June 3, 2022

BSE Limited
Listing Department
P. J. Towers,
Dalal Street,
Mumbai – 400 001
Scrip Code: 532371

National Stock Exchange of India Ltd.
Listing Department
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051
Scrip Symbol: TTML

Dear Sir/Madam,

Subject: **27th Annual Report of the Company for FY 2021-2022 - Regulation 34(1) of SEBI LODR**

The 27th Annual General Meeting ("AGM") of the Company will be held on **Tuesday, June 28, 2022 at 1100 hours (IST)** via Video Conference / Other Audio Visual Means.

Pursuant to Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the 27th Annual Report of the Company along with the Notice of the AGM and other Statutory Reports for the Financial Year 2021-2022, which is also being sent through electronic mode to the Members of the Company.

The Annual Report containing the Notice is also uploaded on the Company's website at https://www.tatatelebusiness.com/ttml/27thAnnualReport.pdf

This is for your information and records.

Thanking you,

Yours truly,
For Tata Teleservices (Maharashtra) Limited

Vrushali Dhamnaskar
Company Secretary

Encl.: As stated above

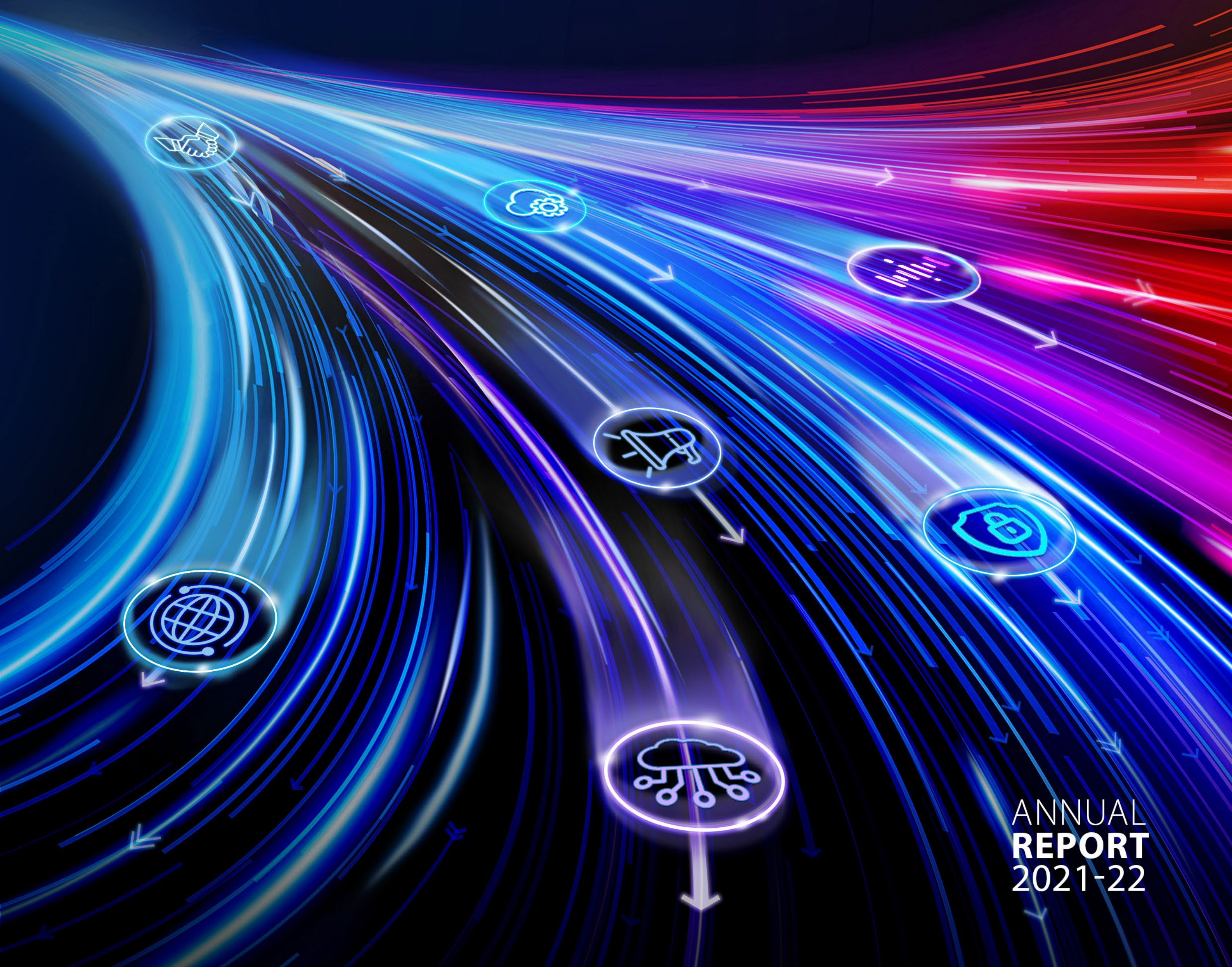
TATA

TATA TELESERVICES (MAHARASHTRA) LIMITED

DO B1g

ACCELERATING DIGITAL ADOPTION

WITH SMART BUSINESS SOLUTIONS



ANNUAL
REPORT
2021-22

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ACCELERATING DIGITAL ADOPTION

WITH SMART BUSINESS SOLUTIONS

Counted among the country's leaders in smart digital solutions, we not only provide the digital highways on which companies, big and small, run their businesses but also act as the technology catalyst for their growth by offering a comprehensive portfolio of digital solutions in the domain of Security, Collaboration, Marketing, Cloud & SaaS.

Our purpose is to accelerate the adoption of digital technologies by businesses aspiring to Do Big.

ANNUAL
REPORT
2021-22

FROM THE CEO'S DESK

As we cautiously enter the post-pandemic era, we value the lessons learnt during the pandemic and are geared to bring hyperfocus to what resonates with our customers, our partners and our employees. Our deep customer understanding, focus on continuous innovation across products and processes, technological expertise and customer-centric values keep us firmly positioned for sustainable growth.

Dear Investor,

Customer behaviour, evolutionary at all times, is seeing a rapid transformation. Businesses are having to manage economic and health crises, which have driven new employee and customer engagement protocols, remote working on an unprecedented scale, the re-engineering of supply chains, and numerous struggles, consolidations, and creative partnerships.

Consumers and businesses have adopted new digital behaviours. Today, digital has become all-pervasive, and is dramatically changing our lives, enterprise business models and reshaping the economy. There is now a strong push for digitalisation from enterprise decision makers who in their individual capacities have grown to be 'digital citizens' and actively favour companies, even in a B2B setting, that offer seamless and frictionless digital experiences. There is considerable focus on Artificial Intelligence (AI), Machine Learning (ML) and Data Analytics along with Cloud Infrastructure, which serves as the backbone for all transformational technologies. This holds true for digital-native companies as well as large businesses with legacy technology that are now rebooting their processes with smart and scalable technologies to become digitally agile.

Hybrid/remote working has led to a large number of end-points, increasing consumption speed and volume of internet traffic. It has now become imperative for enterprises to reassess their digital preparedness and improve the security of their remote users and devices along with critical data associated with them. Organisations are shifting from traditional cybersecurity practices to adoption of zero-trust security solutions as well as embracing asset-light models, which move workloads to digital in a bid to react to market opportunities faster.

These trends are shaping the core expectation of reliable digital connectivity, secure conferencing and collaboration tools, data security, cloud, and co-location. While the small enterprises demand cost-effective all-in-one solutions, the larger enterprises need scalable and upgradable solutions with unparalleled specialised service with committed SLAs and assured data security.

To cater to the emerging needs of our customers and in our journey to becoming the country's leading digital solutions provider, we have continued to strengthen our Smart Business Solutions portfolio with the following launches:

- Smartflo, an ultra-flexible and advanced cloud communication suite that allows employees, working in office or remotely, to access centralised resources in a secure manner.
- Smart Internet Leased Line, which offers a bundle of ILL with cloud-based security and a DIY interface. It empowers businesses with not only reliable enterprise-grade connectivity but also provides usage visibility, usage control, cloud-based security, and application maintenance.
- SD-WAN iFLX, an intelligent, secure, and flexible network management solution that brings superior intelligence and flexibility to enterprise networks, thereby making them agile.
- EZ Cloud Connect, a bundled solution that ensures connectivity across offices, preferred data centres and cloud port.
- Security Solutions to address the emerging needs of email security, endpoint security, web security, virtual firewall, and multifactor authentication.
- Productivity and Collaboration Solutions through strategic partnerships with Global Majors.

As we continue to position ourselves among the leading providers of smart digital solutions, we have taken several steps to ensure that our digital organisation and ecosystem are strong and all-pervasive. We have launched several programs and driven the automation/digitisation agenda across functions to support this ambition.

Transformation of any kind starts with a focus on skills at an individual and collective level. We believe that this will be the single most important theme on the agenda for all organisations on the path to transformation. To ensure continuous upskilling of our employees, we have initiated several new programs through partnerships with leading traditional and digital learning platforms.

To support our evolution into a digital services company, we have refreshed the visual identity of our brand. The refreshed brand identity personifies our purpose of accelerating the adoption of digital technologies by businesses aspiring to Do Big.

Our performance during the last year was driven by our ability to create a range of products and solutions to create value for our customers and partners. We bagged multiple prestigious awards, which recognised our focus on empowering enterprises with relevant digital technologies, providing innovative products, delivering good customer experience, digitising processes, and engaging the audience with meaningful marketing programs. These accolades reinforce our commitment to excellence and creating solutions that are relevant to our customers, enabling them to Do Big.

TO SUMMARISE…

As we cautiously enter the post-pandemic era, we value the lessons learnt during the pandemic and are geared to bring hyperfocus to what resonates with our customers, our partners and our employees. Our deep customer understanding, focus on continuous innovation across products and processes, technological expertise and customer-centric values keep us firmly positioned for sustainable growth.

Harjit Singh
CEO
Tata Teleservices (Maharashtra) Limited

ABOUT US

Tata Teleservices (Maharashtra) Limited (TTML) is a leading player in the connectivity and communication solutions market for enterprise customers. With services ranging from Connectivity, Collaboration, Cloud & SaaS, Security and Marketing solutions, we offer a comprehensive portfolio of ICT solutions for businesses in India under the brand name Tata Tele Business Services (TTBS). Our solutions allow enterprises to be resilient and maintain business continuity in a flexible, scalable and secure manner.

We have a progressive approach of partnering with Small and Medium Enterprises (SMEs) as technology enablers and subject matter experts to bring them at par with the fast-evolving technology landscape. Our objective is to provide products and solutions that significantly impact the competitiveness of our customers and enable them to Do Big. We deliver customer delight with solutions through a deeper understanding of unique customer needs.

OUR PROMISE

We have adopted the customer promise framework of Develop-Deliver-Delight:

Develop deep understanding of the unique needs of our customers

Deliver pioneering products and services of outstanding quality and value

Delight our customers with great experience at every touchpoint

OUR VISUAL IDENTITY

Brand consideration and usage are two important dimensions that help us remain competitive. Our brand Tata Tele Business Services (TTBS) has evolved over the years in line with the ever-changing internal and external environment.

During the year, we undertook an exercise of refreshing the visual identity of our brand with the objective of communicating our strategic shift to being a digital services company, reflecting our renewed purpose and reinvigorating the brand, making it more vibrant. The refreshed visual identity personifies TTBS' purpose of accelerating the adoption of digital technologies by businesses aspiring to Do Big.

OLD LOGO

NEW LOGO

The refreshed logo reinforces the credibility of our offerings with the transformative leap we are taking into new spaces. It reflects trust, warmth, joy, enthusiasm, and vibrancy of ideas.

An integrated communication program was undertaken to generate awareness among internal and external stakeholders, through key touchpoints, announcing and introducing the new visual identity.

BOARD OF DIRECTORS

Our Board steers the business towards sustainable growth, in line with the Company's long-term goals.

Ms. Hiroo Mirchandani
Independent Director

Ms. Hiroo Mirchandani has served on the boards of over ten companies in consumer goods, healthcare, financial services, telecom and hospitality. She brings experience of corporate governance, P&L management, consumer insights and financial acumen to her presence on boards. She also taps into her diverse board & operational knowledge to provide counsel and strategic inputs to management. She facilitates cross-pollination of corporate governance practices from her experience as an independent director and retail investor.

Ms. Mirchandani is also an Independent Director on the boards of publicly listed Crompton Greaves Consumer Electricals Ltd., Nilkamal Ltd. and MedPlus Health Services Ltd. She currently chairs the Audit Committee of Tata Teleservices (Maharashtra) Ltd. and the Nomination & Remuneration and CSR committees of an omni-channel pharmacy chain - MedPlus Health Services Ltd. She also plays a key role on the Risk Management, Stakeholders Relationship and other Board Committees that she serves on.

Prior to her 7-year career as an Independent Director, Ms. Mirchandani has held management roles for over 30 years in P&L, Marketing and Sales primarily in the consumer goods and healthcare sectors. She advanced from being Branch Manager at Asian Paints, Marketing Head at Dabur and Marketing Director at World Gold Council to Business Unit Director & Executive Committee member at Pfizer.

Ms. Mirchandani is a Chevening Gurukul Scholar from the London School of Economics, an MBA in Marketing and Finance from the Faculty of Management Studies and a graduate from Shri Ram College of Commerce, New Delhi.

Dr. Narendra Damodar Jadhav
Independent Director

Dr. Jadhav is a renowned author, economist, educationist, social scientist, and public speaker. He was a Member of Parliament (nominated to Rajya Sabha by Honorable President of India) till April 24, 2022. He is also a visiting faculty at four distinguished universities. Dr. Jadhav, in his four decades of public service, has served in key positions as Member of the Planning Commission and the National Advisory Council. He has also held the position of Vice-Chancellor at University of Pune and Principal Advisor and Chief Economist, Reserve Bank of India (RBI). During his 31-year association with the RBI, he also served in advisory capacities at International Monetary Fund (IMF) and the Governments of Afghanistan and Ethiopia.

Dr. Jadhav holds a PhD in Economics from Indiana University, USA and has penned or edited 41 books, numerous reports, and research papers. He is a recipient of 72 national and international awards, including four Honorary D-Litt degrees and the title of the Commander of the Order of Academic Palmes by the Government of France.

Dr. Jadhav also serves on the Board of Jain Irrigation Systems Ltd., Sustainable Agro-commercial Finance Ltd., Dhani Services Ltd., Dhani Loans and Services Ltd. and Tata Teleservices Ltd.

Mr. Kumar Ramanathan
Independent Director

Mr. Ramanathan brings in over 25+ years of marketing experience from the leadership roles he has played across various companies like Pepsi, Vodafone and Positive Integers. Mr. Ramanathan is a Founder of Positive Integers Pvt. Ltd., a decision science company, and has been spearheading the company since its inception.

At present, Mr. Ramanathan is CEO of Positive Integers. Prior to this, he was holding the position of Director – Analytics and Commercial, Vodafone AMEAP region and Chief Marketing Officer, Vodafone India Ltd. Prior to that, he was the Unit Manager, Pepsico India Holdings.

Mr. Ramanathan has a master's degree in Commerce from the Delhi School of Economics and a management degree from IIM, Ahmedabad.

Mr. Ramanathan also serves on the Board of Varthana Finance Pvt. Ltd., Tata Communications Payment Solutions Pvt. Ltd., Positive Integers Pvt. Ltd., Tata Communications Transformation Services Ltd. and Cartology Pvt. Ltd.

Mr. Srinath Narasimhan
Non-Executive Director

Mr. Srinath has over 36 years of experience in a broad range of leadership roles in the ICT sector. Since joining the Tata Administrative Services in 1986, Mr. Srinath has held positions in Project Management, Sales & Marketing, and Management in different Tata group companies in the ICT sector.

At present, Mr. Srinath is the Chief Executive Officer of the Tata Trusts.

Prior to Tata Trusts, Mr. Srinath was the Managing Director of Tata Teleservices Ltd. and Tata Teleservices (Maharashtra) Ltd. from February 1, 2011, till March 31, 2020.

Prior to this, Mr. Srinath was the Managing Director of Tata Communications Ltd. from February 2007 till January 2011. Under his leadership, Tata Communications transformed from a monopoly, public sector undertaking into a global communications services provider offering advanced network, managed and cloud services to customers worldwide.

Mr. Srinath has received several recognitions in the telecom industry. For a period of two consecutive years (2008 and 2009), he was named as the world's eighth most influential telecom personality by the Global Telecoms Business magazine as well as the 'Telecom Person of the Year' by the India-based Voice and Data magazine in 2008. Mr. Srinath was also named the 'Telecom CEO of the Year' in Asia by the leading publishing group Telecom Asia in 2006, and in the same year he was conferred the Udyog Rattan Award by the Institute of Economic Studies (IES). He was awarded the Distinguished Alumnus Award by the Indian Institute of Management Calcutta in 2021.

Mr. Srinath has also served as the Chief Executive Officer of Tata Internet Services from late 2000 to February 2002 and Chief Operating Officer at Tata Teleservices Ltd. in 1999.

