



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

NOTICE OF POSTAL BALLOT PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 (the “Act”) and other applicable provisions, if any, of the Act, read with the Companies (Management and Administration) Rules, 2014 (the “Rules”) (including any statutory modification or re-enactment thereof for the time being in force), that the appended resolution is proposed to be passed as a Special Resolution by way of postal ballot/e-voting.

The Members are requested to consider and, if thought fit, to pass, the following resolution as a Special Resolution:

TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS

“**RESOLVED THAT** pursuant to the provisions of Clause 49(VII) of the Listing Agreements entered into with the stock exchanges (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 is hereby accorded to the material related party transactions/proposed transactions entered/to be entered into between Tata Teleservices (Maharashtra) Limited 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. 470 Crores (Rupees Four Hundred Seventy Crores Only) for the Financial Year 2014-15 and upto maximum aggregate value of Rs. 620 Crores (Rupees Six Hundred and Twenty Crores Only) per annum for the Financial Years 2015-16, 2016-17 and 2017-18;

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.”

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Website: www.tatateleservices.com

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

Kiran Thacker
Company Secretary

Place: Mumbai

Date: June 17, 2015

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out the material facts concerning the Special Resolution and the reasons thereof is annexed.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/Statements of beneficial ownership maintained by the Depositories, i.e., National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on the close of business hours on Friday, June 12, 2015.
3. The Postal Ballot Notice is being sent by e-mail to those Members who have registered their e-mail address with the Company or with their Depository Participants (“DP”) unless any Member has requested for a physical copy of the same. Members who have not registered their e-mail address will receive this Postal Ballot Notice along with the Postal Ballot Form (“Ballot Form”) through permitted mode.
4. The Postal Ballot Notice is uploaded on the website of the Company, i.e., www.tatateleservices.com and on the website of NSDL, i.e., www.evoting.nsdl.com.
5. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreements, the Company is offering e-voting facility to all its Members as an alternate mode to exercise their right to vote. For this purpose, the Company has entered into an agreement with NSDL for facilitating e-voting to enable the Members to cast their votes electronically.
6. Members can opt for only one mode of voting, i.e., either by Ballot Form or e-voting. However, in case Members cast their vote by Ballot Form and e-voting, then voting done through e-voting shall prevail and voting done by Ballot Form will be treated as invalid.

7. In case a Member is desirous of obtaining Ballot Form in printed form, a Member may write to investor.relations@tatatel.co.in. The Company will forward the same along with self-addressed pre-paid postage Business Reply Envelope upon receipt of a request from the Member.
8. Ms. Dipti A. Mehta, Partner, M/s. Mehta & Mehta, Practicing Company Secretaries, has been appointed as the Scrutinizer for conducting the postal ballot process in fair and transparent manner.
9. Upon completion of the scrutiny of Ballot Forms and electronic responses, the Scrutinizer will submit her report to the Chairman of the Company. The results of the Postal Ballot will be declared on or before Wednesday, July 29, 2015. The said results along with the Scrutinizer's Report will be displayed on the website of the Company, i.e., www.tatateleservices.com and intimated to the Stock Exchanges where the shares of the Company are listed.
10. The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.
11. The said Special Resolution will be deemed to have been passed on the last date for receiving the Ballot Forms, i.e., Saturday, July 25, 2015, if approved by the requisite majority as provided under the relevant provisions of the Companies Act, 2013 and the rules made thereunder.

