



## NOTICE

Notice is hereby given that the Sixteenth Annual General Meeting of **Tata Tele NXTGEN Solutions Limited** (the "Company") will be held on **Wednesday, June 3, 2026, at 1500 hours (IST)** through Video Conferencing 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, 2026, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a director in place of Vijay Mundra (DIN : 09832560), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

#### 3. Appointment of Anvize Rodrigues as Non-Executive Director

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

**"RESOLVED THAT** Anvize Rodrigues (DIN : 11662606), 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 April 20, 2026, and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161(1) 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 her 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 steps as may be necessary, proper and expedient to give effect to this Resolution."

#### 4. Re-appointment of Anil Kalra as Manager

To consider and, if thought 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

### **TATA TELE NXTGEN SOLUTIONS LIMITED**

Technopolis Knowledge Park, Telco Complex, CTS No. 238/A, Mahakali Caves Road,

Village:- Mulgaon, Near Chakala, Andheri (East), Mumbai - 400 093

Tel.: + 91 22 6678 0641 | Email: [investor.relations@tatatel.co.in](mailto:investor.relations@tatatel.co.in)

Registered Office: Jeevan Bharati Tower - I, 10<sup>th</sup> Floor, 124 Connaught Circus, New Delhi - 110 001

CIN: U74110DL2010PLC205811



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 re-appointment of and terms of remuneration of Mr. Anil Kalra as Manager of the Company for the period commencing from April 19, 2026 to April 18, 2029, 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:**

10<sup>th</sup> Floor, Tower - I,  
Jeevan Bharati, 124,  
Connaught Circus,  
New Delhi - 110 001  
CIN: U74110DL2010PLC205811  
E-mail: [Anil.Kalra2@tatatel.co.in](mailto:Anil.Kalra2@tatatel.co.in)  
Tel: +91 11 23327072

Place: Navi Mumbai

Date: April 20, 2026

By order of the Board  
For Tata Tele NXTGEN Solutions Limited

**Anil Kalra**  
Manager and Chief Financial Officer  
(PAN: AHHPK3264C)

**NOTES:**

1. The Ministry of Corporate Affairs (“MCA”) has, vide its General Circular Nos. 14/2020 dated April 8, 2020, and 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”, General Circular Nos. 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022, and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025, 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”) and any other applicable provisions, permitted companies to conduct their Annual General Meeting through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”) without the physical presence of Members at a common venue till further orders. Accordingly, in compliance with the provisions of the Companies Act, 2013 (the “Act”) and MCA Circulars, the 16<sup>th</sup> AGM of the Company is scheduled to be held through VC/OAVM allowing two-way teleconferencing or Webex. The deemed venue for the 16<sup>th</sup> 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/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 THIS AGM ARE NOT ANNEXED TO THIS NOTICE.
3. Corporate Members intending to appoint their authorised representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC/OAVM are requested to send a certified copy of the Board Resolution to the Chief Financial Officer at [Anil.Kalra2@tatatel.co.in](mailto:Anil.Kalra2@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. The relevant details, pursuant to Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Director seeking re-appointment at this AGM is also annexed. Requisite declarations have been received from the Director seeking re-appointment.
6. The Members can join the AGM in the VC/OAVM mode 10 minutes before the scheduled time of the commencement of the AGM by clicking on the following link:

**Microsoft Teams meeting**

**Join:** <https://teams.microsoft.com/meet/48980590270856?p=Wj3FTb3RZch3dfTwhz>

Meeting ID: 489 805 902 708 56

Passcode: r5EA7wn6

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[Need help? | System reference](#)

**Join on a video conferencing device**

Tenant key: [tatatel@m.webex.com](mailto:tatatel@m.webex.com)

Video ID: 131 660 309 2

[More info](#)

For organizers: [Meeting options](#)

7. In accordance with the MCA Circulars, the Notice of the AGM, along with the Annual Report for the financial year 2025-2026, is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company.
8. 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 e-mail to the Chief Financial Officer at [Anil.Kalra2@tatatel.co.in](mailto:Anil.Kalra2@tatatel.co.in).