Mr. Srinath has a bachelor's degree in Mechanical Engineering from IIT Madras and a management degree from IIM Calcutta, specializing in Marketing and Systems.

Mr. Srinath also serves on the Board of Tata Communications Ltd., Tata Industries Ltd., Assam Cancer Care Foundation, Alamelu Charitable Foundation and Tata Teleservices Ltd. He is appointed as a nominee of Sir Dorabji Tata Trust on the Governing Council of Tata Memorial Hospital and on the Council of Management of the Tata Institute of Fundamental Research. He is also appointed as a nominee of Sir Dorabji Tata Trust on the Council of the Indian Institute of Science.

Mr. Ankur Verma
Non-Executive Director

Mr. Verma has around 20 years of experience in Investment Banking, Capital Markets and Corporate Strategy. At present, Mr. Verma is Senior Vice President at Tata Sons Pvt. Ltd. where his responsibilities include strategy, corporate finance, mergers, and acquisitions. Previously, Mr. Verma was Managing Director (Investment Banking Division) in Bank of America Merrill Lynch, and prior to that he was Group Manager & Head, Business Planning in Infosys Technologies Ltd. – Corporate Planning Group.

Mr. Verma has a management degree from IIM Calcutta and holds a bachelor's degree in Mechanical Engineering.

Mr. Verma also serves on the Board of Tata Capital Housing Finance Ltd., Tata Elxsi Ltd., Tata AutoComp Systems Ltd., Tata Play Ltd., Tata 1MG Technologies Pvt. Ltd. and Tata Teleservices Ltd.

Mr. Thambiah Elango
Non-Executive Director

Mr. Elango has over 30 years of experience in Telecom and Consumer verticals. He has managed large organisations with high complexities. The experience involves engaging with the Board for large scale investments and with the government stakeholders. Mr. Elango has expertise in launching new services, products across geographies from scratch and building scale quickly.

Mr. Elango is currently the co-founder and CEO of an NGO, the Ganga Foundation, which focuses on improving the lives of people having spinal injuries.

Prior to this, Mr. Elango was working as President (Consumer Business) with Tata Teleservices Ltd. Prior to joining Tata Teleservices in 2010, he has worked with various organisations like Bharti Airtel, Titan Industries, etc.

Mr. Elango holds a management degree from IIM, Bangalore, and a bachelor's degree in Mechanical Engineering from College of Engineering, Guindy, Chennai.

Mr. Elango also serves on the Board of Savadika Retail Pvt. Ltd. and Vaidynathan Foundation.

AWARDS AND ACCOLADES

During the current year, we bagged multiple prestigious awards for our products, brand marketing and customer centricity. The recognitions we received cover a broad spectrum of our business operations and highlights our underlying focus on:

- **Empowering enterprises with relevant digital technologies to Do Big**
- **Providing innovative products**
- **Digitising processes**
- **Delivering great customer experience**
- **Engaging audience with meaningful marketing programs**

These accolades reinforce our commitment to excellence and creating solutions that are relevant to our customers, enabling them to Do Big. Some of the awards and recognitions we received during the year are as follows:

For Empowering Enterprises with relevant Digital Technologies to Do Big

ET Telecom Award
Enterprise Service Provider of the Year
2022

SME Chamber of India Award
Best Corporate of the Year for Empowering SMEs
2021

For Product Innovation

CIO Select Product Award
Integrated Telco-grade Cloud Communication Suite - Smartflo
2021

Innovation & Technology (Inn-Tech) Award
Gold for Best Product Innovation – Smartflo
2021

For Delivering Great Customer Experience

CII Customer Obsession Award
Active Customer Engagement
2021

For Engaging Audience with Meaningful Marketing

Brand Disruption Award (ET BrandEquity. com)
Innovation in Education Segment for Smartflo
2022

Most Trusted Brand Award
By Team Marksmen
2022

Indian Content Leadership Award
Best B2B Digital Campaign
2021

Social Star Award
Best Social Media Campaign – Telecom
2021

Digicase Award
Best use of Social Media for Branding
2021

For Process Innovation

E4M MarTech India Award
Gold for Best use of MarTech for Sales Enablement - CEP*
2021

Voice & Data Excellence Award
Business Process Innovation - CEP*
2021

IDC Industry Innovation Award
Innovation in Data Intelligence – Marketing Automation
2021

E4M MarTech India Award
Gold for MarTech Transformation Project of the Year – Marketing Automation
2021

Innovation & Technology (Inn-Tech) Award
Gold for Best Tech Platform for File Storage and Sharing – Marketing Hub
2021

Innovation & Technology (Inn-Tech) Award
Gold for Automation Application of the Year
2021

Drivers of Digital Award
Gold for Best Marketing Automation
2021

* Customer Experience Platform

YEAR-ON-YEAR PERFORMANCE

(₹ in Crores)

Particulars	2021-2022	2020-2021	2019-2020	2018-2019	2017-2018
Income from Telecommunication	**1,078.82**	1,023.98	1,052.62	1,246.40	1,843.15
Earnings before Interest, Depreciation, Tax and Amortisation	**479.09**	500.03	432.30	702.40	170.42
Profit/(Loss) before Extraordinary/ Exceptional Items and Tax	**(1,215.00)**	(1,216.88)	(1,283.83)	(998.70)	(1,900.37)
Extraordinary/ Exceptional Items	-	(779.81)	(2,430.28)	331.11	(7,941.67)
Profit/(Loss) after tax *	**(1,215.00)**	(1,996.69)	(3,714.11)	(667.59)	(9,841.99)
End of Period Subscribers (Nos. in Thousands)	**694**	714	804	2,807	6,056

*Profit/(Loss) after tax figures are before Other Comprehensive Income (OCI)

CORPORATE DETAILS

BOARD OF DIRECTORS			
Hiroo Mirchandani	-	Independent Director	
Kumar Ramanathan	-	Independent Director	
Dr. Narendra Damodar Jadhav	-	Independent Director	
Ankur Verma	-	Non-Executive Director	
Srinath Narasimhan	-	Non-Executive Director	
Thambiah Elango	-	Non-Executive Director	
KEY MANAGERIAL PERSONNEL			
Harjit Singh	-	Chief Executive Officer	
Kush S. Bhatnagar	-	Chief Financial Officer	
Vrushali Dhamnaskar	-	Company Secretary	
INVESTOR SERVICES	-	Hiten Koradia Manager – Secretarial E-mail: investor.relations@tatatel.co.in	
STATUTORY AUDITORS	-	Price Waterhouse Chartered Accountants LLP	
INTERNAL AUDITORS	-	ANB Solutions Private Limited	
	-	Ernst & Young LLP	
	-	Deloitte Haskins & Sells LLP	
REGISTRAR & SHARE TRANSFER AGENTS		TSR Consultants Private Limited C 101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai - 400 083 Tel.: +91 22 6656 8484 Fax: +91 22 6656 8494 E-mail: csg-unit@tcplindia.co.in Website: https://www.tcplindia.co.in	
REGISTERED & CORPORATE OFFICE	-	D-26, TTC Industrial Area, MIDC Sanpada, P.O. Turbhe, Navi Mumbai – 400 703, Maharashtra	
CORPORATE IDENTITY NUMBER (CIN)	-	L64200MH1995PLC086354	
LIST OF BANKS		Axis Bank Ltd.	ICICI Bank Ltd.
		Citibank	IDBI Bank
		Deutsche Bank AG	IndusInd Bank Ltd.
		Jammu & Kashmir Bank	Kotak Mahindra Bank
		Punjab National Bank	Standard Chartered Bank
		Union Bank of India	Yes Bank
LIST OF FINANCIAL INSTITUTIONS	-	Aditya Birla Sun Life AMC Ltd.	Axis Mutual Fund
		HDFC Asset Management Co. Ltd.	ICICI Prudential Asset -Management Co. Ltd.
		SBI Mutual Fund	Tata Asset Management Ltd.

Twenty Seventh Annual General Meeting of Tata Teleservices (Maharashtra) Limited will be held on Tuesday, June 28, 2022, at 1100 hours through a Video Conferencing facility or other Audio Visual Means (VC/OAVM).

The Annual Report can be accessed at the Company's website www.tatatelebusiness.com

NOTICE

Notice is hereby given that the Twenty Seventh Annual General Meeting of Tata Teleservices (Maharashtra) Limited (the 'Company') will be held on **Tuesday, June 28, 2022, at 1100 hours (IST)** through Video Conferencing facility or other Audio-Visual 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, 2022, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Ankur Verma (DIN: 07972892), who retires by rotation and being eligible, offers himself for re-appointment.
3. **Re-appointment of Statutory Auditors**

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

   "**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, Price Waterhouse Chartered Accountants LLP, having Firm Registration No. 012754N/N500016, be and are hereby re-appointed as Statutory Auditors of the Company for a second term of five years to hold office from the conclusion of this Twenty Seventh Annual General Meeting ('AGM') of the Company till the conclusion of the Thirty Second AGM to be held in the year 2027, on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS:

4. **Ratification of remuneration of Cost Auditors**

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

   "**RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of ₹ 1,80,000/- (Rupees One Lakh Eighty Thousand Only), plus applicable tax and actual out of pocket expenses not exceeding 5% of the remuneration incurred in connection with the audit, payable to M/s. Sanjay Gupta & Associates, Cost Accountants, having Firm Registration Number 000212, who are appointed as Cost Auditors to conduct the audit of cost records maintained by the Company for the financial year 2022-2023."

Registered Office:
D-26, TTC Industrial Area,
MIDC Sanpada, P.O. Turbhe,
Navi Mumbai - 400 703. Maharashtra
CIN: L64200MH1995PLC086354
Website: www.tatatelebusiness.com
E-mail: investor.relations@tatatel.co.in
Tel.: 91 22 6661 5111
Fax: 91 22 6660 5517

Place: Mumbai
Date: April 26, 2022

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

Vrushali Dhamnaskar
Company Secretary
(ACS 28356)

Notes:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its 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, General Circular No. 02/2021 and 21/2021 dated January 13, 2021 and December 14, 2021 respectively 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 SEBI vide its circular dated May 12, 2020 in relation to "Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 – Covid-19 pandemic" and circular dated January 15, 2021 ("SEBI 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"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), MCA Circulars and SEBI Circulars, the 27th AGM of the Company is scheduled to be held through VC/OAVM on **Tuesday, June 28, 2022 at 1100 hours (IST). The deemed venue for the 27th AGM will be the Registered Office of the Company at D-26, TTC Industrial Area, MIDC Sanpada, P.O. Turbhe, Navi Mumbai – 400 703, Maharashtra.**

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 AND SEBI CIRCULAR, 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. Institutional Investors, who are Members of the Company, are encouraged to attend the 27th AGM through VC/OAVM facility and vote through remote e-voting facility. Institutional Investors and 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 or to vote through remote e-voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail at evoting@mehta-mehta.com with a copy marked to evoting@nsdl.co.in . Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.

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.II of the General Circular No. 20/2020 dated May 5, 2020, the matter of Special Business as appearing in Item No. 4 of the Notice, is 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. 4 of the Notice, is annexed hereto. The relevant details, pursuant to Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is also annexed. Requisite declarations have been received from the Director for seeking 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 following the procedure mentioned in the Notice. The Members will be able to view the proceedings by logging into the National Securities Depository Limited's ('NSDL') e-Voting website at www.evoting.nsdl.com. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars.

8. In line with the MCA Circulars and SEBI Circulars, the Notice of the 27th AGM along with the Annual Report for financial year 2021-2022 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. The Notice convening the 27th AGM and the Annual Report for financial year 2021-2022 has been uploaded on the website of the Company i.e., www.tatatelebusiness.com and may also be accessed on the websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL i.e., www.evoting.nsdl.com .

9. As per Regulation 40 of the Listing Regulations, securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with the physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form by contacting their Depository Participants ('DPs'). Members can contact the Company's Registrar and Share Transfer Agent, TSR Consultants Private Limited (formerly known as TSR Darashaw Consultants Private Limited) ('Registrar') at csg-unit@tcplindia.co.in for assistance in this regard.

10. 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 their DPs in case the shares are held in electronic form and to the Registrar at: csg-unit@tcplindia.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.

11. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the website of the Company's Registrar and Transfer Agents, TSR Consultants Private Limited ("TCPL") at https://www.tcplindia.co.in/ . It may be noted that any service request can be processed only after the folio is KYC Compliant.

12. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or TCPL, for assistance in this regard.

13. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Registrar, the details of such folios together with the share certificates for consolidating their holdings in one folio. The share certificate will be returned to such Members after making requisite changes.

14. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form SH-14. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the Registrar at: csg-unit@tcplindia.co.in in case the shares are held in physical form, quoting your folio no.

15. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.

16. The format of the Register of Members prescribed by the MCA under the Act requires the Company/ Registrar to record additional details of Members, including their PAN details, E-mail address, bank details for payment of dividend, etc. A form for capturing these additional details is appended at the end of this Notice. Members holding shares in physical form are requested to submit the filled-in form to the Company at investor.relations@tatatel.co.in or to the Registrar in physical after restoration of normalcy or in electronic mode at: csg-unit@tcplindia.co.in as per the instructions mentioned in the form. Members holding shares in electronic form are requested to submit the details to their respective DP only and not to the Company or Registrar.

17. 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, i.e., Tuesday, June 28, 2022. Members seeking to inspect such documents can send an E-mail to investors.relations@tatatel.co.in.

18. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company, or their DP as the case may be, of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.

19. To support the 'Green Initiative', and also to receive the copies of AGM notice in case of AGM through VC/OAVM and other communication from the Company, Members who have not yet registered their E-mail addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Registrar in case the shares are held by them in physical form.

20. **Process for registering E-mail addresses to receive this Notice of AGM and Annual Report electronically and cast votes electronically:**

    i. **Registration of E-mail addresses with Registrar**: The Company has made special arrangements with Registrar for registration of e-mail addresses of those Members (holding shares either in electronic or physical form) whose E-mail address are not registered in their account/folio and who wish to receive this Notice electronically and cast votes electronically. Eligible Members whose e-mail addresses are not registered with the Company/DPs are required to provide the same to Registrar. Process to be followed for registration of e-mail address is as follows:

    a. Visit the link https://tcpl.linkintime.co.in/EmailReg/Email_Register.html
    b. Select the company name viz. Tata Teleservices (Maharashtra) Limited
    c. Enter the DP ID & Client ID/Physical Folio Number, Name of the Member and PAN details. Members holding shares in physical form need to additionally enter one of the share certificate numbers
    d. Enter Mobile No. and E-mail ID and click on Continue button.
    e. System will send OTP on Mobile and E-mail ID.
    f. Upload:
       - Self-attested copy of PAN card &
       - Address proof viz Aadhar Card, passport or front and back side of share certificate in case of Physical folio.
    g. Enter the OTP received on Mobile and E-mail Address.
    h. The system will then confirm the e-mail address for receiving this AGM Notice.

    After successful submission of the e-mail address, if done before issue of the AGM Notice, NSDL will e-mail a copy of this AGM Notice and Annual Report for financial year 2021-2022 along with the e-Voting user ID and password. In case of any queries, Members may write to evoting@nsdl.co.in.

    ii. **Registration of e-mail address permanently with the Company/DP:** Members are requested to register the same with their concerned DPs, in respect of electronic holding and with Registrar, in respect of physical holding by writing to them at csg-unit@tcplindia.co.in. Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their DPs/Registrar to enable servicing of notices/documents/Annual Reports and other communications electronically to their e-mail address in future.

    iii. Alternatively, those Members who have not registered their E-mail addresses are required to send an E-mail request to evoting@nsdl.co.in along with the following documents for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this Notice:

    - In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card, self-attested scanned copy of Aadhar Card.
    - In case shares are held in demat mode, please provide DPID-Client ID (8 digit DPID + 8 digit Client ID or 16 digit beneficiary ID), Name, client master list or copy of Consolidated Account statement, self-attested scanned copy of PAN card, self-attested scanned copy of Aadhar Card.

21. Pursuant to the provisions of Section 108 of the Act read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations and the MCA Circulars and SEBI

Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a Member using remote e-voting system as well as remote e-voting during the AGM will be provided by NSDL.

22. Members of the Company holding shares either in physical form or in electronic form as on the cut-off date of **Tuesday, June 21, 2022** may cast their vote by remote e-Voting. **The remote e-voting period commences on Saturday, June 25, 2022 (0900 hours IST) and ends on Monday, June 27, 2022 (1700 hours IST).** The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e., **Tuesday, June 21, 2022.**

23. The Members will be provided with the facility for voting through electronic voting system during the video conferencing proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e voting, will be eligible to exercise their right to vote during such proceedings of the AGM. Members who have cast their vote by remote e-voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolution(s) for which the Member has already cast the vote through remote e-Voting.

24. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting before the AGM as well as remote e-Voting during the AGM. Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the Notice and holding shares as on the cut-off date, i.e., **Tuesday, June 21, 2022** may obtain the User ID and password by sending a request at evoting@nsdl.co.in.

25. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of remote e-voting facility for all those Members who are present during the AGM through VC/OAVM but have not cast their votes by availing the remote e-voting facility. The remote e-voting facility during the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the AGM.

