



# Tata Teleservices (Maharashtra) Limited

Registered Office: Voltas Premises, T.B. Kadam Marg, Chinchpokli, Mumbai 400 033

Tel.: (91) (22) 6661 5445 Fax: (91) (22) 6660 5516 / 5517

## NOTICE

Notice is hereby given that an Extraordinary General Meeting of Tata Teleservices (Maharashtra) Limited will be held on **Saturday, March 13, 2010 at 1500 hours at 'Rangswar', 4<sup>th</sup> Floor, Yashwantrao Chavan Pratishthan Mumbai, General Jagannathrao Bhonsale Marg, Nariman Point, Mumbai 400 021** to transact the following business:

### SPECIAL BUSINESS

To consider and if thought fit, to pass with or without modifications, if any, the following resolution as a Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 293 (1) (d) and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactments thereof and hereinafter referred to as the 'Act'), the Company hereby accords its consent to the Board of Directors (which expression shall be deemed to include any Committee/s thereof and hereinafter referred to as the 'Board'), 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 moneys to be borrowed together with moneys 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, that is to say, reserves not set apart for any specific purpose, so that the total amount upto which the moneys may be borrowed by the Board and outstanding at any time shall not exceed the sum of Rs. 8500,00,00,000/- (Rupees Eight Thousand Five Hundred Crores only).

RESOLVED FURTHER THAT pursuant to the provisions of Section 293 (1) (a) and other applicable provisions, if any, of the Act, the Company hereby accords its consent 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 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) and 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 upto the limits approved under Section 293 (1) (d) 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), 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 or Officers of the Company to give effect to this resolution."

**Registered office:**  
Voltas Premises,  
T.B. Kadam Marg,  
Chinchpokli,  
Mumbai 400 033.

Mumbai  
February 5, 2010

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

**Madhav Joshi**  
Chief Legal Officer & Company Secretary

**Notes:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE MEETING INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER. A proxy, in order to be effective, should be deposited at the registered office of your Company not later than 48 hours before the commencement of the meeting.
2. The Explanatory Statement pursuant to Section 173(2) of the Act is annexed hereto and forms part of this Notice.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE ACT**

The Company offers telecom services in Mumbai and Maharashtra telecom circles (comprising Maharashtra and Goa states). It has recently successfully launched GSM services in August 2009, as a result of which it today has one of the most complete portfolios of telecom services in the country, including landline, wireless, voice, data and broadband services. The Company, in order to maintain its competitiveness in the market, needs to continuously invest in its network both in the wireline and wireless (CDMA & GSM) segments to match competitors' reach, gain better incremental market share and maintain its growth in subscriber base.

In addition, the Department of Telecommunications has released Information Memorandum for auction of spectrum (airwaves) required to launch 3<sup>rd</sup> generation (3G) telecommunication services like video streaming. The Company which is offering CDMA services since 2003 and which has launched GSM services in August 2009 may decide to participate in the auction. Implementation of 3G would act as a key differentiator for high-end customers. India offers a huge growth potential in data services primarily due to a supply gap owing to low fixed- line penetration and relatively low broadband penetration.

The existing borrowing powers of Rs. 6,000 Crores therefore may not be adequate. Keeping in view the likely debt requirements of the Company in the next 2/3 years, the existing limits for borrowings of upto Rs. 6,000 Crores need to be increased to Rs. 8,500 Crores.

The Company might be required to mortgage and/or create charge on the movable and immoveable properties of the Company both present and future and/or the whole or any part of the undertaking(s) of the Company in favour of the lender(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) and securities (issued/to be issued by the Company), from time to time, subject to the limits approved by members under Section 293 (1) (d) of the Act.

The Board commends the resolutions for approval of the Members.

None of the Directors is interested or concerned in the passing of this resolution

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**Madhav Joshi**  
Chief Legal Officer & Company Secretary

Mumbai  
February 5, 2010



**TATA**

**TATA TELESERVICES (MAHARASHTRA) LIMITED**

Registered Office: Voltas Premises, T.B. Kadam Marg, Chinchpokli, Mumbai 400 033

**ATTENDANCE SLIP**

**Extraordinary General Meeting on Saturday, March 13, 2010**

Reg. Folio No..... DP ID\*..... Client ID\*.....  
Name .....  
Address .....

I certify that I am a registered shareholder / proxy for the registered shareholder of the Company. I hereby record my presence at the EXTRAORDINARY GENERAL MEETING of the Company at '**Rangswar**', 4<sup>th</sup> Floor, **Yashwantrao Chavan Pratishthan Mumbai, General Jagannathrao Bhosale Marg, Nariman Point, Mumbai - 400 021 at 1500 hours on Saturday, March 13, 2010.**

Proxy's name in Block Letters .....

Member's / Proxy's Signature .....

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

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



**TATA**

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**PROXY FORM**

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

I/We .....  
of ..... in the  
district of ..... being a member / members of the above named Company  
hereby appoint ..... of .....  
in the district of ..... or failing him ..... of  
..... in the district of ..... as my/our  
proxy to vote for me/us on my/our behalf at the EXTRAORDINARY GENERAL MEETING of the Company to be held on  
**Saturday, March 13, 2010** and at any adjournment thereof.

Signature .....

Signed this .....day of .....2010.

Affix a  
15 ps.  
Revenue  
Stamp

**Note:** This form in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company, not less than 48 hours before the meeting.

\* Applicable for investors holding shares in electronic (dematerialised) form.



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**Book Post**

*If undelivered, please return to :*

**Tata Teleservices (Maharashtra) Limited**

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