9. Members who need assistance in connection with using the technology before or during the AGM may reach out to the Company officials at 9212106255 or 9223455491.
10. Since the Company is not required to conduct e-voting, the voting at the AGM 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 sending an e-mail to the Chief Financial Officer at [Anil.Kalra2@tatatel.co.in](mailto:Anil.Kalra2@tatatel.co.in).
11. Members are encouraged to submit their questions in advance with regard to the financial statements or any other matter to be placed at the AGM, from their registered e-mail address, mentioning their name, Folio Number and mobile number, by sending an e-mail to the Chief Financial Officer at [Anil.Kalra2@tatatel.co.in](mailto:Anil.Kalra2@tatatel.co.in) at least two days before the date of AGM.

#### **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 Anvize Rodrigues (DIN : 11662606) as an Additional Director of the Company with effect from April 20, 2026, and who holds office upto the date of this Annual General Meeting pursuant to the provisions of Section 161 of the Act. The Company has received a notice pursuant to Section 160(1) of the Act proposing her candidature for the office of Director of the Company. Anvize shall be liable to retire by rotation and 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 Anvize Rodrigues confirming her 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 Anvize 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 Anvize is as under:

Anvize Rodrigues is a seasoned technology leader with over 28 years of experience driving large-scale digital transformation and enabling business growth across global enterprises. As the Chief Information Officer and Senior Vice President at Tata Teleservices (TTL), she spearheads the organization’s technology vision, steering digital innovation and aligning enterprise platforms with evolving business and customer needs.



Known for her ability to link technology strategy with business outcomes, Anvize has been instrumental in modernizing digital ecosystems, enhancing customer experience, and building scalable, future-ready capabilities. She brings a sharp focus on value creation-ensuring that technology investments translate into measurable impact, operational resilience, and competitive advantage.

Her leadership spans enterprise transformation, governance, and strategic program execution, with a strong emphasis on driving simplification, agility, and data-driven decision-making. She is also recognized for building high-performing teams and fostering a culture of accountability, innovation, and collaboration.

Anvize's contributions to the technology and business landscape have earned her several industry accolades, including the IDC Transformation Award, BIG CIO 50 Award, and CIO 100 Award.

She holds an Executive MBA from the Indian Institute of Management, Indore, and a degree in Computer Engineering from Mangalore University.

Anvize does not hold any equity shares of the Company.

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

Anvize is not related to any other Director of the Company.

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

None of the Directors or Key Managerial Personnel or their relatives, except Anvize to the extent of her 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, 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, 2026 till April 18, 2029, 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, 2026.

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. 4 of the Notice.



**PARTICULARS OF DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING PURSUANT TO SECRETARIAL STANDARDS ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA**

Item No.	2	3
Name of the Director	Vijay Mundra	Anvize Rodrigues
DIN	09832560	11662606
Designation	Non-Executive Non-Independent Director	Non-Executive Non-Independent Director
Age	54	50
Qualifications	Chartered Accountant and Cost & Works Accountants	Executive MBA from the Indian Institute of Management, Indore, and a degree in Computer Engineering from Mangalore University
Experience	Has over 30 years of experience in Financial Planning and Reporting, M&A, Business Development and Business Finance	Has over 28 years of experience in Information Technology, driving large-scale digital transformations and enabling business growth across global enterprises
Terms and conditions of 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
Remuneration sought to be paid	Nil	Nil
Remuneration last drawn	Nil	Nil
Date of first appointment on the Board	January 5, 2023	April 20, 2026
Shareholding in the Company	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	None



<b>Item No.</b>	<b>2</b>		<b>3</b>	
<b>Name of the Director</b>	<b>Vijay Mundra</b>		<b>Anvize Rodrigues</b>	
<b>DIN</b>	<b>09832560</b>		<b>11662606</b>	
Number of meetings of the Board attended during the financial year 2025-2026	Held	Attended	Held	Attended
	5	5	NA	NA
Other Directorships (excluding Foreign Companies)	None		None	
Memberships / Chairmanships of committees of other Boards	None		None	