26. The Board has appointed Ashwini Mohit Inamdar (Membership No. FCS 9409/CP No. 11226) failing her, Atul Mehta (Membership No. FCS 5782/CP No. 2486) Partners, M/s Mehta & Mehta, Practicing Company Secretaries as the Scrutinizer to scrutinize the e-voting during the AGM and remote e-voting process in a fair and transparent manner.

27. The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM, make, not later than 48 hours from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or any other Director authorised in this behalf, who shall countersign the same.

28. The results of voting along with the Scrutinizer's Report shall be placed on the Company's website www.tatatelebusiness.com and on the website of NSDL www.evoting.nsdl.com immediately on receipt of the Scrutinizer's Report. Simultaneously, the same will also be communicated to the BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed.

29. Instructions for attending the AGM through VC/OAVM and for remote e-voting (before and during the AGM) are given below:

A. INSTRUCTIONS FOR E-VOTING BEFORE/DURING THE AGM

» INSTRUCTIONS FOR REMOTE E-VOTING:

The way to vote electronically on NSDL e-Voting system consists of 'Two Steps' which are mentioned below:

Step 1: Log-in to NSDL e-Voting system

I. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and E-mail Id in their demat accounts in order to access e-Voting facility.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	**A. NSDL IDeAS facility** 1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the **"Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

	3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or https://www.evoting.nsdl.com/ i.e. NDSL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 4. Shareholders/Members can also download NSDL Mobile App **"NSDL Speede"** facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi/Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. **NSDL**. Click on **NSDL** to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & E-mail as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

II. Login method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile device.
2. Once the home page of e-Voting system is launched, click on the icon 'Login' which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.
4. Your User ID details will be as per details given below:
   a. For Members who hold shares in demat account with NSDL: 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******).
   b. For Members who hold shares in demat account with CDSL: 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12************** then your user ID is 12**************).
   c. For Members holding shares in Physical Form: EVEN Number followed by Folio Number registered with the Company (For example if folio number is 001*** and EVEN is 119846, then user ID is 101456001***).
5. Your password details are given below:
   a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
   b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c. How to retrieve your 'initial password'?
      i. If your E-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your E-mail ID. Trace the E-mail sent to you from NSDL from your mailbox. Open the E-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      ii. If your E-mail ID is not registered, please follow steps mentioned below in process for those shareholders whose E-mail ids are not registered (refer Note No. 20 of this Note).
6. If you are unable to retrieve or have not received the 'Initial password' or have forgotten your password:
   a. Click on 'Forgot User Details/Password?'(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b. 'Physical User Reset Password?' (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
   d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to 'Terms and Conditions' by selecting the check box.
8. Now, you will have to click on 'Login' button.
9. After you click on the 'Login' button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system and join AGM

How to cast your vote electronically on NSDL e-Voting system and join AGM?

1. After successful login at Step 1, you will be able to see all the companies 'EVEN' in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on 'VC/OAVM' link placed under 'Join General Meeting'.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares

for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.

5. Upon confirmation, the message 'Vote cast successfully' will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

B. INSTRUCTIONS FOR MEMBERS ATTENDING THE AGM THROUGH VC/OAVM

1. Members will be able to attend the AGM through VC/OAVM or view the live webcast of the AGM provided by NSDL at https://www.evoting.nsdl.com following the steps mentioned above for access to NSDL e-Voting system. After successful login, you can see link of VC/OAVM placed under Join General meeting menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu.

   Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in this Notice to avoid last minute rush. Further, Members can also use the OTP based login for logging into the e-voting system of NSDL.

2. The Members may join the AGM through Laptops, Smartphones, Tablets and iPads for better experience. Further, Members will be required to use internet with a good speed to avoid any disturbance during the AGM. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.

3. Members are encouraged to submit their questions in advance with regard to the financial statements or any other matter to be placed at the 27th AGM, from their registered E-mail address, mentioning their name, DP ID and Client ID/Folio Number and mobile number, to reach the Company's e-mail address at investor.relations@tatatel.co.in before 1500 hours (IST) on Friday, June 24, 2022 Queries that remain unanswered at the AGM will be appropriately responded by the Company at the earliest post the conclusion of the AGM.

4. Members who would like to express their views or ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered E-mail address mentioning their names, DP ID and Client ID/Folio Number, PAN, Mobile Number at investor.relations@tatatel.co.in between Monday, June 20, 2022 (0930 hours IST) to Thursday, June 23, 2022 (1700 hours IST). **Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM.** The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

5. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in/ 1800-222-990 or contact Ms. Pallavi Mhatre, Manager – NSDL at evoting@nsdl.co.in/ +91 22 24994545.

General Guidelines for Members:

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on www.evoting.nsdl.com to reset the password.

2. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for Members available at the Downloads sections of https://www.evoting.nsdl.com or contact NSDL at the following toll free no.: 18001020990 and 1800224430 or send a request at evoting@nsdl.co.in. In case of any grievances connected with facility for e-voting, please contact Ms. Pallavi Mhatre, Manager, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013. E-mail: evoting@nsdl.co.in/ Tel: +91 22 24994545.

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

Item No. 4

The Board of Directors at its meeting held on April 26, 2022, on the recommendation of the Audit Committee, has approved the appointment of M/s. Sanjay Gupta & Associates (Firm Registration Number 000212) as Cost Auditors for auditing the cost accounting records in respect of the services covered under the Companies (Audit and Auditors) Rules, 2014 of the Company for the financial year 2022-2023 at a remuneration of ₹ 1,80,000/- (Rupees One Lakh Eighty Thousand Only) plus applicable tax and actual out of pocket expenses not exceeding 5% of the remuneration incurred in connection with the said audit.

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, remuneration of Cost Auditor of the Company is required to be ratified and approved by the Members of the Company. Accordingly, the consent of the Members by way of an Ordinary Resolution is sought for the ratification of the remuneration payable to M/s. Sanjay Gupta & Associates, Cost Accountants.

M/s. Sanjay Gupta & Associates, Cost Accountants, have certified that they are eligible for appointment as Cost Auditors, free from any disqualifications, are working independently and maintaining arm's length relationship with the Company.

The Board commends the Ordinary Resolution at Item No. 4 of the Notice for ratification and approval by the Members.

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.

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

Vrushali Dhamnaskar
Company Secretary
(ACS 28356)

Registered Office:
D-26, TTC Industrial Area,
MIDC Sanpada, P.O. Turbhe,
Navi Mumbai - 400 703. Maharashtra
CIN: L64200MH1995PLC086354
Website: www.tatatelebusiness.com
E-mail: investor.relations@tatatel.co.in
Tel.: 91 22 6661 5111
Fax: 91 22 6660 5517

Place: Mumbai
Date: April 26, 2022

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

(Pursuant to Regulations 26 and 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 – Secretarial Standards on General Meetings)

Name of the Director	Ankur Verma	
DIN	07972892	
Designation	Non-Executive Non-Independent Director	
Age	46	
Qualifications	B.E. in Mechanical Engineering and PGDM from IIM, Kolkata	
Experience	Senior Vice President at Tata Sons Private Limited. Around 20 years of experience in Investment Banking, Capital Markets and Corporate Strategy. Previously, was Managing Director (Investment Banking Division) in Bank of America Merrill Lynch and prior to that he was in Infosys Technologies Limited - Corporate Planning Group.	
Terms and conditions of re-appointment	- Director in Non-Executive Non-Independent capacity - Liable to retire by rotation	
Details of Remuneration sought to be paid	Refer 'Remuneration paid to the Directors' under 'Corporate Governance Report'	
Remuneration last drawn	Refer 'Remuneration paid to the Directors' under 'Corporate Governance Report'	
Date of first appointment on the Board	Appointed first time on September 29, 2018 as an Additional Non-Executive Director which was approved by the shareholders in the AGM held on September 20, 2019	
Shareholding in the Company	Refer 'Corporate Governance Report'	
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	None	
Number of meetings of the Board attended during financial year 2021-2022	Held	Attended
	9	8
Other Directorships (All companies except of Foreign Companies to be mentioned)	• Tata Teleservices Limited • Tata Elxsi Limited • Tata Capital Housing Finance Limited • Tata Autocomp Systems Limited • Tata Play Limited • Campusconnect Technologies Private Limited • Tata 1MG Technologies Private Limited • Tata Fintech Private Limited	
Memberships/Chairmanships of committees of other Boards	**Audit Committee:** • Tata Teleservices Limited (Member) • Tata Elxsi Limited (Member) • Tata Play Limited (Member) • Tata Capital Housing Finance Limited (Member) **Corporate Social Responsibility Committee:** • Tata Capital Housing Finance Limited (Member) **Risk Committee** • Tata Capital Housing Finance Limited (Member) **Finance Committee** • Tata Teleservices Limited (Member) **Share Warrant Debenture Allotment Committee** • Tata Teleservices Limited (Member) **Asset Liability Committee** • Tata Capital Housing Finance Limited (Member) **Lending Committee** • Tata Capital Housing Finance Limited (Member) **Empowered Committee** • Tata Teleservices Limited (Member) **IPO Committee** • Tata Play Limited (Member) **License Fee Litigation Committee** • Tata Play Limited (Member)	

UPDATION OF SHAREHOLDER INFORMATION

To,
TSR Consultants Private Ltd.
Unit: Tata Teleservices (Maharashtra) Limited
C 101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg,
Vikhroli (West), Mumbai - 400 083.

I/We request you to record the following information against my/our Folio No.:

General Information: Folio No.:
Name of the first named Shareholder:
PAN: *
CIN/ Registration No.: * (applicable to Corporate Shareholders)
Tel No. with STD Code:
Mobile No.:
E-mail Id:

*Self attested copy of the document(s) enclosed

Bank Details: IFSC:	MICR:
(11 digit)	(9 digit)
Bank A/c Type:	Bank A/c No.: *
Name of the Bank:	
Bank Branch Address:	

* A blank cancelled cheque is enclosed to enable verification of bank details

I/We hereby declare that the particulars given above are correct and complete. If the transaction is delayed because of incomplete or incorrect information, I/We would not hold the Company/RTA responsible. I/We undertake to inform any subsequent changes in the above particulars as and when the changes take place. I/We understand that, the above details shall be maintained by you till I/We hold the securities under the above mentioned Folio No./beneficiary account.

Place:

Date:

Signature of Shareholder

DIRECTORS' REPORT

Your Directors present 27th Annual Report on the business and operations of Tata Teleservices (Maharashtra) Limited ('TTML'/ the 'Company'), together with the audited financial statements for the financial year ended March 31, 2022 and other accompanying reports, notes and certificates.

COMPANY OVERVIEW

TTML holds a Unified Licences (UL) - with Access Service Authorization in Mumbai and Maharashtra License Service Area (LSA) i.e., Maharashtra and Goa states as well as Internet Service Provider Category A i.e., national authorisation. The Company is one of the country's leading enablers of digital connectivity and communication solutions for businesses.

The Company focuses on providing various wireline voice, data, Cloud & SaaS solutions to enterprise customers. Our voice, data, Cloud & SaaS solutions serve to bind and connect the business ecosystem. The Company offers its services under the brand name Tata Tele Business Services (TTBS) with focus on the SME sector.

We continue to enhance our product portfolio, ranging from digital connectivity, value-added connectivity as well as Cloud & SaaS solutions.

To ensure uninterrupted flow of business communication anytime, anywhere, we launched Smartflo, an ultra-flexible and advanced cloud communication suite. Smartflo allows employees, working in office or remotely, access to centralised resources in a secure manner.

We have partnered with Microsoft and Zoom Communications to bring to market best-in-class unified communication, collaboration, and productivity suite of solutions.

We launched Smart Internet Leased Line which offers a bundle of ILL with cloud-based security and DIY interface. It empowers businesses with not only reliable enterprise-grade connectivity but also provides usage visibility, usage control, cloud-based security, and application maintenance.

To enable flexibility and agility in traditional networks we introduced SD-WAN iFLX, an intelligent, secure, and flexible network management solution. SD-WAN iFLX brings superior intelligence and flexibility to enterprise networks thereby making them agile.

To address the emerging needs of security as businesses work in a distributed environment, we have built a comprehensive security portfolio comprising of email security, endpoint security, web security, virtual firewall, and multifactor authentication.

In our journey to becoming the country's leading digital solutions provider, we will continue our endeavour to strengthen our product and solutions portfolio by introducing new and relevant products and solutions.

FINANCIAL RESULTS

The Company adopted Indian Accounting Standards ('Ind AS') from April 1, 2016, with transition date from April 1, 2015. Accordingly, the financial reports for current financial year 2021-2022 and previous financial year 2020-2021 have been prepared as per Ind AS reporting framework.

The financial highlights of the Company for the year ended March 31, 2022 are as follows:

(₹ in Crores)

Particulars	2021-2022	2020-2021
Total Revenue	1,105	1,055
Expenditure	626	555
Earnings before Interest, Depreciation, Tax and Amortisation (EBITDA)	479	500
Finance & Treasury charges including exchange impact (net)	1,534	1,548
Depreciation/Amortisation	160	169
Profit/(Loss) Before Exceptional Items and Tax	(1,215)	(1,217)
Exceptional Items	-	(780)
Profit/(Loss) After Tax	(1,215)	(1,997)

DIVIDEND AND APPROPRIATIONS

In view of the accumulated losses and loss during the financial year 2021-2022, the Directors regret their inability to recommend any dividend for the year under review. No appropriations are proposed to be made for the year under review.

As per Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Dividend Distribution Policy is disclosed in the Corporate Governance Report and is uploaded on the Company's website at https://www.tatatelebusiness.com/policies/

COMPANY INITIATIVES

Customer Centric Initiatives

To enhance customer experience, we have undertaken the below mentioned digital initiatives:

- We enhanced our self-care app **iManage** which enables customers to raise tickets, make payments, fetch account information, monitor live traffic for MPLS and ILL usage, know their service manager and much more supported by a live chat module.

- We have built an auto-ticket raising system **eNXT** with smart E-mail client, which has led to reduction of ticket generation time by over 90%.
- We have enabled seamless digital onboarding of customers for non-telecom products orders with minimal documentation thereby ensuring faster processing and activation.

PRODUCT INITIATIVES

As the country's leading enabler of digital connectivity and communication solutions, we provide digital solutions to businesses of all sizes - small, medium as well as large. Our products and solutions now go beyond the purview of connectivity into offering one-stop-shop ICT solutions to simplify the life of our customers.

We offer one of the largest portfolios of ICT solutions for businesses in India, with an unwavering focus on customer centricity and innovation. We bring the best technology and solutions, so that businesses can improve processes, reach customers more effectively, manage their workforce more efficiently and Do Big.

This year we launched a variety of value-added connectivity as well as Cloud & SaaS solutions. We continue to strengthen our portfolio with new partnerships and continuous enhancement of our existing products.

KEY LAUNCHES

Smartflo - An ultra-flexible and advanced cloud communication suite

Smartflo is an anytime, anywhere, flexible suite of advanced cloud communication solutions for enterprises. It has been innovatively designed to support the new hybrid work culture. It allows uninterrupted connectivity between all stakeholders, internally within employees and externally with customers and vendors across platforms and touch points.

Smart Internet Leased Line - ILL bundled with cloud-based security and DIY interface

Businesses need robust, seamless, and secure connectivity to communicate and transact over the internet. As businesses across the world scale up their online presence, many continue

to opt for the traditional Internet Leased Line (ILL) services for their connectivity needs, which leaves the business owner to contend with problems such as usage visibility, usage control, security, application maintenance, among others. Our Smart Internet Leased Line solution steps in to help businesses get robust connectivity, security, manageability, and clear visibility of their users and network.

EZ Cloud Connect - All-in-one, hassle-free and easy solution to connect to the cloud

EZ Cloud Connect is a bundled solution that ensures secure connectivity across your offices, preferred data centres and cloud port thereby eliminating multiple interactions. It comes with DLC/NPLC Connectivity, X-Connect and a Cloud Port access that will be configured according to the cloud service providers of choice.

SD-WAN iFLX - Intelligent, secure, and flexible network management solution

Being fast and flexible is at the foundation of all digital and network transformation initiatives today. SD-WAN iFLX brings superior intelligence and flexibility to enterprise networks thereby making them agile. The solution enables best use of available last mile resources and delivers an optimised customer experience. Powered by Fortinet, our SD-WAN iFLX solution provides operational simplicity, visibility, and integrated security.

Microsoft 365: Suite of Productivity Solutions

Tata Tele Business Services has partnered with Microsoft to offer the complete Microsoft 365 suite of productivity solutions. Microsoft 365 empowers the workforce to work whenever and wherever it is most convenient for them. This flexibility helps boost productivity, foster collaboration, and business agility to meet the challenges of the digital workplace.

Zoom Communications: High Quality Unified Communication Solutions

Our deep understanding of customer needs led to our partnership with Zoom communications, enabling us to provide businesses with highly unified communication solutions. You can now, connect, engage, and collaborate across all your devices with ease and convenience.