12. Instructions for voting:

A. Voting through physical Ballot Form

- (i) Please complete and sign the Ballot Form (any other form or photocopy thereof will be treated as invalid) and send it so as to reach the Scrutinizer, viz. Ms. Dipti A. Mehta, Partner, M/s. Mehta & Mehta, Practicing Company Secretaries, not later than Saturday, July 25, 2015 (6.00 p.m. IST). Any Ballot Form received after the said date shall be treated as if the reply from the Member has not been received.
- (ii) Postage charges will be borne and paid by the Company. However, in case a Member sends the Ballot Form by courier or registered post or delivers it in person at his/her own expense, such Ballot Form will also be accepted.
- (iii) The Ballot Form should be signed by the Member as per the specimen signature registered with the Company/Depository Participants. In case of joint holding, the Ballot Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. A Power of Attorney ("POA") holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing a duly attested copy of the POA. Exercise of vote by Ballot Form is not permitted through proxy.
- (iv) In case the shares are held by the companies, trusts, societies, etc., the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution/Authorization.
- (v) Votes should be cast either in favour or against, by putting the tick (✓) mark in the column provided in the Ballot Form.
- (vi) A Member need not use all the votes or cast all the votes in the same way.
- (vii) A Member may request for a duplicate physical copy of Ballot Form, if so required, by sending an e-mail to investor.relations@tatatel.co.in mentioning their Folio / DP ID and Client ID No. However, duly filled in and signed duplicate Ballot Form should reach the Scrutinizer not later than the date and time specified in Serial No. A (i) above.
- (viii) Unsigned, incomplete, tick marked at both "FOR" and "AGAINST", improperly or incorrectly tick marked Ballot Forms will be rejected. A Ballot Form will also be rejected if it is received in torn, defaced or mutilated condition.

B. Voting through electronic means:

In case a Member receives an e-mail of Postal Ballot Notice from NSDL (for Members whose e-mail addresses are registered with the Company/Depository Participant(s)):

- (i) Open the attached PDF file viz., "**TTML-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 B (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.

In case a Member receives physical copy of the Postal Ballot Notice (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. B (ii) to Sr. No. B (xii) above, to cast vote.

C. Other Instructions:

- (i) The e-voting period commences on Friday, June 26, 2015 (9.00 a.m. IST) and ends on Saturday, July 25, 2015 (6.00 p.m. IST) (both days inclusive). 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/she shall not be allowed to change it subsequently.
(Note: e-Voting shall not be allowed beyond the said time.)
- (ii) The voting rights of shareholders shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on Friday, June 12, 2015 as per the Register of Members/Statements of beneficial ownership maintained by the Depositories, i.e., NSDL and CDSL.
- (iii) In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com.

**ANNEXURE TO THE NOTICE
EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

Tata Teleservices (Maharashtra) Limited (“TTML” / the “Company”) provides telecommunication services to its subscribers in Mumbai and Rest of Maharashtra (including Goa) telecom circles. Tata Teleservices Limited (“TTSL”) provides telecommunication services Pan India, except Mumbai, Rest of Maharashtra (including Goa), Jammu & Kashmir, North-East and Assam. TTSL also operates and maintains National Long Distance (“NLD”) service network within territorial boundaries of India under license granted by Government of India. TTSL and TTML share certain infrastructure between them to achieve optimum cost of operations and also seamless connectivity as part of offering such services across the Country to their respective subscribers. TTSL and TTML are conducting business under one single brand ‘Tata DOCOMO’ with no overlapping geographies or conflicting businesses.

In order to achieve mutual benefits in the form of economies of scale and optimizing costs, TTSL and TTML have entered into various agreements in the past, to share costs of certain shared central services, network assets and other infrastructure / resources.

In addition, both TTML and TTSL had entered into interconnect agreements as mandated by the Telecom Regulatory Authority of India (“TRAI”) for providing seamless access to the subscribers of each other. TTSL being NLD operator, TTML has entered into an agreement with TTSL for routing the traffic through NLD network of TTSL. TTML has also entered into similar agreements with other NLD operators.

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

Under the provisions of Clause 49 (VII) of the Listing Agreement entered into with the stock exchanges, all Related Party Transactions require prior approval of the Audit Committee and all material Related Party Transactions require approval of the shareholders of the Company by special resolution. A transaction with a related party shall be considered material, if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the company as per the last audited financial statements of the company. TTML and TTSL are related parties as defined under Clause 49 (VII) of the Listing Agreement since both are subsidiaries of Tata Sons Limited.

