



NOTICE

Notice is hereby given that the Thirteenth (13th) Annual General Meeting of Tata Tele NXTGEN Solutions Limited (the "Company") will be held on **Tuesday, June 20, 2023 at 1430 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, 2023, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a director in place of Kush S. Bhatnagar (DIN:08171013) who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. Appointment of Vijay Mundra as Non-Executive Director

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

"**RESOLVED THAT** Vijay Mundra (DIN:09832560), who was appointed by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, as an Additional Director of the Company effective January 5, 2023, and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 and any other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') (including any statutory modification or re-enactment thereof for the time being in force) and Articles of Association of the Company and who is eligible for appointment and has consented to act as a director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation;

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

4. Appointment of Vishal Rally as Non-Executive Director

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

"**RESOLVED THAT** Vishal Rally (DIN:10053701), who was appointed by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, as an Additional Director of the Company effective March 9, 2023, and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 and any other applicable provisions, if any,



of the Companies Act, 2013 (the 'Act') (including any statutory modification or re-enactment thereof for the time being in force) and Articles of Association of the Company and who is eligible for appointment and has consented to act as a director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation;

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

5. Appointment of Anil Kalra as Manager

To consider and, if though fit, to pass the following resolution as an **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') (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, Articles of Association of the Company and any other applicable provisions and subject to such approvals, as may be necessary, the consent of the Company be and is hereby accorded for the appointment of and terms of remuneration of Mr. Anil Kalra as Manager of the Company for the period commencing from April 19, 2023 to April 18, 2026, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, upon the terms and conditions including remuneration as set out in the Explanatory Statement annexed to this notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Anil Kalra;

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

Registered Office:

10th Floor, Tower - 1, Jeevan Bharati, 124,
Connaught Circus, New Delhi – 110 001
CIN: U74110DL2010PLC205811
e-mail: rishabh.aditya@tatatel.co.in
Tel: 011- 23327072

By order of the Board
For Tata Tele **NXTGEN Solutions Limited**

Rishabh Nath Aditya
Company Secretary
(FCS 3598)

Place: Navi Mumbai
Date: May 18, 2023



NOTES:

1. In continuation of Ministry of Corporate Affairs ("MCA") General Circular No. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, 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", General Circular No. 20/2020, dated May 5, 2020, the MCA has vide General Circular No. 10/2022 dated December 28, 2022 in relation to "Clarification on holding of Annual General Meeting ("AGM") through video conferencing ("VC") or other audio visual means ("OAVM")" (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. Accordingly, in compliance with the provisions of the Companies Act, 2013 ("Act"), MCA Circulars, the 13th AGM of the Company is scheduled to be held through VC/OAVM on **Tuesday, June 20, 2023 at 1430 hours (IST). The deemed venue for the 13th AGM will be the Registered office of the Company.**
2. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE 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. 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 Company Secretary by e-mail at 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 with "3.B.IV" of the General Circular No. 20/2020 dated May 5, 2020, the matters of Special Business as appearing under Item Nos. 3 to 5 of the accompanying Notice, are considered to be unavoidable by the Board and hence, form part of this Notice.
6. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item Nos. 3 to 5 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 the Directors seeking appointment/re-appointment at this AGM are also annexed. Requisite declarations have been received from the Directors for seeking appointment/re-appointment.
7. The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by clicking on the following link:



Microsoft Teams meeting

Join on your computer, mobile app or room device

[Click here to join the meeting](#)

Meeting ID: 492 892 690 966

Passcode: aKK75b

[Download Teams](#) | [Join on the web](#)

Join with a video conferencing device

tatatel@m.webex.com

Video Conference ID: 138 924 855 5

[Alternate VTC instructions](#)

[Learn More](#) | [Meeting options](#)

8. In accordance with the MCA Circulars, the Notice of the AGM along with the Annual Report for the financial year 2022-2023 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories.
9. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc., to the Company Secretary at rishabh.aditya@tatatel.co.in in case the shares are held in physical form, quoting their folio no. Further, Members may note that SEBI has mandated the submission of PAN by every participant in securities market.
10. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to Rishabh.aditya@tatatel.co.in.
11. 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 in timely manner.
12. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same by sending an email to the Company Secretary at Rishabh.aditya@tatatel.co.in.
13. Members who need assistance in connection with using the technology before or during the AGM, may reach out to the Company officials at 9619350143 or 9819301486.
14. Since the Company is not required to conduct e-voting, the voting at the meeting shall be conducted through a 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
15. Members are encouraged to submit their questions in advance with regard to the financial statements or any other matter to be placed at the 13th AGM, from their registered email address, mentioning their name, Folio Number and mobile number, to reach the Company's e-mail address at rishabh.aditya@tatatel.co.in before 1500 hours (IST) on June 16, 2023.