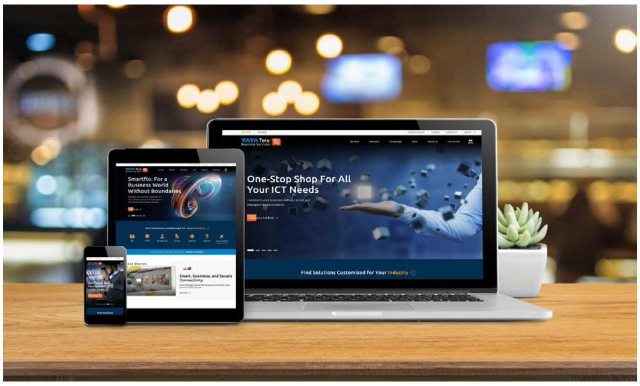
DIGITAL ENGAGEMENT INITIATIVES

In order to continue and deepen our engagement with customers digitally, the Company scaled up its digital properties like 'Digital Do Big Forum' and 'Digital Do Big Conclaves'.

Also, to get industry leading views, the Company continued with 'Do Big CXO Roundtable' where it reached out to Industry Leaders to understand their perspective on business and their digital transformation. The Company's 'Do Big Forum' & 'Do Big Conclave' formats have received immense appreciation from customers.

NEW REVAMPED WEBSITE

We revamped and refreshed our website, with the aim of providing a world-class experience to our customers, enabling a distinct, smooth, and frictionless journey on our website. We aim to offer our customers an immersive experience, easy navigation, discovery and interactivity.



HR INITIATIVES

We-Connect - A new intranet portal

In the new normal, to ensure anytime, anywhere access, we launched our new intranet portal - We-Connect. It is now integrated with Microsoft Teams and is accessible on laptops as well as smartphones.

It provides seamless access to:

- Information about the organisation's policies, processes, links to important systems and applications.
- Key announcements and updates, upcoming events and media coverage.
- Employee engagement, celebrations, group discussions and more.

Encore - Employee Recognition Program

We have launched an all-new digital integrated Rewards and Recognition (R&R) platform - Encore. This links R&R to our organisation's values of Faster, Simpler, Closer.

- Promotes instant and continuous recognition
- Fuels inspiration to Do Big

Upskilling Program for Employees

In order to ensure continuous up-skilling of our employees, we initiated new learning programs through partnerships with leading traditional and digital learning platforms. This is in continuation of our initiatives for 'digital transformation in learning' to promote the building of new skills as well as sharpening existing ones. This will aid in:

- Strengthening a digital-oriented customer-centric culture
- Enhancing our market position
- Improving employee satisfaction

Wellness Initiatives

Numerous webinars and health talks are being conducted in partnership with 1to1 Help under our flagship Employee Assistance Program – SABAL. These are aimed at supporting the professional as well as personal wellbeing of our employees. It helps them to:

- Stay educated about physical and mental health concerns
- Remain informed about ways to cope with such issues
- Seek professional counselling which is completely confidential

HOLDING COMPANY

Pursuant to the provisions of the Companies Act, 2013 (the 'Act'), Tata Teleservices Limited ('TTSL') and Tata Sons Private Limited are the holding companies of your Company.

Pursuant to Section 47(2) of the Act, since October 17, 2018, TTSL has become entitled to additional voting rights of 26.26% in respect of the Redeemable Preference Shares (RPS) of ₹ 100/- each held in the Company. Accordingly, TTSL has total 74.56% voting rights in the Company, in respect of Equity Shares and RPS of the Company held by it. The RPS are Non-convertible.

SUBSIDIARY AND ASSOCIATE COMPANY

The Company does not have any subsidiary or associate company within the meaning of relevant provisions of the Act.

DIRECTORS' RESPONSIBILITY STATEMENT

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory, cost and secretarial auditors and external consultant(s), including audit of internal financial controls over financial reporting by the statutory auditors and the reviews performed by Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2021-2022.

Accordingly, pursuant to the provisions of Section 134(5) of the Act, your Directors, to the best of their knowledge and belief and according to information and explanation obtained by them, confirm that:

1. in the preparation of the annual financial statements for the year ended March 31, 2022, the applicable accounting standards have been followed and there are no material departures;
2. they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year ended March 31, 2022 and of the loss of the Company for that period;
3. they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. they have prepared the annual financial statements on a going concern basis;
5. they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively;
6. they have devised systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

CORPORATE STRUCTURE – DIRECTORS AND KEY MANAGERIAL PERSONNEL

BOARD OF DIRECTORS, MEETINGS AND ITS COMMITTEES

As on March 31, 2022, the Board of Directors comprised of 6 (Six) Non-Executive Directors. The Non-Executive Directors include 3 (Three) Independent Directors (including a Woman Director). The composition of the Board is in conformity with the provisions of the Act and Regulation 17 of the Listing Regulations.

Further, all the Directors and senior management personnel of the Company have affirmed compliance with the Code of Conduct for the financial year 2021-2022 and the declaration in this respect appears elsewhere in the Annual Report.

DIRECTORS RETIRING BY ROTATION

In accordance with the relevant provisions of the Act and in terms of the Articles of Association of the Company, Mr. Ankur Verma retires by rotation at the ensuing AGM and being eligible offers himself for re-appointment.

The relevant details of Mr. Ankur Verma forms part of the Notice convening 27th AGM.

INDEPENDENT DIRECTORS

All the Independent Directors of the Company have given declarations and confirmed that they meet the criteria of 'Independence' as stipulated under the Act and the Listing Regulations.

MEETINGS OF THE BOARD OF DIRECTORS

The details of composition of the Board, meetings of the Board held and attendance of the Directors at such meetings are provided in the Corporate Governance Report, which is a part of this Report.

The details pertaining to the composition of all the Committees of the Board, its terms of reference, meetings, etc. are included in the Corporate Governance Report, which is a part of this Report.

During the year under review, the Board re-constituted some of the Committees in accordance with the Act and the Listing Regulations. Details of all the Committees along with their terms of reference, composition and meetings of each Committee held during the year under review, are provided in the Corporate Governance Report forming part of this Report.

BOARD EVALUATION

The Board of Directors carried out an annual evaluation of its own performance, performance of Board Committees and individual Directors pursuant to the provisions of the Act and the Listing Regulations.

The performance of the Board, the Committees and individual Directors was evaluated by the Board after seeking inputs from all the Directors through a questionnaire wherein the Directors evaluated the performance on scale of one to five based on the following criteria:

a. Criteria for Board Performance Evaluation: Degree of fulfilment of key responsibilities, Board structure and composition, establishment, and delineation of responsibilities to Committees, effectiveness of Board processes, information and functioning, Board Culture and Dynamics, Quality of relationship between the Board and the Management.

b. Criteria for Committee Performance Evaluation: Degree of fulfilment of key responsibilities, Adequacy of Committee Composition, Effectiveness of meetings, committee dynamics, Quality of Relationship of the Committee with the Board and the management.

c. Criteria for Performance Evaluation of Individual Directors: Fulfilment of the independence criteria as specified in the Listing Regulations and their independence from the Management, Attendance, Contribution at meetings, guidance, Support to Management outside Board/ Committee meetings.

The above criteria are broadly based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on January 5, 2017.

Dr. Narendra Damodar Jadhav, Chairman of the Nomination and Remuneration Committee ('NRC'), was nominated for conducting one-on-one discussions with the Directors to seek their feedback on the Board and other Directors.

The NRC also reviewed the performance of the individual Directors.

In a separate meeting of Independent Directors, performance of Non-Independent Directors and performance of the Board as a whole was evaluated, taking into account the views of the Non-Executive Directors.

The Board and the NRC reviewed the performance of individual Directors on the basis of criteria such as the contribution of the individual Director to the Board and Committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

In the Board meeting that followed the meeting of the Independent Directors and meeting of NRC, the performance of the Board, its Committees and individual Directors was also discussed. Performance evaluation of Independent Directors was done by the entire Board, excluding the Independent Director being evaluated.

SAFETY

The Company has a well-defined and practiced Employee Safety and Well-being Policy. The Company's Safety Policy comprises guidelines and standardised practices, based on robust processes. It advocates proactively improving its management systems, to minimise health and safety hazards, thereby ensuring compliance in all operational activities.

To minimise and mitigate risks related to Fire Safety and Physical Security, the Company has taken up various safety initiatives that include:

- "First Aid and Fire Safety Web based Trainings (WBT) for all on-roll employees."
- Presentation-based awareness sessions to off roll employees.
- Safety Webcast with Emergency Rescue Team (ERT) Members and Safety Marshals.
- Safety Awareness Sessions with employees through Senior Leadership team.
- Physical audit of offices through in-house team & core MSC locations through External agency JLL.
- Emergency Mock fire drills (day/night).
- Dissemination of Safety Guidelines, through Safety Awareness Drives, mailers, Safety SMS's (covering Do's & Don'ts).

- COVID SoP has been formalised and deployed across TTL locations.
- E-modules on electrical safety, warehouse safety & building, and office evacuation completed by specific set of employees. These modules are part of our best practice replication from Tata Group.

POLICIES AND PROCEDURES

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION AND OTHER DETAILS

The Policy of the Company on Directors' appointment including criteria for determining qualifications, positive attributes, independence of a Director and the Policy on remuneration of Directors, Key Managerial Personnel and other employees are annexed as **Annexure – IA** and **Annexure - IB** to this Report.

RISK MANAGEMENT

Pursuant to Regulation 21 of Listing Regulations, the Board of Directors of the Company has constituted a Risk Management Committee on April 26, 2021, to frame, implement and monitor the risk management plan for the Company. The Committee comprises of two Independent Directors and one Non-Executive Non-Independent Director.

The scope of Risk Management Committee includes monitoring and reviewing the risk management plan and ensuring its effectiveness. The Audit Committee will have additional oversight in the area of financial risks and controls. The major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. The development and implementation of risk management framework which ensures that the Company is able to carry out identification of elements of risks, if any, which in the opinion of the Board may threaten the existence of the Company, has been covered in the Management Discussion and Analysis, which forms part of this Report.

INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY

The Company has established and maintained adequate internal financial controls with respect to financial statements. Such controls have been designed to provide reasonable assurance with regard to providing reliable financial and operational information. During the year under review, such controls were operating effectively and no material weaknesses were observed.

VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Company has established a vigil mechanism in the form of Whistle Blower Policy for directors, employees, and other stakeholders of the Company to report their genuine concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy, details of which are provided in the Corporate Governance Report, which forms part of his report.

The policy provides for adequate safeguards against victimisation of directors/employees who avail of the mechanism and also provides for direct access to the Chairperson of the Audit Committee.

The Whistle Blower Policy has been placed on the website of the Company at https://www.tatatelebusiness.com/whistle-blower-policy/

CORPORATE SOCIAL RESPONSIBILITY

The Company has constituted a Corporate Social Responsibility ('CSR') Committee in accordance with Section 135 of the Act. The composition of CSR Committee, the details of CSR Policy and initiatives taken by the Company on CSR activities during the year under review have been provided in the **Annexure – II** to this Report. For other details regarding the CSR Committee, please refer to the Corporate Governance Report, which is a part of this Report. The CSR policy of the Company is available at https://www.tatatelebusiness.com/policies/

Effective January 22, 2021, there has been an amendment in the Act wherein it was stated that if the amount to be spent by a company on CSR under Section 135(5) of the Act does not exceed fifty lakh rupees, the requirement under Section 135(1) of the Act for constitution of the CSR Committee shall not be applicable and the functions of such Committee provided under Section 135 shall, in such cases, be discharged by the Board of Directors of such company. Accordingly, CSR Committee was dissolved with effect from December 19, 2021.

RELATED PARTY TRANSACTIONS

In line with the requirements of the Act and the Listing Regulations, the Company has formulated a Policy on Related Party Transactions and the same can be accessed on the Company's website at https://www.tatatelebusiness.com/policies/ During the year under review, all transactions entered into with related parties were approved by the Audit Committee.

Further, the Company has taken a prior approval of the Members for all material transactions/proposed transactions entered/to be entered into between the Company and TTSL, related party, for an aggregate value of ₹ 200 Crores (Rupees Two Hundred Crores Only) per annum and the Company and Tata Communications Limited, related party, for an aggregate value of ₹ 235 Crores (Rupees Two Hundred Thirty-Five Crores) per annum for the financial year 2021-2022, financial year 2022-2023 and financial year 2023-2024 has been obtained.

The details of transactions with related party as per Form AOC-2 are provided in **Annexure – III** to this Report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The Company falls within the scope of the definition 'infrastructure company' as provided by the Act. Accordingly, the Company is exempt from the provisions of Section 186 of the Act with regards to loans made, guarantees given or security provided by the Company.

The Company has not made any investment in securities of other Bodies Corporate during the year under review.

DEPOSITS

The Company has not accepted any deposits from public, during the year under review, within the meaning of Section 73 of the Act read with the Companies (Acceptance of Deposit) Rules, 2014. No amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

DISCLOSURES AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2018

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace, in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder, for prevention and redressal of complaints of sexual harassment at workplace. The objective of this policy is to lay clear guidelines and provide right direction, in case of any reported incidence of sexual harassment across the Company's offices and take appropriate decision in resolving such issues.

Further, the Company has complied with provisions relating to the constitution of Internal Complaints Committee as required under the said act.

Web Based Training (WBT) on TCoC has been rolled and completed by on roll- employees.

During the year under review, the Company did not receive any complaints on sexual harassment.

DETAILS OF APPLICATION MADE OR PROCEEDING PENDING, IF ANY UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

During the year under review, no application has been made nor is any application pending by/against the Company under the Insolvency and Bankruptcy Code, 2016.

DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS

During the year under review, there was no instance of one-time settlement with any Bank/Financial Institution. Hence, the disclosure relating to difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the Banks/Financial Institutions is not applicable to the Company.

PARTICULARS OF EMPLOYEES

Disclosure pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as **Annexure – IV** to this report.

The statement containing particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of this Report. Pursuant to Section 136(1) of the Act, this Report is being sent to the Members of the Company excluding the aforesaid information. However, copy of this statement may be obtained by the Members by writing to the Company Secretary at investor.relations@tatatel.co.in.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Pursuant to Section 134(3)(m) of the Act read with Rule 8(3) of Companies (Accounts) Rules, 2014, the details of Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo are as under:

A. Conservation of Energy:

i. Steps Taken or Impact on Conservation of Energy:

a. Electricity and Diesel Generators are used for the powering of the Company's telephone exchanges and other network infrastructure equipment. The Company regularly reviews power consumption patterns across its network and has implemented various innovative projects including green initiatives in order to optimise power consumption which resulted into substantive cost savings and reduction of carbon foot print. Some of the major projects undertaken during the year are:

- Network Optimisation – 164 Tx locations switched off post Network optimisation.
- 44 TTML own POP locations Space and Power optimisation
- Total space surrendered – Total 0.07 L Sq. ft.

b. The initiative on energy conservation has resulted into reduction of 0.30 Million units of energy consumption monthly and carbon foot-print reduction of 3,114 TCO2 for the financial year 2021-2022.

ii. Steps taken by the Company for utilising alternate sources of Energy:

The Company has not utilised any alternate sources of energy.

iii. Capital Investment on Energy Conservation Equipments: Nil.

B. Technology Absorption: The Company has not imported any new technology.

C. Foreign Exchange Earnings and Outgo:

(₹ in Crores)

Particulars	2021-2022	2020-2021
Earnings	**0.00**	0.00
Outgo	**1.55**	0.30
Capital Goods	**45.00**	47.92

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND THE COMPANY'S OPERATION IN FUTURE

- The Hon'ble Supreme Court ('SC') pronounced its Judgement on October 24, 2019 ('Judgement'), dismissing the appeals of operators and allowing Department of Telecommunication's (DoT) appeal in respect of the definition of Gross Revenue ('GR') and Adjusted Gross Revenue ('AGR') as defined in the Unified Access Service License Agreement.
- As on March 31, 2020, TTML had provided ₹ 2,423.37 Crores towards LF, SUC, interest, penalty and interest on penalty as applicable arising out of the above SC judgement read with subsequent orders in this matter.
- Subsequently, on July 20, 2020 SC passed an order agreeing with the statement relating to recoverable amount, filed by DoT as part of modification application and further ordered that there cannot be any re-assessment or recalculation of this amount.
- On September 1, 2020 SC directed the Operators to pay 10% of the total dues as demanded by DoT, by March 31, 2021 and the balance in installments commencing April 1, 2021 upto March 31, 2031 payable by 31st March of every year. As directed by the SC, TTML has furnished on September 28, 2020 an undertaking to DoT to make the payment of

arrears as per the SC order. TTML has made payment of ₹ 639.39 Crores and will ensure ongoing compliance with the SC orders.

