convertible / non-convertible

securities (including fully/partly convertible debentures and/or non-convertible debentures with or without detachable or non-detachable warrants and/or secured premium notes and/or floating rates notes/bonds or other debt instruments), issued/to be issued by the Company and any other credit facilities upto the limits approved under Section 180(1)(c) of the Act together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the agent(s) and/or trustee(s), premium (if any) on redemption, all other costs, charges and expenses including any increase as a result of devaluation/ revaluation/fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s), Debenture Trust Deed(s) or other Agreements or any other document entered into/to be entered into between the Company and the lender(s)/investor(s)/agent(s) and/or trustee(s) in respect of the said loans/borrowings/debentures and continuing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the lender(s), agent(s) and/or trustee(s);

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or the Managing Director or any Director or any other Officer(s) of the Company to give effect to this resolution."

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

"RESOLVED THAT pursuant to Section 148 and all other applicable provisions, if any, of the Companies Act, 2013, including any statutory modifications or re-enactments thereof (hereinafter referred to as the "Act") read with the Companies (Audit and Auditors) Rules, 2014, payment of remuneration of Rs. 2,00,000/- (Rupees Two Lakhs only) plus out of pocket expenses not exceeding 10% of the remuneration to M/s. Sanjay Gupta & Associates, Cost Auditors, who are appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending on March 31, 2015, be and is hereby ratified and approved;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things and to take all the necessary steps as may be required in order to give effect to the aforesaid resolution."

Registered Office

Voltas Premises,
T. B. Kadam Marg,
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Mumbai - 400 033.
CIN: L64200MH1995PLC086354
Website: www.tatateleservices.com &
www.tatadocomo.com
e-mail: investor.relations@tatatel.co.in
Tel: 91 22 6667 1414
Fax: 91 22 6660 5335

Mumbai
August 19, 2014

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

Kiran Thacker
Company Secretary

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXY(IES) TO ATTEND AND VOTE ON POLL AT THE MEETING INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER.** An instrument appointing a proxy in order to be effective should be filled and deposited at the Registered Office of the Company not less than **48 hours** before the commencement of the meeting.
 2. A person appointed as proxy, can act as a proxy for not more than 50 members and holding in aggregate not more than 10% of the total paid up share capital of the Company. A member holding more than 10% of the paid up share capital of the Company may appoint a single person as proxy and such person appointed cannot act as proxy for any other member.
 3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the special business is annexed hereto and forms part of this Notice.
 4. The relevant details of Directors seeking appointment / re-appointment, as required by Clause 49(IV)(G)(i) of the Listing Agreements entered into with the Stock Exchanges, are annexed herewith.
 5. The Register of Director's and Key Managerial Personnel and their Shareholding, Register of contracts with related party and contracts and Bodies in which directors are interested and Register of Proxies would be available for inspection by the Members at the meeting.
 6. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 16, 2014 to Thursday, September 25, 2014 (both days inclusive).
 7. Bodies Corporate members are requested to send a certified copy of the board resolution authorising their representative/s to attend and vote at the meeting pursuant to provisions of Section 113 of the Companies Act, 2013.
 8. Under Section 205C of the Companies Act, 1956, the amount of application money received by the Company for allotment of any securities which are due for refund and remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company had accordingly, transferred Rs. 156/- being the unpaid and unclaimed share application money received during Rights Issue in January 2007, to the IEPF.
 9. Members are entitled to hold their shares in dematerialized ("Demat") form. Those Members who are holding shares in physical form are requested to dematerialise their shares by approaching any of the Depository Participant/s. In case any Member wishes to dematerialise his/her/its shares and needs any assistance, he / she / it may write to the Registrar & Transfer Agent of the Company at csg-unit@tsrdarashaw.com and / or to the Investor Relations Officer of the Company at investor.relations@tatatel.co.in.
 10. All documents referred to in the Notice and Explanatory Statement are open for inspection at the Registered Office of the Company on all working days except Saturdays, Sundays and public holidays between 11.00 a.m. to 5.00 p.m. up to the date of the Annual General Meeting.
 11. Electronic copy of the Annual Report is being sent to all the members whose email addresses are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email addresses, physical copy of the Annual Report is being sent in the permitted mode.
 12. Electronic copy of the Notice of the Nineteenth Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email addresses are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email addresses, physical copies of the Notice of the Nineteenth Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
 13. Members may note that the Notice of the Nineteenth Annual General Meeting of the Company and the Annual Report will also be available on the website of the Company www.tatateleservices.com. Physical copies of the aforesaid documents will also be available at the Registered Office of the Company on all working days except on Saturdays, Sundays and public holidays between 11:00 a.m. to 5:00 p.m.
- ### 14. Voting through Electronic Means:
- In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by National Securities Depository Limited (NSDL), on all resolutions set forth in this Notice.
- A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/ Depository Participant(s)):
 - i. Open the attached PDF file viz. **"TMML-eVoting.pdf"** giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password. The said pdf file contains your "User ID" and "Password for e-voting". Please note that the password is an initial password.
 - ii. Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>
 - iii. Click on "Shareholder - Login".
 - iv. Put User ID and password as initial password noted in step (i) above and Click Login.
 - v. The Password Change Menu will appear on your screen. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Kindly take note of your new password for all future purposes. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.