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

Item No. 3

The Board of Directors, on recommendation of the Nomination and Remuneration Committee ("NRC"), appointed Vijay Mundra (DIN:09832560) as an Additional Director of the Company with effect from January 5, 2023 and who holds office up to the date of this Annual General Meeting pursuant to the provisions of Section 161 of the Companies Act, 2013 (the "Act"). The Company has received a notice pursuant to Section 160(1) of the Act proposing his candidature for the office of Director of the Company. Vijay Mundra shall be liable to retire by rotation. Vijay Mundra is not disqualified from being a Director in terms of Section 164 of the Act.

The Company had received the necessary consent and declarations from Vijay Mundra confirming his eligibility to be appointed as the Non-Executive Non-Independent Director of the Company.

In compliance with the provisions of Sections 152 and 160 of the Act, the appointment of Vijay Mundra as a Non-Executive Director of the Company is now being placed before the Members at the Annual General Meeting for their approval.

The brief profile of Vijay Mundra is as under:

Vijay Mundra, aged 51 years, an astute & result oriented professional with distinguished 27 years of experience in Telecom/ Media & Online Retail FMCG Industry. Vijay is commerce graduate with further post qualifications as Chartered Accountant (CA -1996) and Cost & Works Accountants (ICWA - 1995).

Vijay has been working with Tata Teleservices Limited since 2004. His 18-year career stint with TTL has been across various fields with over 14 years in leadership roles Heading Financial Accounting function; MIS & Analytics (FP &A) and involved in GSM project launch across circles. He is closely associated with the business teams as he Heads FP & A function, driving AOP, new business development & assists in high-stakes decisions using experience-backed judgment, strong work ethics

Vijay resides in Mumbai with his wife who is an entrepreneur, daughter post graduated in BA economics and a son who is pursuing BE Chemical from IIT Hyderabad.

Vijay Mundra is also appointed as a Member of Audit Committee and Nomination and Remuneration Committee of the Company. He does not hold any equity shares of the Company.

The details including the qualification and the list of companies in which Vijay Mundra serves as Director and Member/Chairman of committees are stated in the annexure attached to the Notice.

Vijay Mundra is not related to any other Director of the Company.

The Board commends the Ordinary Resolution set out in Item No. 3 of the Notice for the approval of the Members.



None of the Directors or Key Managerial Personnel or their relatives, except Vijay Mundra to the extent of his appointment, are in any way concerned or interested in passing of the resolution mentioned at Item No. 3 of the Notice

Item No. 4

The Board of Directors, on recommendation of the Nomination and Remuneration Committee ("NRC"), appointed Vishal Rally (DIN:10053701) as an Additional Director of the Company with effect from March 9, 2023 and who holds office up to the date of this Annual General Meeting pursuant to the provisions of Section 161 of the Companies Act, 2013 (the "Act"). The Company has received a notice pursuant to Section 160(1) of the Act proposing his candidature for the office of Director of the Company. Vishal Rally shall be liable to retire by rotation. Vishal Rally is not disqualified from being a Director in terms of Section 164 of the Act.

The Company had received the necessary consent and declarations from Vishal Rally confirming his eligibility to be appointed as the Non-Executive Non-Independent Director of the Company.

In compliance with the provisions of Sections 152 and 160 of the Act, the appointment of Vishal Rally as a Non-Executive Director of the Company is now being placed before the Members at the Annual General Meeting for their approval.

The brief profile of Vishal Rally is as under:

Vishal Rally currently heads the Product Commercial and Marketing at Tata Teleservices and is responsible for designing the Product Strategy and Roadmap which includes creating new products and managing the lifecycle of existing product lines. In this role, he is also responsible for establishing the business brand of Tata Teleservices and Demand generation and Inside Sales.

Vishal is an industry veteran in the Enterprise technology segment with over two decades of experience. He was heading the regional business for the company in his previous tenure and was engaged with P&L responsibility of the region including Sales, Marketing, Distribution, and Service Operations & Assurance. His role was pivotal in driving strategies towards a greater connect with people as well as the existing and new potential customers.

Before Tata Teleservices, Vishal had a versatile set of experiences in the marketing and sales domain and worked with leading telecom companies such as Vodafone, Reliance JIO, Hathaway Cable and Datacom, Big CBS Networks, etc. At Vodafone, he was responsible for driving the launch of new services as well as product offerings for multiple business segments. Subsequently, moved onto Business Solutions role and then handpicked to drive the responsibility of leading National Enterprise Sales. Whereas, at Hathaway, his accountability entailed formulation, execution & implementation of marketing plan at National Level for ISP line of business. He was responsible for setting-up & launching the business across India - including the new Brand Identity for the Cable Internet Business.

Vishal holds a Masters in Management Studies from Mumbai University and a Bachelors in Engineering from Manipal Institute of Technology. Vishal is very passionate about Sports, and enjoy reading books related to Biographies & Memoirs, Science Fiction and Technology. When he is not working, he usually likes to spend his time on learning new cuisines, traveling, and exploring new destinations.



Vishal Rally is also appointed as a Member of Audit Committee and Nomination and Remuneration Committee of the Company. He does not hold any equity shares of the Company.