- Consequently, without prejudice and on prudence, during the half year ended September 30, 2020 TTML has recorded an incremental provision of ₹ 827.28 Crores to give effect to the differential amount between the amounts of AGR dues stated as final in the SC order as well as amounts for subsequent period, if any and the provision upto March 31, 2020. During the quarter ended March 31, 2021, TTML has continued to recognise interest on AGR obligations. The amount has been recorded in compliance with the accounting standards, strictly without prejudice to TTML's legal rights, claims, remedies and contentions available under law.
- TTML along with TTSL on January 10, 2021 filed a joint application for direction/clarification of order dated September 1, 2020 wherein TTML & TTSL, inter- alia, have requested SC to allow TTML & TTSL to seek rectification of computational errors and erroneous disallowances in the amounts claimed by DoT.
- On March 27, 2021, TTML along with TTSL have filed Compliance Affidavit before SC.
- On April 6, 2021, TTML and TTSL have also filed before SC the respective undertakings which were submitted to DoT in terms of SC order dated September 1, 2020.
- DoT has filed its Affidavit in compliance of the Order dated September 1, 2020, on April 7, 2021.
- Subsequently, vide orders dated July 23, 2021, the said application for rectification of computational errors and erroneous disallowances was dismissed as misconceived by Supreme Court.
- On August 22, 2021, TTML along with TTSL filed Review Petition vide, RP(C) No. 1022/2021 against the SC orders dated July 23, 2021. The Review Petition is yet to be listed.
- On September 15, 2021, Union Cabinet approved Moratorium/ Deferment of upto four years on Annual payments of dues as per AGR Judgment and on dues related to payment of Spectrum in past auctions, to provide relief by easing liquidity and cash flow for all the TSPs. DoT vide its letter dated October 14, 2021 gave an option to TTSL and TTML, for the moratorium of AGR related dues and for conversion of interest amount into equity. On October 29, 2021, TTL opted for the four-year moratorium on the AGR related dues and on February 1, 2022, TTL conveyed that it is not agreeable to the conversion of interest into equity and is willing to pay the interest along with the AGR dues on the due dates as per the terms of the moratorium.
- TTML and TTSL have filed their Affidavit in compliance of the Hon'ble SC Order dated September 1, 2020, on April 6, 2022.
- Further details of the provisions made are given in the Notes to accounts.

While there are other critical litigations including litigations relating to various demands made by DoT, except the AGR issue, there are no material orders passed, as of date, by the Regulators/Courts or the Company has interim protection from courts against enforcement of such demands or notices, which would impact the going concern status of the Company and its future operations. However, there is always a chance that any order passed in critical litigations in future may have an impact on the going concern or future operations of the Company.

EXTRACT OF ANNUAL RETURN

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return as on March 31, 2022, is available on the Company's website on https://www.tatatelebusiness.com/ttml-annual-return/

CREDIT RATING

The list of all credit ratings obtained by the Company along with any revisions thereto during the year under review, for all debt instruments are given hereunder:

Rating Agency	Bank Facilities		Commercial Papers
	Long Term Rating	Short Term Rating	
CRISIL	AA- (Stable)	A1+	A1+
CARE	AA- (Stable)	A1+	A1+

Long term credit rating by CARE Ratings Limited (CARE) has been upgraded from A+ to AA- in the current year.

TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND ('IEPF')

Pursuant to Sections 124 and 125 of the Act read with the IEPF (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), all unclaimed/unpaid dividend, application money, debenture interest and interest on deposits as well as principal amount of debentures and deposits, sale proceeds of fractional shares, redemption amount of preference shares, etc. pertaining to the Company remaining unpaid or unclaimed for a period of seven years from the date they became due for payment, have to be transferred to the IEPF Authority, established by the Central Government.

The Company transferred ₹ 2,98,149/- to the IEPF during the year under review.

The Members are requested to submit his/her claim with the IEPF Authority by submitting an online application in the prescribed web-Form IEPF-5 available on the website www.iepf.gov.in and sending a physical copy of the same duly signed to the Company along with requisite documents enumerated in the web-Form IEPF-5. No claims shall lie against the Company in respect of the amounts so transferred.

AUDITORS

Statutory Auditors

Price Waterhouse Chartered Accountants LLP ('PwC'), having Firm Registration No. 012754N/N500016, the present statutory auditors, retire at the conclusion of the ensuing AGM.

Pursuant to Section 139 of the Act, the Company shall appoint/re-appoint Statutory Auditors firm for 2 consecutive terms of 5 years each. PwC, have been Statutory Auditors of the Company for a term of five years and that the Company re-appoint PwC as a statutory auditors for a second term of five years at the ensuing AGM of the Company. The Board of Directors of the Company at its meeting held on April 26, 2022 has recommended the appointment of PwC as the statutory auditors of the Company for a second term of five years from the conclusion of ensuing 27th AGM till the conclusion of 32nd AGM to be held in the year 2027, subject to approval of the Members of the Company. PwC have confirmed their willingness and eligibility for appointment in accordance with Section 139 read with Section 141 of the Act. Members are requested to consider the re-appointment of PwC and authorise the Board of Directors to fix their remuneration.

Cost Auditors

Section 148 of the Act read with Companies (Cost Record and Audit) Rules, 2014 (the 'Rules'), requires every Telecommunication company to get its Cost Records audited by the Cost Accountants in practice and file the Cost Audit Report with the Central Government within 180 days of closure of the financial year. Accordingly, the Company is required to maintain cost records.

The Board of Directors of your Company has on the recommendation of Audit Committee, approved the re-appointment and remuneration of M/s. Sanjay Gupta & Associates, Cost Accountants, as Cost Auditors of the Company for conducting cost audit for the financial year 2022-2023. A resolution seeking approval of the Members for ratifying the remuneration payable to the Cost Auditors for the financial year 2022-2023 is provided in the Notice of the ensuing AGM.

Internal Auditors

The Board had appointed Ernst & Young LLP, ANB Solutions Pvt. Ltd. and Deloitte Haskins & Sells LLP, as Internal Auditors for conducting internal audit of the Company for the financial year 2021-2022.

SECRETARIAL AUDITORS, SECRETARIAL AUDIT REPORT AND RESPONSE TO OBSERVATION IN SECRETARIAL AUDIT REPORT

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company had appointed M/s. Mehta & Mehta, Practicing Company Secretaries, to undertake the Secretarial Audit of the Company for the year ending March 31, 2022. The Secretarial Audit Report in Form MR-3 is annexed as **Annexure – V** to this Report.

The Secretarial Auditors in their Report have made the following observation:

As informed by the Management of the Company, due to COVID-19 pandemic, the meetings of the Audit Committee and Board were held through video conference. Due to logistics of digital signatures and technical issues, there was a delay in signatures and uploading process which led to delay in uploading the results to Stock Exchange(s) beyond 30 minutes with respect to the disclosure of events (results) post meeting of the Board of Directors held on August 10, 2021 on BSE Limited; November 10, 2021 and February 8, 2022 on BSE Limited and National Stock Exchange of India Limited as required under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. There was no query from the stock exchanges.

Directors Response

Due to on-going pandemic situation of COVID-19, the Audit Committee and the Board Meeting of the Company were held through audio-visual means on August 10, 2021; November 10, 2021 and February 8, 2022 for adoption of Financial Results. Post the meeting, due to technical issues, there was a delay in the digital signatures by director and auditors sitting at different places and thereafter in the uploading process. No communication was received from the Stock Exchanges.

AUDITORS' OBSERVATIONS AND DIRECTORS' COMMENTS

The Auditor's Report for the financial year ended March 31, 2022, does not contain any qualification, reservation, adverse remark or disclaimer.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A detailed report on Management Discussion and Analysis, as required under the Regulation 34 of the Listing Regulations for the year under review is presented in a separate section, forming part of this Report.

CORPORATE GOVERNANCE REPORT

A report on Corporate Governance presented in a separate section, forming part of this Report. A certificate from Price Waterhouse Chartered Accountants LLP, with regard to compliance of conditions of corporate governance as specified in the Listing Regulations, by the Company is annexed hereto.

The Company has complied with mandatory requirements of Corporate Governance prescribed under the Listing Regulations.

COMPLIANCE WITH SECRETARIAL STANDARDS

The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively.

BUSINESS RESPONSIBILITY REPORT

As per Regulation 34 of the Listing Regulations, a Business Responsibility Report is attached and is a part of this Report.

ACKNOWLEDGEMENTS

The Directors wish to place on record their sincere appreciation for the assistance and continuous support extended by the Company's employees & their families, shareholders, customers, financial institutions, banks, vendors, dealers and investors for their continued support. The Directors also thank the Department of Telecommunications, the Central and State Governments and others associated with the activities of the Company for their co-operation.

The Directors mourn the loss of lives due to COVID-19 pandemic and are deeply grateful and have immense respect for every person who risked their lives and safety to fight this pandemic.

For and on behalf of the Board of Directors

Place: Mumbai Date: June 1, 2022	**Ankur Verma** Director DIN: 07972892	**Srinath Narasimhan** Director DIN: 00058133

Annexure – IA to the Directors' Report

Company's Policy on Directors Appointment and Remuneration

The Company has formulated the criteria determining qualifications, positive attributes and independence of Director. The details of the same are as under:

1. Definition of Independence

- A director will be considered as an 'independent director' if the person meets with the criteria for 'independent director' as laid down in the Companies Act, 2013 (the 'Act') and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ('SEBI Listing Regulations') (as may be applicable).
- The definition of Independence as provided in the Act and in Regulation 16 of SEBI Listing Regulations is as follows:

'An independent director in relation to a company, means a director other than a nominee director,—

i. who, in the opinion of the Board of Directors, is a person of integrity and possesses relevant expertise and experience;

ii. who is or was not a promoter of the Company or its holding, subsidiary or associate company or member of the promoter group of the listed entity;

iii. who is not related to promoters or directors in the company, its holding, subsidiary or associate company;

iv. who, apart from receiving director's remuneration, has or had no material pecuniary relationship with the listed entity, its holding, subsidiary or associate company, or their promoters, or directors, during the three immediately preceding financial years or during the current financial year;

v. none of whose relatives:

A. is holding securities of or interest in the listed entity, its holding, subsidiary or associate company during the three immediately preceding financial years or during the current financial year of face value in excess of fifty lakh rupees or two percent of the paid-up capital of the listed entity, its holding, subsidiary or associate company, respectively, or such higher sum as may be specified;

B. is indebted to the listed entity, its holding, subsidiary or associate company or their promoters or directors, in excess of such amount as may be specified during the three immediately preceding financial years or during the current financial year;

C. has given a guarantee or provided any security in connection with the indebtedness of any third person to the listed entity, its holding, subsidiary or associate company or their promoters or directors, for such amount as may be specified during the three immediately preceding financial years or during the current financial year; or

D. has any other pecuniary transaction or relationship with the listed entity, its holding, subsidiary or associate company amounting to two percent or more of its gross turnover or total income:

Provided that the pecuniary relationship or transaction with the listed entity, its holding, subsidiary or associate company or their promoters, or directors in relation to points (A) to (D) above shall not exceed two percent of its gross turnover or total income or fifty lakh rupees or such higher amount as may be specified from time to time, whichever is lower.

vi. who, neither himself/herself nor any of his/her relatives –

A. holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company or any company belonging to the promoter group of the listed entity in any of the three financial years immediately preceding the financial year in which he/she is proposed to be appointed;

Provided that in case of a relative, who is an employee other than key managerial personnel, the restriction under this clause shall not apply for his/her employment.

B. is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of –

1. a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
2. any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent or more of the gross turnover of such firm;

C. holds together with his relatives two per cent or more of the total voting power of the company; or

D. is a Chief Executive or director, by whatever name called, of any nonprofit organisation that receives twenty-five per cent or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the company;

E. is a material supplier, service provider or customer or a lessor or lessee of the company;

vii. who is not less than 21 years of age.

viii. who is not a non-independent director of another company on the board of which any non-independent director of the listed entity is an independent director.

- Current and ex-employees of a Tata company may be considered as independent only if he/she has or had no pecuniary relationship with any Tata company (due to employment/receipt of monthly pension by way of Special Retirement Benefits/holding consultant or advisor positions) during the three immediately preceding financial years or during the current financial year.

2. Qualifications of Directors

- Board will ensure that a transparent board nomination process is in place that encourages diversity of thought, experience, knowledge, perspective, age and gender.
- It is expected that board have an appropriate blend of functional and industry expertise.
- While recommending appointment of a director, it is expected that the Nomination and Remuneration Committee ('NRC') consider the manner in which the function and domain expertise of the individual contributes to the overall skill-domain mix of the Board.
- Independent Directors ('ID') ideally should be thought/ practice leaders in their respective functions/domains.

3. Positive Attributes of Directors

Directors are expected to comply with duties as provided in the Act. For reference, the duties of the Directors as provided by the Act are as follows:

1. 'Act in accordance with the articles of the company.
2. Act in good faith in order to promote the objects of the company for the benefit of its members as a whole, and in the best interests of the company, its employees, the shareholders, the community and for the protection of environment.
3. Exercise duties with due and reasonable care, skill and diligence and exercise independent judgment.
4. Not be involved in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company.
5. Not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates.
6. Not assign his office.'

Additionally, the Directors on the Board of a Tata Company are also expected to demonstrate high standards of ethical behaviour, strong interpersonal and communication skills and soundness of judgment.

IDs are also expected to abide by the 'Code for Independent Directors' as outlined in Schedule IV to Section 149(8) of the Act. The Code specifies the guidelines of professional conduct, role and function and duties of Independent Directors. The guidelines of professional conduct specified in the Code are as follows:

'An independent director shall:

1. uphold ethical standards of integrity and probity;
2. act objectively and constructively while exercising his duties;
3. exercise his responsibilities in a bona fide manner in the interest of the company;
4. devote sufficient time and attention to his professional obligations for informed and balanced decision making;
5. not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
6. not abuse his position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
7. refrain from any action that would lead to loss of his independence;
8. where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the Board accordingly;
9. assist the company in implementing the best corporate governance practices.'

For and on behalf of the Board of Directors

Ankur Verma
Director
DIN: 07972892

Srinath Narasimhan
Director
DIN: 00058133

Place: Mumbai
Date: June 1, 2022

Annexure – IB to the Directors' Report

Remuneration Policy

Further, the Company has also formulated a Remuneration Policy for the Directors, Key Managerial Personnel and other employees and the same is given hereunder:

The philosophy for remuneration of directors, Key Managerial Personnel ('KMP') and all other employees of Tata Teleservices (Maharashtra) Limited ('Company') is based on the commitment of fostering a culture of leadership with trust. The remuneration policy is aligned to this philosophy.

This remuneration policy has been prepared pursuant to the provisions of Section 178(3) of the Companies Act, 2013 ('Act') and Clause 49(IV)(B)(1) of the Equity Listing Agreement ('Listing Agreement'). In case of any inconsistency between the provisions of law and this remuneration policy, the provisions of the law shall prevail and the company shall abide by the applicable law. While formulating this policy, the Nomination and Remuneration Committee ('NRC') has considered the factors laid down under Section 178(4) of the Act, which are as under:

"(a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;

(b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

(c) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals"

Key principles governing this remuneration policy are as follows:

- **Remuneration for independent directors and non-independent non-executive directors**
  - o Independent directors ('ID') and non-independent non-executive directors ('NED') may be paid sitting fees (for attending the meetings of the Board and of committees of which they may be members) and commission within regulatory limits.
  - o Within the parameters prescribed by law, the payment of sitting fees and commission will be recommended by the NRC and approved by the Board.
  - o Overall remuneration (sitting fees and commission) should be reasonable and sufficient to attract, retain and motivate directors aligned to the requirements of the company (taking into consideration the challenges faced by the company and its future growth imperatives).
  - o Overall remuneration should be reflective of size of the company, complexity of the sector/industry/ company's operations and the company's capacity to pay the remuneration.
  - o Overall remuneration practices should be consistent with recognised best practices.
  - o Quantum of sitting fees may be subject to review on a periodic basis, as required.
  - o The aggregate commission payable to all the NEDs and IDs will be recommended by the NRC to the Board based on company performance, profits, return to investors, shareholder value creation and any other significant qualitative parameters as may be decided by the Board.
  - o The NRC will recommend to the Board the quantum of commission for each director based upon the outcome of the evaluation process which is driven by various factors including attendance and time spent in the Board and committee meetings, individual contributions at the meetings and contributions made by directors other than in meetings.
  - o In addition to the sitting fees and commission, the company may pay to any director such fair and reasonable expenditure, as may have been incurred by the director while performing his/her role as a director of the company. This could include reasonable expenditure incurred by the director for attending Board/Board committee meetings, general meetings, court convened meetings, meetings with shareholders/ creditors/management, site visits, induction and training (organised by the company for directors) and in obtaining professional advice from independent advisors in the furtherance of his/her duties as a director.
- **Remuneration for managing director ('MD')/executive directors ('ED')/KMP/rest of the employees**
  - o The extent of overall remuneration should be sufficient to attract and retain talented and qualified individuals suitable for every role. Hence remuneration should be
    - Market competitive (market for every role is defined as companies from which the company attracts talent or companies to which the company loses talent)
    - Driven by the role played by the individual,
    - Reflective of size of the company, complexity of the sector/industry/ company's operations and the company's capacity to pay,
    - Consistent with recognised best practices and
    - Aligned to any regulatory requirements.
  - o In terms of remuneration mix or composition,
    - The remuneration mix for the MD/ EDs is as per the contract approved by the shareholders. In case of any change, the same would require the approval of the shareholders.
    - Basic/ fixed salary is provided to all employees to ensure that there is a steady income in line with their skills and experience.
    - In addition to the basic/fixed salary, the company provides employees with certain perquisites, allowances and benefits to enable a certain level of lifestyle and to offer scope for savings and tax optimisation, where possible. The company also provides all employees with a social security net (subject to limits) by covering medical expenses and hospitalisation through re-imbursements or insurance cover and accidental death and dismemberment through personal accident insurance.
    - The company provides retirement benefits as applicable.