The transactions between TTML and TTSL include the following:

1. Inter-Connect Usage & Roaming Expenses/Income

The Indian telecom sector is marked by the presence of multiple service providers in terms of access, NLD and International Long Distance (‘ILD’) operations. In a multi-operator, multi-service scenario, Interconnection Usage Charges (‘IUC’) regime is an essential requirement to allow subscribers of one service provider to communicate with the subscribers of other service providers. TTML has interconnect and roaming agreements with all the telecom operators including TTSL for carrying subscriber traffic and for facilitating subscribers to roam across the country. TTML has negotiated competitive rates with TTSL for carrying its inter circle traffic.

2. Sharing of infrastructure

TTSL and TTML share central network assets and other infrastructure/resources in order to achieve mutual benefits in the form of economies of scale and reduction in costs. Accordingly, TTSL and TTML have jointly created these assets and are being managed by TTSL. TTML gains from benefits of volume by this synergy achieved through integrated network. In the absence of such arrangement, TTML would have had to maintain office, manpower and related office administrative infrastructure independently which has also been optimised through this arrangement.

3. Purchase/Sell of Assets and Inventory

The Company requires certain equipment or inventory items to meet contingencies from time to time. Further, there may be some excess unutilized equipment and inventory items. Unutilized equipment removed from the sites has no second hand market and hence has to be scrapped. TTSL also has similar unutilized equipment but in good working condition. Hence, it becomes economical to buy and sell such equipment from and to TTSL. In the absence of such agreements, TTML would not have been in a position to procure equipments in smaller quantities and also had to scrap its unutilized equipment. Cost and lead time for fresh procurement is significantly high, owing to the low quantities requirement. The assets purchased/sold are at Written Down Value ("WDV") of the assets without any mark-up, thus benefitting TTML.

Similarly, inventories such as SIM cards, dongles etc. are commonly negotiated for both TTSL and TTML, thus getting the advantage of volume discounts. While procurements are done directly by the respective companies, where there is mismatch between the demand and supply, TTSL and TTML sell to each other inventories at the landed cost. This helps in meeting emergency purchases at a lower cost.

4. Telecommunication and Other Income

TTML caters to various customers, including the customers of TTSL. TTSL utilizes telecommunication services offered by TTML across a broad spectrum of products and is one of the major customers of the Company.

TTML also recovers compensation from TTSL for sharing of its office premises with TTSL, for use of its facilities and maintenance charges for bandwidth. TTML would not be able to earn income and its maintenance cost would have been higher without such agreement for sharing the infrastructure with TTSL.

5. Cost Sharing

TTML and TTSL share certain common costs incurred such as marketing expenses, manpower cost etc., to achieve mutual benefits and reduction of costs in their respective businesses. Further, TTML would incur higher cost if the contracts are entered into separately for volumes of the Company as against combined volumes of both TTSL and TTML. In addition, TTML also benefits from the synergy on integrated marketing strategy and optimum utilisation of knowledge, skill and experience, which would not have otherwise been available to TTML if such arrangements were not in place.

The aggregate value of the transactions with TTSL, a subsidiary of the holding Company to which the Company is also a subsidiary, for the Financial Year 2014-15 is Rs. 470 Crores, which exceeds the said materiality threshold limit. Further, for the next 3 Financial Years viz., 2015-16, 2016-17 and 2017-18 the aggregate value of the transactions is estimated at Rs. 620 Crores per annum, which is also likely to exceed the materiality threshold limit. Hence, the transactions are required to be approved by the shareholders by way of Special Resolution. These transactions are in the ordinary course of business of the Company and on arm's length basis. Prior approval of the Audit Committee has been received for the same.

The Board commends the Special Resolution as per the accompanying Notice, for approval by the Shareholders of the Company.

Pursuant to Clause 49 (VII) of the Listing Agreement, all the related parties i.e., all entities falling under definition of related parties as per Clause 49 (VII), shall abstain from voting irrespective of whether the entity is a party to the particular transaction or not.

The shareholding (including Preference Share Capital) of the Promoters of TTML in TTSL is given below:

Sr. No.	Name of Company/Body Corporate	Category (in relation to TTML)	Shareholding in TTSL (Including Preference Capital) Percentage (%)
1	Tata Sons Limited	Promoter	67.35
2	NTT DOCOMO Inc.	Another Promoter	13.56

Mr. N. Srinath is Managing Director of the Company and TTSL. Except Mr. N. Srinath, none of the Directors and Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested in the aforesaid Special Resolution.