- vii. Home page of “e-Voting” opens. Click on e-Voting: Active Voting Cycles.
 - viii. Select e-voting EVENT Number (“EVEN”) of Tata Teleservices (Maharashtra) Limited.
 - ix. Now you are ready for “e-Voting” as “Cast Vote” page opens.
 - x. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm”, when prompted.
 - xi. Upon confirmation, the message “Vote cast successfully” will be displayed.
 - xii. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution /Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to evoting@mehta-mehta.com with a copy marked to evoting@nsdl.co.in.
- B. In case a Member receives physical copy of the Notice of AGM (for Members whose email addresses are not registered with the Company/Depositories Participant(s) or requesting physical copy):
- i. Initial password is provided in the enclosed ballot form.
 - ii. Please follow all steps from Sr. No. (ii) to Sr. No. (xii) above, to cast vote.
- C. Other Instructions:
- i. The e-voting period commences on Thursday, September 18, 2014 (9.00 a.m. IST) and ends on Saturday, September 20, 2014 (6.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
- Note: e-Voting shall not be allowed beyond said time.
- ii. The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company.
 - iii. Ms. Dipti A. Mehta (Membership No. FCS 3667), Partner, M/s. Mehta & Mehta, Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
 - iv. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
 - v. Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Notice) so as to reach the Scrutinizer not later than

Saturday, September 20, 2014 (6.00 p.m. IST). Ballot Form received after this date will be treated as invalid. Members have the option to request for physical copy of the Ballot Form by sending an e-mail to investor.relations@tatatel.co.in by mentioning their Folio / DP ID and Client ID No.

A Member can opt for only one mode of voting i.e., either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

- vi. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.tatateleservices.com and on the website of NSDL www.evoting.nsdl.com within two days of the passing of the resolutions at the Nineteenth AGM of the Company to be held on September 25, 2014. The same will also be communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (2) OF THE COMPANIES ACT, 2013

Item No. 3

Mr. Amal Ganguli is a Non-Executive Independent Director of the Company. He was appointed on the Board of Directors of the Company on March 24, 2009. Mr. Amal Ganguli is liable to retire by rotation at the forthcoming Annual General Meeting (“AGM”) under the provisions of the Companies Act, 2013 and Articles 71 and 72 of the Articles of Association of the Company. However, as he would be shortly completing the retirement age for Independent Directors as per the “Guidelines for Composition of the Board of Directors and Retirement Age of Directors” adopted by the Board, he has expressed his unwillingness to seek re-appointment. Accordingly, it is proposed not to fill up the vacancy caused due to retirement of Mr. Amal Ganguli at this AGM.

The Board recommends the resolution at Item No. 3 for approval by the members.

None of the Directors or Key Managerial Personnel or their relatives, except Mr. Amal Ganguli, are in any way concerned or interested in passing of the aforesaid resolution.

Item No. 4

The Board at its meeting held on January 30, 2014 re-appointed Mr. N. Srinath as Managing Director of the Company under the provisions of the Sections 198, 269, 309, 316 read with Schedule XIII of the Companies Act, 1956 for a period of 3 years with effect from February 1, 2014, subject to the approval of members at the General Meeting. Mr. N. Srinath is also the Managing Director of Tata Teleservices Limited and hence the re-appointment has been made by the Board of Directors also in accordance with the provisions of Section 316 of the Companies Act, 1956.

Mr. N. Srinath would not draw any remuneration from the Company as Managing Director.

Mr. N. Srinath aged 52 years, is a Mechanical Engineer from IIT (Chennai) and has a Management Degree from IIM (Kolkata), specialized in Marketing and Systems. Since joining the Tata Administrative Services in 1986, Mr. N. Srinath has held positions in Project Management, Sales & Marketing and

Management in different Tata companies over the last 27 years.