- In addition to the basic/fixed salary, benefits, perquisites and allowances as provided above, the company provides MD/EDs such remuneration by way of commission, calculated with reference to the net profits of the company in a particular financial year, as may be determined by the Board, subject to the overall ceilings stipulated in Section 197 of the Act. The specific amount payable to the MD/EDs would be based on performance as evaluated by the Board or the NRC and approved by the Board.
- In addition to the basic/ fixed salary, benefits, perquisites and allowances as provided above, the company provides MD/EDs such remuneration by way of an annual incentive remuneration/performance linked bonus subject to the achievement of certain performance criteria and such other parameters as may be considered appropriate from time to time by the Board. An indicative list of factors that may be considered for determination of the extent of this component are:

o Company performance on certain defined qualitative and quantitative parameters as may be decided by the Board from time to time,

o Industry benchmarks of remuneration,

o Performance of the individual.

- The company provides the rest of the employees a performance linked bonus. The performance linked bonus would be driven by the outcome of the performance appraisal process and the performance of the company.

- **Remuneration payable to Director for services rendered in other capacity**

The remuneration payable to the Directors shall be inclusive of any remuneration payable for services rendered by such director in any other capacity unless:

a. The services rendered are of a professional nature; and

b. The NRC is of the opinion that the director possesses requisite qualification for the practice of the profession.

- **Policy implementation**

The NRC is responsible for recommending the remuneration policy to the Board. The Board is responsible for approving and overseeing implementation of the remuneration policy.

For and on behalf of the Board of Directors

Ankur Verma
Director
DIN: 07972892

Srinath Narasimhan
Director
DIN: 00058133

Place: Mumbai
Date: June 1, 2022

Annexure – II to the Directors' Report

Annual Report on Corporate Social Responsibility ('CSR') Activities

As a member of the Tata Group, CSR is at the core of the Company. The Company's CSR policy upholds the ethos of the Tata Group's Sustainability (including CSR) Policy. The Company has designed its CSR policy based on Tata Group's focus areas.

Given the financial position of the Company, most of the activities were by way of volunteering by the employees of TTL and it tended to be mostly in locations where there was a critical mass of employees. Few volunteering activities undertake are as under:

VOLUNTEERING –

In the last year, the Company and Tata Teleservices Limited (TTSL) (together TTL) partnered with Tata Sustainability Group to participate in various volunteering projects and initiatives.

TTL employees, as part of the Tata ProEngage initiative, participated in 28 volunteering projects. Tata ProEngage is a part-time skill-based volunteering programme, where volunteers work in teams and use their skills to address problems identified by NGOs. Because of the pandemic situation, all volunteering projects were done online.

The following projects were undertaken by TTL as part of the Tata ProEngage initiative:

Sr. No.	NGO	Project
1	Antarang Foundation	Mentor Youth
2	ETASHA Society	Research government schemes
3	KARUNYA TRUST	Conduct life-skills training for staff
4	Rajasthan Samgrah Kalyan Sansthan	Create education videos for young girls
5	The Association of people with disability (APD)	Build a Learning & Development plan
6	Ratna Nidhi Charitable Trust	Mentor differently-abled individuals
7	Chezuba	Project Proposal Writing
8	Chezuba	Annual Report writing
9	Chezuba	Marketing promotions for Education Program
10	Apni Shala Foundation	Be A Mental Health Ambassador
11	Chezuba	Spoken English Training Sessions
12	Chezuba	Support in Strategy & Institution Development
13	Chezuba	Write an Impact Report
14	Ennoble Social Innovations, Mumbai	Setting up financial management processes
15	FUEL	Develop a fundraising strategy and write fundraising proposals to support the education of underserved youth
16	GiftAbled	Audio Book Recording
17	GiftAbled	Mentoring candidates with Disability
18	Janajagriti	Research - Health based
19	Kankura Masat Social Welfare Society	Fund raising strategy
20	Chezuba, Hyderabad	Creating a Digital Marketing strategy
21	Chezuba, Hyderabad	Designing logos for products
22	Chezuba, Hyderabad	Writing a fundraising proposal
23	L V Prasad Eye Institute	Create audio for people with visual impairment
24	Tata Power Community Development Trust	Marketing Skills Training for Women Collectives

Every year, in March, Tata employees celebrate our Founder Mr. J. N. Tata's birth anniversary by participating in various volunteering initiatives. TTL employees participated in the following initiatives as part of the Tata Volunteering Week held in March, 2022:

NGO	Initiative
Tata Services Ltd.	Creating Virtual Teaching Content
	Imparting E-Mail etiquettes to youth

The web link to the Company's CSR Policy is https://www.tatatelebusiness.com/tata-code-conduct/

Average net profit of the Company for last 3 financial years, prescribed CSR expenditure and details of CSR spent during the financial year: The Company did not make profits in the past 3 financial years; hence it does not have any budgeted CSR expenditure. However, in keeping with the Tata Group's philosophy of giving back to the society, employees participated in various volunteering initiatives.

As per recent amendment to the Act, the Company is no more required to have separate CSR Committee and hence, the Committee was dissolved with effect from December 13, 2021.

For and on behalf of the Board of Directors

Ankur Verma
Director
DIN: 07972892

Srinath Narasimhan
Director
DIN: 00058133

Place: Mumbai
Date: June 1, 2022

Annexure – III to the Directors' Report

Form No. AOC-2

(Pursuant to Clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1. **Details of contracts or arrangements or transactions not at arm's length basis:**

   Tata Teleservices (Maharashtra) Limited ('TTML') has not entered into any contact or arrangement or transaction with related parties which is not on arm's length during financial year 2021-2022.

2. **Details of material contracts or arrangement or transactions at arm's length basis:**

   (a) Name of the Related Party and nature of Relationship:

   - Tata Teleservices Limited ('TTSL') -Substantial interest in TTML and is Fellow Subsidiary.
   - Tata Communications Limited ('TCL') - is Fellow Subsidiary.

   (b) Nature of contracts/arrangements/transactions: Refer below Table - A for TTSL and Table – B for TCL.

   (c) Duration of the contracts/arrangements/transactions: Refer below Table - A for TTSL and Table – B for TCL.

   (d) Salient terms of the contracts or arrangements or transactions including the value, if any: Refer below Table - A for TTSL and Table – B for TCL.

   (e) Date(s) of approval by the Board, if any: Not applicable, since the contract was entered into in the ordinary course of business and on arm's length basis.

   (f) Amount paid in Advance, if any: Nil.

Table – A

Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any
Inter Usage Expenses and Income (Carriage & Termination)	April 1, 2021- March 31, 2022	TTML enters into interconnection agreement with all operators including TTSL as per licensing conditions. Termination charges are prescribed by TRAI from time to time and are followed by all the telecom operators in India. Carriage & Termination Contract Value: ₹ 46.25 Crores p.a. (Carriage & Termination Expenses till March 31, 2022 (YTD) is ₹ 11.41 Crores & Termination Income till March 31, 2022 (YTD) is ₹ 0.05 Crores)
Purchase/Sale of Inventory/Used assets	April 1, 2021 - March 31, 2022	Procurement Contract allows needs based purchase/sale of Inventory/Used assets. Contract Value: ₹ 4 Crores p.a. (Value till March 31, 2022 (YTD) ₹ 2.35 Crores)
Telecommunication Services	Open Ended	TTML is a telecom operator. It provides telecommunication services to various entities, including TTSL. Contract Value: ₹ 28.29 Crores (Value till March 31, 2022 (YTD) ₹ 10.51 Crores)
Other Income (Lease Income & Related Expenses Recovery Turbhe)	April 1, 2021 - March 31, 2024	Lease Income (Turbhe): Based on Independent Valuation, 51,478 Sq. ft. Leased to TTSL for a consideration of ₹ 25.75 Lakhs of rent per month. Recovery of housekeeping & facilities expense: At Actual without Mark-up. Contract Value: ₹ 20.63 Crores for rent (excluding taxes) and reimbursement of housekeeping, electricity and fuel charges etc. at actual. (Value till March 31, 2022 (YTD) is ₹ 3.09 Crores including reimbursements).
Cost Sharing	April 1, 2021 - March 31, 2022	Sharing of common resources is based on "Various Ratios" without Mark-up. Contract Value: ₹ 97.16 Crores p.a. (Value till March 31, 2022 (YTD) ₹ 41.64 Crores).
Lease Expense & Related Expense (Nelco Premises)	April 1, 2021 - March 31, 2022	Lease Expense (Nelco): Based on Independent Valuation, 9527 Sq. ft. Leased to TTML for a consideration of ₹ 9.63 Lakhs of rent per month. Expenses for house-keeping & facilities at Actual without Mark-up. Contract Value: ₹ 3.67 Crores for rent (excluding taxes) and reimbursement expenses for housekeeping, electricity and fuel charges etc. at actual. (Value till March 31, 2022 (YTD) is ₹ 1.74 Crores including reimbursements)

Table – B

Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any
Inter Usage Expenses and Income (Carriage & Termination)	Open Ended	TTML enters into interconnection agreement with all operators including TCL as per licensing conditions. Termination charges are prescribed by TRAI from time to time and are followed by all the telecom operators in India. Carriage & Termination Contract Value: ₹ 59 Crores p.a. (Carriage & Termination Expenses till March 31, 2022 (YTD) is ₹ 15.97 Crores & Termination Income till March 31, 2022 (YTD) is ₹ 24.64 Crores)
Purchase/Sale of Inventory/Used assets	April 1, 2021 - March 31, 2022	Procurement Contract allows needs based purchase/sale of Inventory/Used assets. Contract Value: ₹ 2 Crores p.a. (Value till March 31, 2022 (YTD) ₹ 0.01 Crores)
Telecommunication Services	Open Ended	TTML is a telecom operator. It provides telecommunication services to various entities, including TCL. Contract Value: ₹ 55 Crores (Value till March 31, 2022 (YTD) ₹ 46.12 Crores)
Infrastructure Income	Open Ended	TTML has in place a agreement dated October 25, 2007 with TCL for infrastructure sharing for Rack space/Colocation charges. Contract Value: ₹ 11 Crores (Value till March 31, 2022 (YTD) is ₹ 4.91 Crore)
Synergy SME Business partner (Small & Medium Enterprises)	Open Ended	TTML has entered into a Specialization Service Agreement dated October 18, 2012 with TCL to manage Small & Medium Enterprises customer . Contract Value: ₹ 20 Crores (Value till March 31, 2022 (YTD) is ₹ 12.89 Crore)
Recovery & Allocation of Costs and Network Operation Costs a. Internet lease line. Lease line Bandwidth expenses and Operations and maintenances charges b. Hosted Call center services Expenses c. Synergy LE Business (Large Enterprises)	Open Ended	TTML has entered into Master service agreement with TCL dated May 20, 2013. TTML has entered into agreement for availing point to point domestic and national leased circuit dated July 14, 2017. TTML has entered into service agreement for availing hosted call center services dated March 31, 2014. TTML has entered into a Specialization Service Agreement dated October 18, 2012 with TCL to manage Large Enterprises customer. Contract Value: ₹ 88 Crores p.a. (Value till March 31, 2022 (YTD) ₹ 55.43 Crores).

For and on behalf of the Board of Directors

Ankur Verma
Director
DIN: 07972892

Srinath Narasimhan
Director
DIN: 00058133

Place: Mumbai
Date: June 1, 2022

Annexure – IV to the Directors' Report

The information required under Section 197(12) of the Act read with the Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

a. The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2021-2022:

Non-Executive Directors	Ratio to median remuneration
Hiroo Mirchandani	1.62
Dr. Narendra Damodar Jadhav	2.00
Kumar Ramanathan	1.52
Ankur Verma	0.29
Srinath Narasimhan	0.32
Thambiah Elango	0.86

Remuneration paid to the above Non–Executive Directors was by way of sitting fees only.

b. The percentage increase in remuneration of each Director, Chief Executive Officer, Manager, Chief Financial Officer, Company Secretary in the financial year 2021-2022:

Directors, Chief Executive Officer, Manager, Chief Financial Officer and Company Secretary	% Increase in remuneration in the financial year
Harjit Singh – Chief Executive Officer*#	N.A.
Kush S. Bhatnagar - Chief Financial Officer	7%
Vrushali Dhamnaskar – Company Secretary	25%

* Designated as a Chief Executive Officer and Key Managerial Personnel w.e.f. June 1, 2021
# Does not draw any remuneration from the Company

c. The percentage increase in the median remuneration of employees in the financial year: 5%.

   (Increase on Median remuneration has been taken for on-roll employees as on March 31, 2022)

d. The number of permanent employees on rolls of the Company: 367

e. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out, if there are any exceptional circumstances for increase in the managerial remuneration:

   The average annual increase for the year was 6.22% in case of employees other than managerial personnel.

f. Affirmation that the remuneration is as per the remuneration policy of the Company:

   The Company affirms that the remuneration paid is as per the remuneration policy of the Company.

For and on behalf of the Board of Directors

Ankur Verma
Director
DIN: 07972892

Srinath Narasimhan
Director
DIN: 00058133

Place: Mumbai
Date: June 1, 2022

Annexure – V to the Directors' Report
Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH 2022

{Pursuant to Section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014}

To,
The Members,
TATA TELESERVICES (MAHARASHTRA) LIMITED,
D-26 TTC Industrial Area,
MIDC Sanpada, Turbhe, Mumbai,
Thane – 400703, Maharashtra, India

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Tata Teleservices (Maharashtra) Limited** (hereinafter called "the Company"). Secretarial audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct / statutory compliance and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2022, complied with the statutory provisions listed here under and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2022, according to the provisions of:

(i) The Companies Act, 2013 ('the Act') and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws Framed there under;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings **(during the period under review not applicable to the Company);**

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **(during the period under review not applicable to the Company);**

(d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat equity) Regulations, 2021 **(during the period under review not applicable to the Company);**

(e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **(during the period under review not applicable to the company);**

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client **(during the period under review not applicable to the Company);**

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(during the period under review not applicable to the Company);**

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(during the period under review not applicable to the Company);**

(vi) Telecom Regulatory Authority of India Act, 1997;

(vii) The Indian Telegraph Act, 1885;

(viii) The Indian Wireless Telegraphy Act, 1993;

We have examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by the Institute of Company Secretaries of India;

(ii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

During the period under review the Company has complied with the provisions of Act, Rules, Regulations, Guidelines, Standards, etc. except below mentioned observation:

As informed by the Management of the Company, due to COVID-19 pandemic, the meetings of the Audit Committee and Board were held through video conference. Due to logistics of digital signatures and technical issues, there was a delay in signatures and uploading process which led to delay in uploading the results to Stock Exchange(s) beyond 30 minutes with respect to the disclosure of events (results) post meeting of the Board of Directors held on August 10, 2021 on BSE Limited; November 10, 2021 and February 8, 2022 on BSE Limited and National Stock Exchange of India Limited as required under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. There was no query from the stock exchanges.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of the ~~Executive Director~~, Non-Executive Directors and Independent Directors. There were no changes in the composition of the Board of Directors during the period under review.

Adequate notices are given to all Directors to schedule the Board/Committee Meetings, agenda and detailed notes on agenda were sent at least seven days in advance except one Board Meeting which was held on a shorter notice with the consent of all the Directors, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company had the following specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

a) **The Finance Committee passed the following resolutions by circulation for the issuance of Commercial Papers:**

Sr. No.	Date of Circular Resolution	Amount of issue of Commercial Papers (in Crores)
1	April 26, 2021	2200
2	November 8,2021	1650
	Total	**3850**

For Mehta & Mehta,
Company Secretaries
(ICSI Unique Code P1996MH007500)

Atul Mehta
Partner
FCS No: 5782
CP No: 2486
UDIN: F005782D000209293

Place: Mumbai
Date: April 26, 2022

Note: This report is to be read with our letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.

Annexure – A

To,
The Members,
Tata Teleservices (Maharashtra) Limited,
D-26 TTC Industrial Area,
MIDC Sanpada, Turbhe, Mumbai,
Thane – 400703, Maharashtra, India

Our report of even date is to be read along with this letter.

1) Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.

3) We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4) Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

5) The compliance of the provisions of corporate laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.

6) As regard the books, papers, forms, reports and returns filed by the Company under the provisions referred in Secretarial Audit Report in Form MR-3, the adherence and compliance to the requirements of the said regulations is the responsibility of management. Our examination was limited to checking the execution and timeliness of the filing of various forms, reports, returns and documents that need to be filed by the Company with various authorities under the said regulations. We have not verified the correctness and coverage of the contents of such forms, reports, returns and documents.