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

Kiran Thacker
Company Secretary

Place: Mumbai
Date: June 17, 2015



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POSTAL BALLOT FORM

Sequence No. :

1.	Name & Registered Address of the Sole / first named Member	
2.	Name(s) of the Joint Holder(s), (if any)	
3.	Registered folio No./DP ID No./Client ID No* (*Applicable to investors holding Shares in dematerialized form).	
4.	Number of Equity Shares held	
5.	EVEN (E-Voting Event Number)	
6.	User ID	
7.	Password	

I/We hereby exercise my/our vote(s) in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Notice dated June 17, 2015 of the Company by sending my/our assent (FOR) or dissent (AGAINST) to the said resolution by placing the tick (•) mark at the appropriate box below:

Brief Description of Resolution	Type of Resolution	No. of Equity Shares for which votes cast	(FOR)	(AGAINST)
			I/We assent to the Resolution	I/We dissent to the Resolution
Approval for Material Related Party Transactions with Tata Teleservices Limited	Special Resolution			

Date:-

Place:-

Signature of Member / Power of Attorney Holder / Authorised Representative

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

INSTRUCTIONS

A. General Information

- 1) This Postal Ballot Form ("Ballot Form") is provided for the benefit of Members who do not have access to e-voting facility.
- 2) Members can opt for only one mode of voting, i.e., either by Ballot Form or e-voting. However, in case Members cast their vote by Ballot Form and e-voting, then voting done through e-voting shall prevail and voting done by Ballot Form will be treated as invalid.
- 3) For detailed instructions on e-voting, please refer to the notes appended to the Postal Ballot Notice.
- 4) The Scrutinizer will collate the votes downloaded from the e-voting system and votes received through Ballot Form to declare the final result of the Resolution forming part of the Postal Ballot Notice dated June 17, 2015.

B. Process and manner for Members opting to vote by using the Ballot Form

- 1) Please complete and sign the Ballot Form (any other form or photocopy thereof will be treated as invalid) and send it so as to reach the Scrutinizer, viz. Ms. Dipti A. Mehta, Partner, M/s. Mehta & Mehta, Practicing Company Secretaries, not later than Saturday, July 25, 2015 (6.00 p.m. IST). Any Ballot Form received after the said date shall be treated as if the reply from the Member has not been received.
- 2) Postage charges will be borne and paid by the Company. However, in case a Member sends the Ballot Form by courier or registered post or delivers it in person at his/her own expense, such Ballot Form will also be accepted.
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- 4) In case the shares are held by the companies, other corporate bodies, Mutual Funds, trusts, societies, etc., the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution/Authorization.
- 5) Votes should be cast either in favour or against, by putting the tick (✓) mark in the column provided in the Ballot Form.
- 6) A shareholder need not use all the votes or cast all the votes in the same way.
- 7) The voting rights of shareholders shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on Friday, June 12, 2015 as per the Register of Members/Statements of beneficial ownership maintained by the Depositories, i.e., National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL").
- 8) A Member may request for a duplicate physical copy of Ballot Form, if so required, by sending an e-mail to investor.relations@tatatel.co.in mentioning their Folio / DP ID and Client ID No. However, duly filled in and signed duplicate Ballot Form should reach the Scrutinizer not later than the date and time specified in Serial No. B(1) above.
- 9) Unsigned, incomplete, tick marked at both "FOR" and "AGAINST", improperly or incorrectly tick marked Ballot Forms will be rejected. A Ballot Form will also be rejected if it is received in torn, defaced or mutilated condition.
- 10) The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.
- 11) The said Special Resolution will be deemed to have been passed on the last date for receiving the Ballot Forms, i.e., Saturday, July 25, 2015, if approved by the requisite majority as provided under the relevant provisions of the Companies Act, 2013 and the rules made thereunder.
- 12) The results of the Postal Ballot will be declared on or before Wednesday, July 29, 2015.