The draft agreement to be executed with Mr. N. Srinath would be available for inspection at the Registered Office of the Company between 11.00 a.m. to 5.00 p.m. on all working days except, Saturdays, Sundays and public holidays upto the date of the AGM.

Mr. N. Srinath is also member of Stakeholders Relationship Committee, Finance Committee, Executive Committee, Securities Committee, Allotment Committee and Corporate Social Responsibility Committee of the Company. He does not hold any equity shares of the Company as on date.

The Board believes that the Company would be immensely benefited from the appointment of Mr. N. Srinath as Managing Director and therefore recommends the resolution at Item No. 4 for approval by the members.

None of the Directors or Key Managerial Personnel or their relatives, except Mr. N. Srinath to the extent of his re-appointment, are in any way concerned or interested in passing of the aforesaid resolution.

Item No. 5

Prof. Ashok Jhunjhunwala is proposed to be appointed as an Independent Director pursuant to the provisions of Section 149 of the Companies Act, 2013 ("Act"), which has come into force with effect from April 1, 2014 and the revised Clause 49 of the Listing Agreements to be effective from October 1, 2014 ("Clause 49"). As per the said provision, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and shall not be liable to retire by rotation. Prof. Ashok Jhunjhunwala has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act and Clause 49.

The Nomination & Remuneration Committee has recommended appointment of Prof. Ashok Jhunjhunwala as an Independent Director for 5 years from the date of this AGM i.e., up to September 24, 2019.

Prof. Ashok Jhunjhunwala has pursued B. Tech. degree from IIT, Kanpur and has M.S. and Ph.D. degrees from the University of Maine. Presently Prof. Ashok Jhunjhunwala is a Professor in the Department of Electrical Engineering, Indian Institute of Technology, Chennai.

Prof. Ashok Jhunjhunwala leads the Telecommunications and Computer Networks group (TeNeT) at IIT Madras. This group is closely working with industry in the development of a number of Telecommunications and Computer Network Systems. TeNeT group has incubated a number of technology companies which work in partnership with TeNeT group to develop world class Telecom and Banking products for Rural Markets.

Prof. Ashok Jhunjhunwala possesses relevant experience and knowledge in the field of telecommunications and research. His research interest includes Telecommunications and Wireless Systems and Technologies for Rural Areas and he is also member of Prime Minister's Setup Scientific Advisory Committee.

Prof. Ashok Jhunjhunwala serves as Director in various companies and is a member/chairman of various committees as stated in the annexure attached to this Notice.

Presently, Prof. Ashok Jhunjhunwala serves as Non-Executive Director of the Company and is an Independent Director in terms of the Clause 49 of the Listing Agreements entered into with Stock Exchanges.

In the opinion of the Board, Prof. Ashok Jhunjhunwala fulfills the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Prof. Ashok Jhunjhunwala as Independent Director is now being placed before the members in the AGM for their approval.

The terms and conditions of appointment of Independent Directors shall be open for inspection by the members at the Registered Office of the Company between 11.00 a.m. to 5.00 p.m. on all working days except, Saturdays, Sundays and public holidays upto the date of the AGM.

The Board recommends the resolution at Item No. 5 for approval by the members.

None of the Directors or Key Managerial Personnel or their relatives, except Prof. Ashok Jhunjhunwala to the extent of his appointment, are in any way concerned or interested in passing of the aforesaid resolution.

Item No. 6

Mr. Nadir Godrej is proposed to be appointed as an Independent Director pursuant to the provisions of Section 149 of the Companies Act, 2013 ("Act"), which has come into force with effect from April 1, 2014 and the revised Clause 49 of the Listing Agreements to be effective from October 1, 2014 ("Clause 49"). As per the said provision, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and shall not be liable to retire by rotation. Mr. Nadir Godrej has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act and Clause 49.

The Nomination & Remuneration Committee has recommended appointment of Mr. Nadir Godrej as an Independent Director for 5 years from the date of this AGM i.e., up to September 24, 2019.

Mr. Nadir Godrej has completed his B.S. (Chem. Engg.) from Massachusetts Institute of Technology, USA, and M.S. (Chem. Engg.) from Stanford University, USA. He has done his M.B.A. at Harvard Business School in 1976 and was the George F. Baker Scholar.

Mr. Nadir Godrej possess relevant experience and knowledge in the field of research and has been very active in developing the animal feed, agricultural inputs and chemicals business and has several patents in the field of agricultural chemicals and surfactants.