7) The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Mehta & Mehta,
Company Secretaries
(ICSI Unique Code P1996MH007500)

Atul Mehta
Partner
FCS No: 5782
CP No: 2486
UDIN: F005782D000209293

Place: Mumbai
Date: April 26, 2022

MANAGEMENT DISCUSSION AND ANALYSIS

TELECOM INDUSTRY DEVELOPMENTS

Indian Telecom Industry

The last 2 years have been unprecedented in terms of human experience, businesses continuity and technology proliferation. COVID-19 first wave in India disrupted business activity in a big way and the second wave had a devastating human toll. Before life could normalise third wave was upon us. Life and economy went through multiple cycles of Start-Stop-Start. During the COVID-19 lockdowns, the telecom industry in India played a significant role in enabling life and business activity. The importance of having a strong telecom network during the lockdowns has also been acknowledged by the Government in its guidelines issued during the pandemic.

Under the Digital India campaign, the Government is continuously focusing on catalysing adoption of digital through various initiatives. This would accelerate the adoption of new technologies and digital connectivity infrastructure, on which all disruptive technologies would run.

Some of the key digital initiatives being undertaken by the Government (as listed in the Union Budget document) include:

- **Digital banking:** Government continues to encourage digital banking, digital payments and fintech innovations to make benefits of digital reach every nook and corner of the country. To mark 75 years of our independence, the Government has proposed to set up 75 Digital Banking Units (DBUs) in 75 districts of the country by Scheduled Commercial Banks.
- **Digital payments:** Government announced continuation of the financial support for digital payment ecosystem in 2022-23. This will encourage further adoption of digital payments.
- **Digital Rupee:** Government has proposed to introduce Digital rupee using blockchain & other technologies, which is likely to give a big boost to the digital economy.
- **Digital University:** Government proposes to establish digital university to provide access to world-class quality education to students across the country at their doorstep.
- **5G Technology:** 5G spectrum auctions to be conducted in 2022. Scheme for design-led manufacturing for 5G will be part of production-linked scheme.
- **Digital Health Ecosystem:** Government plans to roll out 'Ayushman Bharat Digital Mission' an open platform which will consist of digital registries of health providers and health facilities, unique health identity, consent framework, and universal access to health facilities.
- **Broadband and mobile services in rural areas:** To enable affordable broadband and mobile services proliferation in rural and remote areas, government will allocate 5 percent of annual collections under the universal service obligation fund.
- **Data Centres and Energy Storage Systems:** To be given infrastructure status. This will facilitate credit availability for digital infrastructure and clean energy storage.

Government announced major reforms in Telecom Sector on September 15, 2021. The details are provided in subsequent section on Key Regulatory Developments. All the above Government initiatives are likely to accelerate the pace of digitisation in India. As an offshoot of various digital initiatives, UPI transactions value has grown 92% in one year and is at INR 8.29 Tn.

Enterprises have also realised the importance of digital transformation to ensure business continuity and operational excellence. In the year gone by, driven by demand for high-capacity network services and higher internet bandwidth requirements, the enterprise data market saw a growth. This was primarily driven by large enterprises ('LE') across verticals like IT/ITES, BFSI and OTT players.

Small & Medium Enterprises ('SME') segment have suffered the most during COVID-19. Therefore, their spend on ICT services went down in FY21. However, with market opening up, the network spends from SME segment is expected to gradually increase going forward.

The market has seen a shift away from on-premises products to cloud based products/solutions, thereby causing decline in traditional voice services and accelerated adoption of conferencing, security, Cloud and SaaS products by both LE and SME segments.

Overall Market View

The overall enterprise telecom market is on gradual recovery mode in FY22 after suffering a decline in FY21 due to the impact of COVID-19. The recovery is driven largely by the growth in Managed services, Enterprise Data and Unified Collaboration & Conferencing (UC) segments. The decline in the traditional voice market aggravated post pandemic as enterprises adopted a hybrid work culture. This is expected to continue in the coming year as well.

The pandemic has highlighted the importance of digital transformation among enterprises to ensure business continuity and operational excellence. To tap immense opportunities, operators are investing in holistic capabilities to provide end-to-end ICT solutions leveraging the newer technologies e.g., IoT, SDN/NFV, Multi/Hybrid Cloud, SIP Trunking, etc. to strengthen their market position.

SME segment had suffered the most during the COVID-19 pandemic. Therefore, their ICT spend went down in FY21. Even with market opening up segment recovery has been slow. Traditional voice market is declining in SME segment as well. Cloud services, Co-location and UC services are leading the recovery followed by data services.

Digitisation, flexibility and security are the top trends among enterprises both in LE and SME segments.

Future Outlook

Market has started showing signs of recovery post COVID. Enterprises are looking for secure and flexible communication and connectivity solutions at optimised costs. The market is evolving at a faster pace. The coming quarters are exciting as well as challenging. As per industry market research following trends are expected to play out:

- SIP Trunking will witness robust growth on account of flexibility and security advantage over plain vanilla voice products.
- Saturated toll-free market would see enterprises moving towards the modern cloud-based call management systems which provide toll-free numbers with additional features like CRM integration, call tracking, call masking, call routing, sticky agent, etc.
- The enterprise data services market is expected to grow at a steady rate driven by increasing demand for high bandwidth data connectivity services due to surge in data and cloud consumption.
- The market outlook for SD-WAN in India is very optimistic in the coming years with high adoption rate expected in LE segment followed by low to moderate adoption by SMEs.
- Adoption of Hybrid IT infrastructure and multi-cloud would fuel upgradation of enterprise network infrastructure.
- Increase in ICT spends by SMEs: With their digital transformation objectives and learning from COVID-19, SMEs will increase their investment in data connectivity as well as Cloud & SaaS services to fulfil their business goals such as digital sales, improved business performance, operational efficiency etc.

KEY REGULATORY DEVELOPMENTS/LITIGATIONS

Launch of the 'Trusted Telecom Portal' for implementation of the National Security Directive on Telecommunication Sector:

- The Government launched the Trusted Telecom Portal www.trustedtelecom.gov.in on June 15, 2021, signalling the coming into effect of the National Security Directive on Telecommunication Sector ('NSDTS').
- Consequently, with effect from June 15, 2021, the Telecom Service Providers ('TSPs') are mandatorily required to connect in their networks only those new devices which are designated as 'Trusted Products' from 'Trusted Sources'.
- The portal was developed and implemented by DoT.
- TTL Nodal Officer has obtained the required credentials for access to the portal.

Revised OSP guidelines issued on June 23, 2021:

- No distinction between domestic & international OSP.
- No registration and no BGs.
- Carriage of voice traffic over any Wide Area Network technology like MPLS VPN/NPLC or SD-WAN over NPLC/ MPLS VPN.
- Interconnectivity between same company or group of companies or any other company.
- Interconnection of RA to OSP centre/resources over any technology including broadband over wireline/wireless.
- OSP guidelines applicable only to voice-based business.
- Remote Agent of OSP can now connect directly to the Centralized EPABX/ EPABX of the OSP/ EPBX of the customer using any technology including Broadband over wireline/ wireless.
- Work from Home and Work from anywhere made easy.
- EPABX of the OSP can be located anywhere in the world.
- OSP apart from utilising EPABX services of Telecom can also locate their EPABX at third party data centre in India.
- Detailed guidelines are liberal in nature and is in line with ease of doing business.

Amendment to UASL/UL with respect to infrastructure sharing dated April 6, 2021:

- Licensee may enter into mutual commercial for roaming facilities (within same LSA's & other LSA's with other operators) with other CMTS/UASL/UL with Access Service Authorisation, with Category 'A', 'B' and 'C' Internet Service Authorisation for providing Internet Service only.
- Sharing of Active infrastructure amongst service providers based on the mutual agreements entered amongst them is permitted. Active infrastructure sharing will be limited to Wi-Fi equipment such as Wi-Fi router, Access Point etc. Sharing of backhaul is also permitted.

Compliance to maintaining of IPDR/SYS Logs/CDR/EDR by ISP licensee:

- DoT issued a letter on April 13, 2021, reiterating the need to ensure that all Licensee must maintain all commercial records/CDRs/IPDRs/Sys Logs/EDRs.
- The data of subscribers must be maintained for at least one year.
- The data must be preserved within boundaries of India.
- All such records need to be maintained in the format prescribed.

Government approves major Reforms in Telecom Sector on September 15, 2021: The salient feature of the reform affecting the Company are as follows:

- AGR definition: non-telecom revenue will be excluded from the definition of AGR prospective w.e.f., October 1, 2021.
- Reduction in BG requirements (80%) against License Fee ('LF') and other similar Levies. One BG will be enough for all LSA.
- Delayed payments of License Fee (LF)/Spectrum Usage Charge ('SUC') will attract interest rate of SBI's MCLR plus 2% instead of MCLR plus 4%; interest compounded annually instead of monthly; penalty and interest on penalty removed.
- To encourage investment, 100% Foreign Direct Investment ('FDI') under automatic route permitted in Telecom Sector. All safeguards will apply.
- Moratorium/Deferment of up to four years in annual payments of dues arising out of the AGR judgement, with however, protecting the Net Present Value ('NPV') of the due amounts.
- Self-KYC (App based) permitted.
- Paper Customer Acquisition Forms ('CAF') will be replaced by digital storage of data.

DoT on September 23, 2021, amended UL License Agreement on provision of Cellular Backhaul Connectivity:

- Backhaul connectivity using VSAT to the Access service providers for establishing wi-fi hot spot.

- A Licensee having license/authorisations for both commercial VSAT CUG Service and NLD Service is permitted to share VSAT Hub for the purpose of providing authorised services.
- The Licensee may share its own active and passive infrastructure for providing other services authorised to it under other telecom license issued by Licensor.

Amendment to UL/UASL License Agreement for Adjusted Gross Revenue:

- Now there will be Gross Revenue ('GR'), Applicable Gross Revenue ('ApGR') and Adjusted Gross Revenue ('AGR').
- No Change in the Definition of Gross Revenue
- ApGR will be GR reduced by the following:
    - Revenue from operations other than telecom activities/ operations
    - Revenue from activities under a license/permission issued by Ministry of I & B.
    - Receipt from USO Fund
    - List of Other incomes to be excluded from GR to arrive at ApGR
        - Income from Dividend
        - Income from Interest
        - Capital Gains on account of profit of sale of fixed assets and securities
        - Gain from Forex rate fluctuations
        - Income from property rent
        - Insurance claims
        - Bad Debts recovered
        - Excess provisions written back
- AGR will be ApGR minus the following:
    - PSTN (Access) Charges paid to other operators
    - Roaming Charges paid to other operators
- GST paid to Government.

Moratorium on AGR Dues and Conversion of Interest into Equity:

- One time opportunity to opt for deferment of AGR dues for 4 years.
- Interest as stipulated will be applied so that NPV of payable amount is protected.
- Balance revised amounts of instalments to be paid by March 31, 2031.
- One time opportunity to exercise the option for equity conversion of interest dues upfront.
- Pay the interest in cash along with deferred amount or by way of equity.
- Option for conversion of the interest amount into equity shall apply only to those instalments which are covered under moratorium.
- May opt for moratorium without opting for conversion of the interest into equity. In that case interest will be payable along with the AGR dues on the due dates as per the terms in the moratorium.
- Option for moratorium to be conveyed by October 29, 2021.
- Option for converting the interest amount to equity shall be exercised by January 11, 2022.

Rationalisation of Bank Guarantee:

- For UL – PBG reduced from ₹ 220 Crores to ₹ 44 Crores and FBG from ₹ 44 Crores ₹ 8.8 Crores. Subsequently, FBG shall be equivalent to 20% of the estimated sum payable of LF for two quarters.
- For UASL - PBG of the current licensee will be revised to 20% of the current total amount held by the licensor and FBG shall be equivalent to 20% of the estimated sum payable of LF for two quarters.

Customer acquisition through digital process:

- Storage of paper CAFs has been discontinued. No warehouse audit of paper CAFs.
- The existing paper CAFs to be colour scanned and digitally signed and stored.
- Scanned copies for disconnected/migrated customer to be kept for 3 years from the date of disconnection/migration.
- Paper CAFs can be destroyed after digitisation except those prohibited by LEAs.
- In case of non-legible existing CAFs, reverification of customer can be done.

Amendment to UL /UASL/ ULVNO License Agreement for change in time period of storage of Call Data Records (CDR)/ Exchange Detail Record (EDR)/ IP Detail Record (IPDR):

- The archival of CDR/EDR/IPDR records has been increased from one to two years for scrutiny of the Licensor for security reasons and may be destroyed thereafter unless directed otherwise by Licensor.

Amendment to UASL/UL/UL (VNO)/NLD License Agreement for change in FDI increasing it up to 100% under automatic route.

DoT vide letter dated October 11, 2021, has dispensed with paper CAF with digitally signed scanned copies. The process for digitisation of paper CAF along with associated documents have been also shared.

DoT on October 11, 2021, amended Spectrum sharing guideline where they have removed the additional SUC charge of 0.5%.

TRAI Directions

In the FY 2021-2022, apart from directions in relation to specific service providers, TRAI provided directions and/or amendments, thereto covering:

- TRAI issued Direction to TSP for ensuring compliance with TRAI's Regulations/Directions/Advisories/Orders in respect to tariff offering dated September 2, 2021 - Through this Direction, TRAI has mandated TSP to ensure that tariffs filed with TRAI are offered through channel partners/ distributors/retailers party etc. and the responsibility of ensuring compliance of TRAI issued Regulations/Directions shall remain with the TSP in all respect.
    - The crux of the same is that the aforesaid 'at least one plan with one month validity' relates to TRAI Regulation, namely Telecom Tariff Order, wherein further amendments have been introduced on 27/01/2022 and 31/03/2022. However, the aforesaid Amendments of Telecom Tariff Order are not applicable on TTL, since these are for mobile prepaid tariffs.

MAJOR LITIGATION

Dual Technology

The Cellular Operators Association of India ('COAI') challenged the DoT Press Release dated October 19, 2007, allowing the existing licensees to use dual technology i.e., CDMA operators were permitted to acquire and use GSM spectrum for providing GSM services and vice-versa ('Dual Tech Policy') before TDSAT, which upheld the Dual Tech Policy by order dated March 30, 2009. TTML GSM admin spectrum in 1800 MHz band was allocated under this Dual Tech Policy in 2008 and same has expired on September 29, 2017. COAI challenged the TDSAT order before the Supreme Court, praying that the Dual Tech Policy should be repealed and the GSM start-up spectrum should be cancelled. In case the policy is held to be invalid, there could be some financial liability for past period of about eight years during which this spectrum was held by the Company.

Adjusted Gross Revenue ('AGR') Definition

Please see main Directors' Report and Notes to Accounts for details.

One Time Spectrum Charges ('OTSC')

- After the 2G judgment by the Supreme Court in February 2012, the DoT in December 2012 levied one-time spectrum charges ('OTSC') on administratively allocated CDMA spectrum. The Government decisions dated November 8, 2012; December 28, 2012 and March 15, 2013 under which the OTSC was charged, permitted the operators to surrender the CDMA spectrum beyond 2.5 MHz (CDMA) till April 2013 in case the operators did not want to pay OTSC. The Company received a demand note from the DoT towards OTSC of ₹ 290 Crores for retention of CDMA spectrum beyond 2.5 MHz (excess spectrum) with effect from January 1, 2013 till expiry of license. The Company filed a writ petition dated April 4, 2013 before the Mumbai High Court challenging the demand. Subsequently, the Company retained 1.25 MHz (out of excess 2.5 MHz) in Mumbai and surrendered balance 1.25 MHz in August 2013 and surrendered excess spectrum in Maharashtra in November 2013 and has paid under protest OTSC of ₹ 120 Crores in respect of spectrum retained in Mumbai. The surrender of the excess spectrum and the payment of OTSC by the Company is without prejudice to rights of the Company.
- Subsequently, the Mumbai High Court stayed the demand for OTSC on April 9, 2013. The matter is pending and will be listed in due course.
- Meanwhile, DoT filed in Hon'ble Supreme Court ('SC') Transfer Petition seeking transfer of three Writ Petitions including that filed by Tata Teleservices (Maharashtra) Limited, pending before Mumbai High Court, on the grounds that there would be conflicting judgments/orders if the writ petitions are not transferred, which was dismissed by Supreme Court vide orders dated September 27, 2019.

Mumbai Circle TERM Penalty

- TTML received demand notices dated February 22, 2011; April 30, 2014; December 7, 2015; January 14, 2016 and March 31, 2016 amounting to ₹ 117.72 Crores from Mumbai Circle TERM Cell imposing penalties alleging non-compliance of subscriber verification norms. It was further averred in the demand note that failing the immediate payment of the penalty, the TERM Cell may invoke and encash the bank guarantees furnished by TTML to DoT. It is a license requirement to verify credentials of each acquired customer. The penalty was challenged before the TDSAT and Delhi High Court ('HC'). Delhi HC, on March 23, 2018 directed DoT that if DoT intends to take any coercive action, it would approach the Delhi HC first. This was challenged in Delhi HC by way of Clarification Application in WP No. 3000 of 2018. Delhi HC while granting time for addressing the submissions on merits passed an interim order directing DoT to not withhold any process/permission on account of non-payment of dues, which are subject matter of the petition. The matter shall be listed in due course. The interim order continues. The revised penalty amount (due to addition of interest), as communicated by DoT on December 20, 2019 is ₹ 236.90 Crores.
- TTML received additional demand note(s) amounting to ₹ 30.74 Crores from Mumbai and Maharashtra Circle TERM Cell. TTML filed a writ petition before the Mumbai High Court challenging the demand notes of ₹ 19.79 Crores and was granted a stay. The balance demand of ₹ 10.95 Crores has been represented to TERM Cell and response is awaited. If the matter is ruled against the Company, the Company may have to pay the penalty along with interest.