The details including the qualification and the list of companies in which Vishal Rally serves as Director and Member/Chairman of committees are stated in the annexure attached to the Notice.

Vishal Rally is not related to any other Director of the Company.

The Board commends the Ordinary Resolution set out in Item No. 4 of the Notice for the approval of the Members.

None of the Directors or Key Managerial Personnel or their relatives, except Vishal Rally to the extent of his appointment, are in any way concerned or interested in passing the resolution mentioned at Item No. 4 of the Notice.

Item No. 5

The Board of Directors, on recommendation of the Nomination and Remuneration Committee, appointed Anil Kalra as Manager of the Company under the provisions of the Sections 196, 197, 203, and other applicable provisions, if any, of the Act, read with Schedule V to the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, for a period of three years with effect from April 19, 2023 till April 18, 2026, subject to approval of the Members. Anil Kalra does not draw any remuneration from the Company and hence the appointment has been made by the Board of Directors in accordance with the provisions of Section 203 of the Act.

The Company had received the necessary consent and declarations from Anil Kalra confirming his eligibility to be appointed as Manager of the Company.

The principal terms and conditions of appointment of Anil Kalra are as follows:

1. Term and Termination:

1.1 3 years from the date of appointment i.e., April 19, 2023.

1.2 The appointment may be terminated by either party by giving to other party three months prior notice.

2. Remuneration

Nil as the appointee draws remuneration from the holding company, Tata Teleservices Limited.

3. Other Terms and Conditions

- a) The appointee will be entitled for leave in accordance with the Rules of the Company.
- b) The terms and conditions of this appointment may be revised, altered and varied from time to time by the Board/Nomination and Remuneration Committee as it may, in its discretion deem fit, subject to such approvals as may be required.
- c) The appointee shall cease to be the Manager and Key Managerial Personnel of the Company on cessation of his employment with Tata Teleservices Limited.

In compliance with the provisions of Sections 196, 197 and other applicable provisions of the Act, read with Schedule V to the Act, the terms of appointment of Anil Kalra as specified above are now being placed before the Members for their approval.



The Board commends the Resolution at Item No. 4 for approval by the Members.

Except Anil Kalra, none of the Directors, Key Managerial Personnel and/or their respective relatives are in any way concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 5 of the Notice.

Registered Office:

10th Floor, Tower - 1, Jeevan Bharati, 124,
Connaught Circus, New Delhi – 110 001
CIN: U74110DL2010PLC205811
e-mail: rishabh.aditya@tatatel.co.in
Tel: 011-23327072

By order of the Board
For **Tata Tele NXTGEN Solutions Limited**

A handwritten signature in blue ink, appearing to read 'RASHA'.

Rishabh Nath Aditya
Company Secretary
FCS 3598

Place: Navi Mumbai
Date: May 18, 2023



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

[Pursuant to SS-2 – Secretarial Standards on General Meetings]

Item No.	2	3	4
Name of the Director	Kush S. Bhatnagar	Vijay Mundra	Vishal Rally
DIN	08171013	09832560	10053701
Designation	Non-Executive Non-Independent Director	Non-Executive Non-Independent Director	Non-Executive Non-Independent Director
Age	54	51	51
Qualifications	Chartered Accountant	Chartered Accountant and Cost & Works Accountants	Master's in management studies from Mumbai University and B.E. from Manipal Institute of Technology
Experience	Has over 30 years of experience in Finance, Tax, and accounting	Has over 27 years of experience in Financial Planning and Reporting, M&A, Business Development and Business Finance	Has over 20 years of experience in Product Management, Sales, and Marketing
Terms and conditions of appointment/re-appointment	- Director in Non-Executive Non-Independent capacity, - Liable to retire by rotation	- Director in Non-Executive Non-Independent capacity, - Liable to retire by rotation	- Director in Non-Executive Non-Independent capacity, - Liable to retire by rotation
Remuneration sought to be paid	Nil	Nil	Nil
Remuneration last drawn	Nil	Nil	Nil
Date of first appointment on the Board	March 14, 2019	January 5, 2023	March 9, 2023
Shareholding in the Company	1 Equity Share as nominee of Tata Teleservices Limited (TTSL). Share is held in the joint names of (1) TTSL, (2) Mr. Kush S. Bhatnagar	Nil	1 Equity Share as nominee of Tata Teleservices Limited (TTSL). Share is held in the joint names of (1) TTSL, (2) Mr. Vishal Rally



Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None		None		None	
Number of meetings of the Board attended during the financial year 2022-2023	Held	Attended	Held	Attended	Held	Attended
	4	4	1	1	-	-
Other Directorships (All companies except of Foreign Companies to be mentioned)	<ul style="list-style-type: none"> TTL Mobile Private Limited 		None		<ul style="list-style-type: none"> NVS Technologies Limited TTL Mobile Private Limited 	
Memberships / Chairmanships of Committees of other Boards	Audit Committee <ul style="list-style-type: none"> TTL Mobile Private Limited 		None		Audit Committee <ul style="list-style-type: none"> TTL Mobile Private Limited 	