Mr. Nadir Godrej is the Managing Director of Godrej Industries Ltd. and Chairman of Godrej Agrovet Ltd.

Mr. Nadir Godrej was the President of the Oil Technologists' Association of India, The Compound Livestock Feed Manufacturers' Association of India and Protein Food & Nutrition Development Association.

Mr. Nadir Godrej serves as Director in various companies and is a member/chairman of various committees as stated in the annexure attached to Notice.

Presently, Mr. Nadir Godrej serves as Non-Executive Director of the Company and is an Independent Director in terms of the Clause 49 of the Listing Agreements entered into with Stock Exchanges.

In the opinion of the Board, Mr. Nadir Godrej fulfills the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Nadir Godrej as Independent Director is now being placed before the members in the AGM for their approval.

The terms and conditions of appointment of Independent Directors shall be open for inspection by the members at the Registered Office of the Company between 11.00 a.m. to 5.00 p.m. on all working days except, Saturdays, Sundays and public holidays upto the date of the AGM.

The Board recommends the resolution at Item No. 6 for approval by the members.

None of the Directors or Key Managerial Personnel or their relatives, except Mr. Nadir Godrej to the extent of his appointment, are in any way concerned or interested in passing of the aforesaid resolution.

Item No. 7

Mr. D. T. Joseph is proposed to be appointed as an Independent Director pursuant to the provisions of Section 149 of the Companies Act, 2013 ("Act"), which has come into force with effect from April 1, 2014 and the revised Clause 49 of the Listing Agreements to be effective from October 1, 2014 ("Clause 49"). As per the said provision, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and shall not be liable to retire by rotation. Mr. D. T. Joseph has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act and Clause 49.

The Nomination & Remuneration Committee has recommended appointment of Mr. D. T. Joseph as an Independent Director for 5 years from the date of this AGM i.e., up to September 24, 2019.

Mr. D. T. Joseph has pursued his Masters degrees in English Literature and Economics from the University of Madras and University of Manchester, respectively.

Mr. D. T. Joseph was a former Indian Administrative Service (IAS) official belonging to the Maharashtra cadre. He has served the Government of India and the Government of Maharashtra in various capacities, including as Secretary, Public Health Department and Urban Development Department and in other departments. He was also elected as President at the International Maritime Organization Plenary Conference in February 2004.

Mr. D. T. Joseph serves as Director in various companies and is a member/chairman of various committees as stated in the annexure attached to Notice.

In the opinion of the Board, Mr. D. T. Joseph fulfills the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. D. T. Joseph as Independent Director is now being placed before the members in the AGM for their approval.

The terms and conditions of appointment of Independent Directors shall be open for inspection by the members at the

Registered Office of the Company between 11.00 a.m. to 5.00 p.m. on all working days except, Saturdays, Sundays and public holidays upto the date of the AGM.

The Board recommends the resolution at Item No. 7 for approval by the members.

None of the Directors or Key Managerial Personnel or their relatives, except Mr. D. T. Joseph to the extent of his appointment, are in any way concerned or interested in passing of the aforesaid resolution.

Item No. 8

Members of the Company at their Seventeenth Annual General Meeting held on August 29, 2012 had accorded their consent to the Board, by way of an ordinary resolution pursuant to Section 293(1)(a) and 293(1)(d) of the Companies Act, 1956 ("the Old Act"), for the following:

Sr. No.	Particulars	Limit
i.	To borrow money exceeding paid-up share capital and free reserves	Upto Rs. 13,000 Crores
ii.	Creation of security on the assets of the Company	Upto Rs. 13,000 Crores

Further, provisions of Sections 180(1)(c) and 180(1)(a) (notified on and effective from September 12, 2013) of the Companies Act, 2013 (the "Act") require approval of the members of the Company, by way of special resolution, to borrow money exceeding paid-up share capital and free reserves of the Company and to create security on the assets of the Company, respectively.

Ministry of Corporate Affairs ("MCA") vide its circular dated March 25, 2014 has clarified that the resolution passed under Section 293 of the Old Act prior to September 12, 2013 with reference to borrowings and/or creation of security on assets of the company shall be valid only for a period of 1 year from the date of notification of section 180 of the Act, i.e., it shall be valid till September 11, 2014 and thereafter, a fresh approval of the members of the Company, by way of special resolution, shall be required to create security on the assets of the company and/or to borrow money in excess of prescribed limits.

