

NOTICE

Notice is hereby given that the 10th Annual General Meeting (“AGM”) of MMP Mobi Wallet Payment Systems Limited (the “Company”) will be held on **Monday, September 21, 2020 at 11.00 hours (IST)** through Video Conferencing facility or Other Audio Video 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. Madhav Joshi (DIN: 00030754) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) read with Schedule V of the Act, including any statutory modification thereof read with 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 rules and regulations, recommendation of the Board of Directors at its meeting held on April 27, 2020 and subject to such approvals/consents/permissions/sanctions as may be required from the Central Government and such other Regulatory Bodies under the applicable laws/rules/regulations and subject to such conditions as may be imposed by the Central Government/Regulatory Bodies at the time of granting such approvals/consents/permissions/sanctions, the Members of the Company hereby approves the appointment of Mr. Shinu Mathai as Manager of the Company for a period of 3 (Three) years commencing April 27, 2020 till April 26, 2023 on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the notice convening this Annual General Meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment including remuneration from time to time in such manner as may be agreed to between the Board and Mr. Shinu Mathai;

RESOLVED FURTHER THAT Mr. Shinu Mathai, subject to overall superintendence and control of the Board of Directors of the Company, will have the management of the whole or substantially the whole of the affairs of the Company;

RESOLVED FURTHER THAT Directors or the Company Secretary of the Company be and are severally authorized to submit necessary application to the Central Government and comply with all such requirements as may be required under the provisions of the Act for appointment of Mr. Shinu Mathai as Manager of the Company;

RESOLVED FURTHER THAT Directors of the Company be and are hereby authorized to issue a letter of appointment to Mr. Shinu Mathai as Manager of the Company or sign any Agreement with Mr. Shinu

MMP Mobi Wallet Payment Systems Limited
Corporate Office: Voltas Premises, T. B. Kadam Marg, Chinchpokli, Mumbai- 400 033.
Registered Office: 10th Floor, Tower - 1, Jeevan Bharati, 124, Connaught Circus, New Delhi Central Delhi DI 110001.
Office: Tata Tele Business Park, A37, Sector 60, Noida – 201301
Ph: 011-66558555; Fax 011-66552020; e-Mail: care@mrupee.in, website: www.mrupee.in
CIN: U64201DL2010PLC205811

MMP Mobi Wallet Payment Systems Limited is a subsidiary of Tata Teleservices Limited

Mathai on behalf of the Company incorporating the details of remuneration and other terms and conditions given in the aforesaid resolution.”

Registered Office:

10th Floor, Tower - 1, Jeevan Bharati, 124,
Connaught Circus, New Delhi – 110 001
CIN: U64201DL2010PLC205811
Website: www.mrupee.in
e-mail: care@mrupee.in
Tel: 011-66558555 Fax: 011-66552020

By order of the Board
For **MMP Mobi Wallet Payment Systems Limited**


Rishabh Nath Aditya
Company Secretary
FCS 3598

Place: Mumbai

Date: August 25, 2020

NOTES:

1. In view of the global outbreak of the Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 20/2020 dated May 5, 2020 in relation to “Clarification on holding of Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)” read with General Circular No. 14/ 2020 dated April 8, 2020 and the General Circular No. 17/ 2020 dated April 13, 2020 in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19” (collectively referred to as “MCA Circulars”) permitted the holding of the AGM through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM on **Tuesday, September 22, 2020 at 10.00 a.m.** (IST).
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 MCA CIRCULARS THROUGH VC OR OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**
3. Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the 10th AGM through VC/OAVM facility. Corporate Members intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case maybe, to attend the AGM through VC or OAVM are requested to send a certified copy of the Board Resolution to the Scrutinizer or Company Secretary by e-mail to rishabh.aditya@tatatel.co.in
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. As per the provisions of Clause 3.A.III. of the General Circular No. 20/ 2020 dated May 5, 2020, the matters of Special Business as appearing at Item No. 3 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.
6. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item No. 3 of the Notice is annexed hereto. The relevant details, pursuant to Secretarial Standards 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. Requisite declarations have been received from Director/s for seeking re-appointment.
7. In line with the MCA Circular dated May 5, 2020, the Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories.

8. Members who need assistance in connection with using the technology before or during the AGM, may reach out to the Company officials at +91 9223309411.
9. Since the Company is not required to conduct e-voting, the voting at the meeting shall be conducted through show of hands, unless demand for a poll is made by any member in accordance with Section 109 of the Act. In case of a poll on any resolution at the AGM, members are requested to convey their vote by e-mail to rishabh.aditya@tatatel.co.in
10. During the 10th AGM, Members may access the electronic copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act by writing to the Company on rishabh.aditya@tatatel.co.in
11. Members who wish to inspect the relevant documents referred to in the Notice can send an email to rishabh.aditya@tatatel.co.in up to the conclusion of this Meeting.
12. Members who would like to express their views or ask questions during the AGM may raise the same at the meeting or send them in advance (mentioning their name and folio no.), at least 3 days prior to the date of the AGM to rishabh.aditya@tatatel.co.in
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 to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
14. 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 the Company in case the shares are held by them in physical form.
15. The Members can join the AGM in the VC/OAVM mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by clicking on the following link:

https://teams.microsoft.com/l/meetup-join/19%3ameeting_Yjc1MGNjNjltNjk4MC00ZWNmLTg1ODQtMWY5ZWQ1NTBJOTQ1%40thread.v2/0?context=%7b%22id%22%3a%22c120ec3b-2ab7-478b-8e04-3be3184eaa5f%22%2c%22oid%22%3a%22e4c8abe3-505d-4db6-b290-28f9a7a26ca6%22%7d

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

Item No. 3

Profile of Mr. Shinu Mathai

In order to look into the day-to-day affairs of the Company, the Company appointed Mr. Shinu Mathai as Manager of the Company pursuant to the provisions of Sections 196, 197, 203 read with Schedule V of the Companies Act, 2013 (the "Act").