In view of the above, it is proposed to again obtain approval of the members of the Company, by way of special resolution, with respect to the following:

- To borrow money exceeding paid-up share capital and free reserves upto the limit of Rs. 13,000 Crores; and
- To create security on the assets of the Company upto the limit of Rs. 13,000 Crores.

The Board recommends the special resolution as stated at Item No. 8 for approval by the members.

None of the Directors, Key Managerial Personnel and/or their relatives are in any way concerned or interested in passing of the aforesaid resolution.

Item No. 9

The Audit Committee at its meeting held on May 15, 2014 had recommended and the Board at its meeting held on the said date had approved appointment of M/s. Sanjay Gupta & Associates as Cost Auditor of the Company for the financial year 2014-15 at a remuneration of Rs. 2,00,000/- (Rupees Two Lakhs only) plus 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 Rules made thereunder, remuneration of Cost Auditor of the Company is required to be ratified and approved by the shareholders of the Company.

M/s. Sanjay Gupta & Associates have rich experience in telecom and have handled the Telecom Regulatory Authority of India ("TRAI") Billing & Metering Audit for the Company. M/s. Sanjay Gupta & Associates have certified that they are eligible for appointment as Cost Auditors, free from any disqualifications, and are working independently and maintain arms length relationship with the Company.

The Board recommends resolution at Item No. 9 for approval and ratification by the members.

None of the Directors, Key Managerial Personnel and/or their

relatives are in any way concerned or interested in passing of the aforesaid resolution.

Registered Office

Voltas Premises,
T. B. Kadam Marg,
Chinchpokli,
Mumbai - 400 033.
CIN: L64200MH1995PLC086354
Website: www.tatateleservices.com &
www.tatadocomo.com
e-mail: investor.relations@tatatel.co.in
Tel: 91 22 6667 1414
Fax: 91 22 6660 5335

Mumbai
August 19, 2014

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

Kiran Thacker
Company Secretary

Important Communication to Members

Members holding shares in electronic mode are requested to update their e-mail address with their respective Depository Participant and for members holding shares in physical mode are requested to provide their email address to the Company at investor.relations@tatatel.co.in or to the Registrar and Share Transfer Agent at csg-unit@tsrdarashaw.com, so as to allow the Company to serve the documents in electronic mode.

Request to the Members

Members are requested to send their question(s), if any, to the Company Secretary / Chief Financial Officer at the Registered Office address of the Company or e-mail at investor.relations@tatatel.co.in in advance so that the answers/details can be kept ready at the Annual General Meeting.

**Details of Directors as on the date of this Notice seeking Appointment/Re-appointment
at the Annual General Meeting ("AGM")**

Particulars	Mr. N. Srinath	Prof. Ashok Jhunjunwala	Mr. Nadir Godrej	Mr. D. T. Joseph
Date of Birth	July 8, 1962	June 22, 1953	August 26, 1951	December 21, 1945
Date of Appointment	February 1, 2011 (last re-appointed by the shareholders at the AGM held on September 23, 2013)	April 12, 2007 (last re-appointment by shareholders at the AGM held on September 23, 2013)	March 12, 2008 (last re-appointment by shareholders at the AGM held on August 29, 2012)	May 8, 2009 (last re-appointment by shareholders at the AGM held on September 23, 2013)
Qualifications	Mechanical Engineering from IIT (Chennai) and a Management Degree from IIM (Kolkata)	B. Tech from IIT (Kanpur) & MS and Ph. D degrees from the University of Maine	B.S (Chem. Eng) from the Massachusetts of Technology, USA, M.S. (Chem. Eng) from Stanford University and MBA from Harvard Business School	Masters degrees in English Literature and Economics from the University of Madras and University of Manchester, respectively
Expertise in specific functional area	Rich experience in Telecom	Rich experience in Telecom	Rich Experience in FMCG Industry	Rich experience in Administration
Number of shares held in the Company (Including held by dependents)	Nil	8,426	Nil	Nil
Directorships held in other Public Companies [#]	<ul style="list-style-type: none"> • Tata Communications Ltd. • Tata Teleservices Ltd. • Tata Business Support Services Ltd. • Viom Networks Ltd. • Viom Infra Networks (Maharashtra) Ltd. 	<ul style="list-style-type: none"> • Polaris Software Lab Ltd. • Tejas Networks Ltd. • Sasken Communications Technologies Ltd. • 3i Infotech Ltd. • Tata Communications Ltd. • Exicom Tele-Systems Ltd. • Mahindra Reva Electrical P Ltd. 	<ul style="list-style-type: none"> • Godrej Industries Ltd. • Godrej Properties Ltd. • Godrej and Boyce Manufacturing Company Ltd. • Godrej Agrovet Ltd. • Mahindra and Mahindra Ltd. • Isprava Technologies Ltd. • Godrej Consumer Products Ltd. • Godrej Tyson Foods Ltd. • The Indian Hotels Company Ltd. 	<ul style="list-style-type: none"> • Adani Ports & Special Economic Zone Ltd. • Shreyas Shipping & Logistics Ltd. • Shreyas Relay Systems Ltd. • Ocean Sparkle Ltd.
Memberships / Chairmanships of Committees* of other Public Companies [#]	Audit Committee <ul style="list-style-type: none"> • Tata Business Support Services Ltd. 	Audit Committee <ul style="list-style-type: none"> • Sasken Communications Technologies Ltd. • Tejas Networks Ltd. • Polaris Software Lab Ltd. Investors' Grievance Committee <ul style="list-style-type: none"> • Polaris Software Lab Ltd. • 3i Infotech Ltd. 	Audit Committee <ul style="list-style-type: none"> • Mahindra and Mahindra Ltd. Investors' Grievance Committee <ul style="list-style-type: none"> • Godrej Consumer Products Ltd.** 	Audit Committee <ul style="list-style-type: none"> • Shreyas Shipping & Logistics Ltd. • Adani Ports & Special Economic Zone Ltd. • Shreyas Relay Systems Ltd. Investors' Grievance Committee <ul style="list-style-type: none"> • Adani Ports & Special Economic Zone Ltd.

[#] Public Companies excluding Foreign Companies and Section 25 Companies

* Includes only Audit Committee and Shareholders / Investors' Grievance Committee

** Chairmanship of the Committee



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.in

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

ATTENDANCE SLIP

Nineteenth Annual General Meeting on Thursday, September 25, 2014

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

Name _____

I certify that I am a registered shareholder / proxy for the registered shareholder of the Company. I hereby record my presence at the NINETEENTH ANNUAL GENERAL MEETING of the Company at "Rangaswar", 4th Floor, Yashwantrao Chavan Pratishthan Mumbai, Gen. Jagannathrao Bhosle Marg, Nariman Point, Mumbai – 400 021 at 1500 hours on Thursday, September 25, 2014.

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

Member's/Proxy's Signature _____

Note: Please fill in this slip and handover at the ENTRANCE TO THE AUDITORIUM.

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



TATA TELESERVICES (MAHARASHTRA) LIMITED

Corporate Identification Number: L64200MH1995PLC086354

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Tel: 91 22 6667 1414 **Fax:** 91 22 6660 5335 **Email:** investor.relations@tatatel.co.in

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

PROXY FORM

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

Name of the Member (s) :
Registered address :
E-mail Id :
Folio No. /Client ID :
DP ID :

I/ We, being the member(s) of _____ shares of the above named company, hereby appoint

1. Name :
Address :
email-ID :
Signature :
or failing him/her

2. Name :
Address :
email-ID :
Signature :
or failing him/her

3. Name :
Address :
email-ID :
Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Nineteenth Annual General Meeting of the Company, to be held on the September 25, 2014 at 1500 Hours, at "Rangaswar", 4th Floor, Yashwantrao Chavan Pratishthan Mumbai, Gen. Jagannathrao Bhosle Marg, Nariman Point, Mumbai – 400 021 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. Adoption of Audited Statement of Profit and Loss and the Balance Sheet for the year ended on March 31, 2014 together with the reports of the Board of Directors and the Auditors thereon.
2. Re-appointment of Deloitte Haskins & Sells LLP, Chartered Accountants as Auditors of the Company and fixing their remuneration.
3. Retirement of Mr. Amal Ganguli by rotation, who does not seek re-appointment and the vacancy be not filled up.
4. Re-appointment of Mr. N. Srinath as Managing Director of the Company.
5. Appointment of Prof. Ashok Jhunjhunwala as an Independent Director.
6. Appointment of Mr. Nadir Godrej as an Independent Director.
7. Appointment of Mr. D. T. Joseph as an Independent Director.
8. Resolutions under Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013.
9. Approval and ratification of payment of Remuneration to M/s. Sanjay Gupta & Associates, Cost Auditors.

Signed this _____ day of _____ 2014

Signature of Shareholder _____

Signature of Proxy holder (s) _____

Affix a
15 ps.
Revenue
Stamp

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