Mr. Shinu Mathai is qualified Cost and Management Accountant. He has also an MBA in Finance.

Mr. Shinu has over 22 years of experience in the areas of Finance & Operations. He was earlier associated with Bharti Airtel Limited and Batliboi Limited etc. where he was responsible for Finance and Accounts. He is presently handling Treasury & Insurance function at Tata Teleservices.

Mr. Shinu Mathai, Manager and Chief Financial Officer is an employee of Tata Teleservices Limited ("TTSL"), the Holding Company, and is deputed in the Company under a Deputation Agreement entered between TTSL and the Company. Hence, no remuneration was directly drawn by Mr. Shinu Mathai from the Company.

The Directors recommend the resolution for approval by the Members.

The additional information as required under Schedule V of the Companies Act, 2013 is as below:

I. General Information

1. Nature of industry: Mobile Commerce and related services
2. Date of commencement of commercial production: June 29, 2012
3. Financial Performance based on the given indicators:
(Rupees in Lakhs)

Particulars	2019-2020	2018-2019
Total Income	33.62	136.90
Less: Expenditure	13.53	(156.46)
Earnings before Interest, Depreciation, Tax and Amortization ("EBITDA")	20.09	(19.56)
Finance & Treasury (Charges) / Income	-	-
Depreciation / Amortization	-	-
Profit / (Loss) for the year	20.09	(19.56)
Less: Provision for Tax		-
Profit after Tax	20.09	(19.56)

MMP Mobi Wallet Payment Systems Limited
 Corporate Office: Voltas Premises, T. B. Kadam Marg, Chinchpokli, Mumbai- 400 033.
 Registered Office: 10th Floor, Tower - 1, Jeevan Bharati, 124, Connaught Circus, New Delhi Central Delhi DI 110001.
 Office: Tata Tele Business Park, A37, Sector 60, Noida – 201301
 Ph: 011-66558555; Fax 011-66552020; e-Mail: care@mrupee.in, website: www.mrupee.in
 CIN: U64201DL2010PLC205811

MMP Mobi Wallet Payment Systems Limited is a subsidiary of Tata Teleservices Limited

4. Export performance and net foreign exchange collaborations: Not Applicable
5. Foreign Investments or collaborators, if any: Nil

II. Information about the appointee

Mr. Shinu Mathai is qualified Cost and Management Accountant. He has also an MBA in Finance.

Mr. Shinu has over 22 years of experience in the areas of Finance & Operations. He was earlier associated with Bharti Airtel Limited and Batliboi Limited etc. where he was responsible for Finance and Accounts. He is presently handling Treasury & Insurance function at Tata Teleservices.

Past remuneration was Rs. 56,00,000/- per annum.

1. Proposed remuneration: Mr. Shinu Mathai, Manager and Chief Financial Officer is an employee of TTSL, the Holding Company, and is deputed in the Company under a Deputation Agreement entered between TTSL and the Company. Hence, no remuneration was directly drawn by Mr. Shinu Mathai from the Company.
2. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personal, if any: Besides the remuneration proposed, the Manager does not have any other pecuniary relationship with the Company.

None of the directors or the Company Secretary of the Company or their relatives are in any way interested/concerned in the proposed Ordinary resolution.

Registered Office:

10th Floor, Tower - 1, Jeevan Bharati, 124,
Connaught Circus, New Delhi – 110 001
CIN: U64201DL2010PLC205811
Website: www.mrupee.in
e-mail: care@mrupee.in
Tel: 011-66558555 Fax: 011-66552020

By order of the Board
For **MMP Mobi Wallet Payment Systems Limited**



Rishabh Nath Aditya
Company Secretary
FCS3598

Place: Mumbai
Date: August 25, 2020

Details of Director as on the date of this Notice seeking appointment / re-appointment at the Annual General Meeting (“AGM”)

Name of the Director	Mr. Madhav Joshi	
Date of Birth	February 7, 1953	
Age	67	
Date of Appointment	Appointed on July 13, 2010	
Qualifications	FCS, LLB	
Experience	Over 46 years in field of Law, Regulatory, Secretarial and Compliance	
Terms and conditions of appointment	- Director in Non-Executive Non-Independent capacity, - Liable to retire by rotation	
Remuneration sought to be paid	Nil	
Last remuneration drawn during the year 2019-2020	Nil	
Number of Board meetings attended during the year	Held	Attended
	5	5
Expertise in specific functional area	Legal, Secretarial and Corporate Regulatory affairs	
Number of shares held in the Company (including held by the dependents)	1 share - Tata Teleservices Limited Jointly with Mr. Madhav Joshi	
Directorships held in other companies	<ul style="list-style-type: none"> • NVS Technologies Limited • TTL Mobile India Private Limited 	
Memberships / Chairmanships of Statutory Committees across other companies	<p>Audit Committee:</p> <ul style="list-style-type: none"> • TTL Mobile India Private Limited <p>Corporate Social Responsibility Committee</p> <ul style="list-style-type: none"> • TTL Mobile India Private Limited 	
Relationship with other Directors	None	