MERC Order on applicability of commercial tariff on Mobile Towers

- By way of Multiyear Tariff Order dated November 3, 2016, passed by the Maharashtra Electricity Regulatory Commission ('MERC'), the mobile towers were re-categorised and covered under the commercial tariff as against the industrial tariff applicable to the mobile towers under the previous tariff orders. The said Tariff Order dated November 3, 2016, was challenged by various telecom operators (including TTML) as well as IP1 companies before the Appellate Tribunal for Electricity ('APTEL'), Delhi by way of appeals under Section 111 of the Electricity Act and all appeals were clubbed and heard together. Interim protection was granted by the APTEL in favour of the appellants including TTML, with a direction that subject to the outcome of the appeals filed by the telecom operators and IP1 companies before it, the appellants shall pay to the Maharashtra State Electricity Distribution Company Ltd. ('MSEDCL') the tariff in terms of industrial category including all outstanding and the current dues, without prejudice to the rights and contentions of all the parties and there shall be no coercive steps taken by MSEDCL.
- APTEL vide its Judgment dated February 12, 2020, in a batch of appeals, allowed all the appeals thereby holding that the mobile towers shall be categorised under the 'industrial tariff' and not under 'commercial tariff. In other words, the said order of MERC is now reversed, and the industrial tariff is restored for mobile towers. A Civil Appeal has been filed in September 2020 by MSEDCL in the Supreme Court challenging the Order of APTEL dated February 12, 2020.
- The Chief Justice Bench of the Supreme Court after hearing the case briefly on October 12, 2020, ordered notice with an observation that the Telecom/Tower companies shall not recover any monies from MSEDCL which they have paid already under commercial tariff, at this stage. In the meanwhile. the industrial tariff shall continue to apply to all the telecom towers until further orders.
- Further hearing is pending in Supreme Court.

Note - In the meanwhile, TTML had moved its application for ITES certification last year under the current policy of the Govt. of Maharashtra and obtained the same in January/ February 2021 for its important locations namely Turbhe office, Navi Mumbai (valid retrospectively from February 2020 to February 2023) and Al-aqmar office, Pune (valid from January 2021 to January 2024) and is in the process of pursuing such certification for its other locations. By this certification, TTML is entitled to draw power supplies under industrial tariff in these locations.

RISKS AND CONCERNS

This section discusses the various aspects of enterprise-wide risk management. It might be noted that the risk related information outlined here is not exhaustive and is for information purpose only.

The Company has formulated a well-defined and dynamic enterprise risk management ('ERM') program, which gets reviewed and updated periodically. The program is governed by a comprehensive risk management policy, which, amongst others, includes the risk management governance structure and the risk management process.

The Central Risk Office actively monitors the risk management process. Results of the risk management activities are periodically reviewed by the management and annually presented to the Audit Committee of the Board of Directors.

The risk management process enables proactive identification, recording, tracking of risks and monitoring of mitigation plans to respond to changes in business and regulatory environment. The risk management process is embedded in all facets of Company's work systems including the planning & review process, thereby reassuring all stakeholders, customers, investors, employees and partners of the Company's business sustainability.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

An Audit Committee of the Board of Directors has been constituted as per the provisions of Section 177 of the Companies Act, 2013 (the 'Act').

The internal audit for various functions/aspects is conducted by the independent firms, which conduct reviews and evaluation and present their reports to the Audit Committee and the management at regular intervals.

The Internal Auditor's Reports dealing with internal control systems are reviewed by the Audit Committee and appropriate actions are taken, wherever necessary.

The ERM framework aims to realise the following benefits for the organisation:

- Enhance risk management
- Facilitate risk-based decision making
- Improve governance and accountability
- Enhance credibility with key stakeholders such as investors, employees, government, regulators, society etc.
- Protect and enrich stakeholder value

The Company is exposed to several risks. An effective and dynamic risk management process enables the Company to manage and mitigate the impact of these risks. The key risks facing the Company include:

1. Competition Risks

Our competition continues to invest in product, network, and technology. The emerging areas of focus in the industry spans digital solutions, strengthening network footprint, newer technologies like 5G, Low Earth Orbit Satellite, AI and Blockchain technologies.

In our journey to being the country's leading digital solutions provider, we continue to strengthen our product and solutions portfolio. This year we launched value-added connectivity products like **Smart Internet Leased Line** - Internet leased line bundled with cloud-based security and DIY interface; **EZ Cloud Connect** - Bundled connectivity across offices, data centres and cloud port and **SD-WAN iFLX** - Intelligent, secure, and flexible network management solution.

We are in the process of building a comprehensive ecosystem to catalyse digital adoption by leveraging strategic partnerships.

The risk of intense competition and aggressive pricing continues in exceedingly commoditised market of plain vanilla voice and data products. We will continue to focus on evolving our products/solutions to be able to offer greater value proposition to our customers.

2. Regulatory Risks

As is evident from the Major Litigation section hereinabove, telecom industry continues to face plethora of changes and ambiguities in the regulatory space.

After the Supreme Court gave its judgement on AGR definition which was one of the major litigations of the industry, TTML has filed application in Supreme Court seeking direction to DoT to rectify mistakes in calculation and allow permissible deductions.

The Company also obtained the approvals from the regulatory, licensing, and other statutory agencies for the demerger of the Consumer Mobile Business in FY 2019-2020. DoT however, issued on April 28, 2020, a show cause notice to the Company asking it to show cause why penalty of ₹ 100 Crores be not levied for transferring consumer mobile undertaking on July 1, 2019, without getting DoT final approval which was received on February 6, 2020.

TTML approached TDSAT, which has directed TTML to file reply with DoT for show cause notice which TTML did on June 9, 2020. DoT is yet to take a decision on this and if aggrieved,TTML can approach TDSAT after DoT decision. TTML continues to monitor the situation along with close engagement with agencies involved and would take appropriate action basis any further communication from the authorities. DoT also filed a petition in NCLT Delhi praying for levy of penalty under Section 232(8) of Companies Act, 2013 on TTML on similar grounds which petition was dismissed in May 2022.

The Company also continues to tackle the litigation issues (mostly legacy wireless issues) including a) Telecom Policies and Licenses in areas of dual technology, b) Allocation of access and microwave spectrum, c) EMF radiation, d) security guidelines, e) EKYC of existing subscriber base, f) Minimum Rollout obligation, g) Decision to charge One Time Spectrum Charges (OTSC) within the contracted quantum of spectrum, h) Penalties levied by TERM cell etc. and these issues are now pending before various courts. There are significant financial penalties under challenge and those carry significant regulatory risks in case the court judgments are not favourable to the Company.

The Company has a legal and statutory compliance program in place to continuously scan and where possible monitor, the regulatory environment, identify the changes applicable to the Company's operations and undertake measures to comply with the regulatory requirements. Further, the Policy advocacy team continues to engage with external stakeholders including regulatory bodies to ensure a harmonious relationship with various regulatory agencies.

3. Technological Risks

a. Product Technology Risks

Overall summary of technological evolution in the Enterprise Telecom Space

There is a rapid evolution of technology in every aspect of Enterprise Networks and Services. Technologies such as Cloud, Software Defined Networks (SDN), Network Function Virtualisation (NFV), Artificial Intelligence (AI), 5G, IoT, Virtual & Augmented Reality are enabling 'Digitisation' of various Enterprises and their businesses to enter into 'Industry 4.0' revolution which is currently taking place.

Risk to traditional voice services

The decline in the traditional voice market aggravated post pandemic as enterprises adopted a hybrid work culture. This is expected to continue in the coming year as well. In the era of mobility, flexibility, remote working and digitisation, ISDN services with their hardware-based nature continue to witness declining demand. Hybrid work culture is likely to continue in future and will in turn fuel IP based services along with collaboration & conferencing services in all industry verticals and segments.

Alternatives gaining foothold:

i. In fixed line voice market, SIP trunking has continued to see strong adoption.

ii. UC solutions now have evolved from a mere on-premise dominated solutions or applications to a much advanced, feature rich, cloud-based apps. In industries like education, retail and healthcare, the frequency of usage of advanced UC solutions like the Integrated UC solutions has shot up.

We continue to increase the width of our offerings across SIP Trunking, cloud-based communication as well as UC to mitigate this risk.

Risk to traditional data services

Commodification of traditional data services in a highly competitive market has put pressure on margins. At the same time, hybrid work culture and relatively weak financial stability of SMEs has subdued market demand for bandwidth upgradation and MPLS links. Data services will grow in SME segment in future but at slow pace. We continue to focus on strengthening our value-added connectivity portfolio to mitigate this risk.

b. Network Technology Risk

Our Legacy hybrid network poses a risk. It is being mitigated by progressive transformation from Mobile to Enterprise, through Redesign, Site optimisation, Surrender of IRU routes, POI and others since 2019. Plan for the Network equipment units that are End of Life and Support (EOL & EOS) is already underway. GIS upgrade is also in progress and will be completed in FY23. IMS scoping is being done and will also be implemented in FY23.

5G spectrum auction is planned by Govt in FY23; certain use cases of 5G like FWA (Fixed Wireless Access), private networks being served through mmWave spectrum etc. might pose a risk to some parts of the existing revenues and future growth. The impact of 5G FWA as substitute is not well established and the few use cases seen are largely for broadband and for underserved areas.

The Company is continuously focused on taking measures to mitigate these risks.

The Company also has an extensive optical fibre network across the country and in the key metro cities. National, state and city authorities conduct infrastructure development such as bridges, flyovers, metro transportation networks, state & national highways, etc. which involve extensive realignment and digging of roads which are a potential threat to our network which may result in disruption of services/ down-time to our customers. The Company carries out proactive monitoring, maintenance, and relocation of these underground assets to ensure optimal utilisation of resources.

4. Financing Risks

The Company have been undertaking series of cost optimization initiatives and built a robust system of planning and monitoring of cash flow on daily, weekly and monthly basis. However, the Company continues to carry a substantial debt as of March 31, 2022, including funds borrowed for AGR payment. In addition, the Company may be required to invest significantly in capital expenditure of network infrastructure towards sustaining and growing the enterprise business. This may impose additional strain on the existing financial position of the Company.

Debts requiring refinance in FY22 have been completed. The Company continuous engagement with all lenders on periodic basis and plan to continue refinancing the future repayments. The Company has opted for 4-year moratorium offered by Government related to AGR and total amount due including accumulated interest at the end of moratorium will be payable in 6 annual instalments starting Mar'26. However, the Company carry risks of its ability to to refinance the debt and raise additional debt. Further, the terms of raising fresh capital may not be in line with past terms and conditions and/or may be subject to such covenants which may be challenging for the Company to adhere to thereby impacting the costs of not only incremental capital but also existing debt adversely.

5. Talent Retention Risks

Given the background of volatile and uncertain times, key talent retention assumes a significant risk. To address this and to improve employee confidence, measures have been put in place to continuously engage with the employees by way of periodic communication of key developments, ongoing rewards, and recognition initiatives, etc.

Further, the Company has been working to ensure workforce optimisation by providing various internal career movements. Employee engagement and connect will continue to be the key areas of focus.

6. Brand Risks

Brand is one of the most valuable intangible assets for any organisation and it is a key differentiator in the marketplace. Our brand Tata Tele Business Services (TTBS) has evolved over the years, in line with the ever-changing internal and external environment.

During the year, we undertook an exercise of refreshing our brand logo and our website with an objective of communicating our strategic shift to newer digital offerings to our customers, reflecting our renewed purpose and to reinvigorate the brand making it more vibrant. The refreshed brand identity personifies TTBS purpose of accelerating the adoption of digital technologies by businesses aspiring to Do Big.

Outlook for future

We continue invest in our brand and marketing assets and have lined up brand interventions in the coming period which will help create positive word-of-mouth, strengthen our brand recall and brand equity.

7. Natural Disasters and Pandemics

TTML is always under the threat of various natural disasters like floods, cyclones and landslides. In order to ensure continuity of operations and services to customers, TTML evaluates various such risks from people, process and technology perspectives and draws up mitigation plans. Weather data is regularly monitored to be prepared for natural calamities and work out business continuity plans.

The recent COVID-19 global pandemic put to test TTML's business continuity plan. Your Company managed to continue providing services to customers and also catered to requests for upgrades and new connections. This was done keeping in mind the health and safety of our employees and customers. Continuity of operations was done with >95% of employees working from home thereby ensuring their health and safety. The market impact pertaining to COVID-19 has been covered under the section relating to market risks. The Company continues to work on various opportunities of cost optimisation which have emerged on account of the pandemic.

8. Cyber Security Risks

The risks and threats of cybersecurity have multiplied manifold in the prevailing environment; due to the change in working habits and the resultant impact on the network and security architecture.

We have taken steps to strengthen end user and mobile devices security and enhanced the proactive monitoring.

However, the residual risks remain due to proliferation in the exploits ranging from the OS kernel/Motherboard cache to zero-day attacks on network devices and malware protection software.

Hence, a continuous improvement to retain the cyber security posture is being adopted.

OPPORTUNITIES AND THREATS

Opportunities

Pandemic and accompanying lockdowns in last two years have accelerated the move of enterprises to the digital ecosystem. They are realising the business value that can be generated through digital transformation and adoption of emerging technologies such as Cloud, Collaboration, Analytics etc.

Enterprises are increasingly migrating their applications/ workloads to cloud, investing in strengthening their connectivity and other digital services as they look to simplify their business operations, enhance workforce productivity, achieve business excellence, and digitally transform themselves. With increased contribution of Work from Anywhere (WFA), explosion of devices and rapidly increasing data usage, OTT and IT companies are experiencing increased requirement for high capacity, high speed networks for their backbone and datacentre connectivity.

All of the above will be driving the demand for Enterprise Data, Cloud & SaaS Solutions.

Within segments we are likely to see an increase in SMB's spending on ICT digital transformation solutions such as migration to cloud, usage of high-speed internet, unified digital collaboration and secure VPN services etc.

BFSI (Banking and Financial Services Industry) and IT/ITeS (including hyper-scalers) verticals will continue to drive investments around scalable applications and customised end-to-end secured solutions such as cloud, data centre and enterprise data services. Apart from the above, Education, Retail (inc. eCommerce) are also emerging as high growth verticals.

Threats

Enterprises are moving towards cloud-based solutions as businesses are going digital and are moving away from on-premise solutions. Traditional voice services would get impacted adversely on account of the shift of focus towards cloud & unified collaboration solutions and disruption from newer digital technologies.

Telcos have also started offering unified, new age web-based work from home solutions like cloud telephony, virtual receptions etc., integrated with their traditional services.

Launch of 5G could be a potential threat for Enterprise Data services segment.

- In international markets where 5G is deployed, there are use cases emerging on 5G namely enhanced broadband with AR/VR, immersive experiences, followed by massive IoT (smart grid, smart cities, smart factories); mission critical applications (remote control of infra, vehicles, medical procedures) and applications like smart grid etc.
- While there have been talks about 5G Fixed Wireless Access ('FWA'), the use cases of it being able to replace fibre are not yet prominent. Globally, the overall impact of 5G FWA on businesses has been limited till date but could evolve over next few years.
- 5G spectrum auction is planned by Govt in FY23. Post which operators will start the implementation. The Company estimates that the risk of 5G on enterprise data services could play out in the medium term.

➤ In the Enterprise Data segment, due to commodification and intense competition the prices are continuously declining across all major enterprise data services.

➤ Disruption in market by an existing operator entering SME segment with predative pricing and bundled offers may put pressure on margins and increase churn.

We have expanded our product portfolio beyond traditional telecom products to offer value added connectivity, Cloud & SaaS products which will help increase stickiness of our customers. The Company is continuously looking at various product and technology options to mitigate the imminent threats and leverage the emerging opportunities.

HUMAN RESOURCES

Building Blocks for Cultural & Digital Transformation

Cultural Transformation Journey

- Purpose, Vision & Values creation and cascade completed.
- Key programs being driven include alignment to core values, recognition, learning and performance management.

HR Digital Transformation Journey

- R&R online program management implemented
- Multiple digitisation projects underway across integrating HR systems, leave & attendance, employee engagement and lifecycle management.

We continued our engagement and wellbeing interventions while employees were working remotely.

The Company had a total of 367 employees on its rolls as on March 31, 2022.

QUALITY AND PROCESSES

Like other companies in the Tata Group, the Company follows the Tata Business Excellence Model ("TBEM") as its quality and process improvement framework. TBEM is a process maturity model that is adapted from the globally acclaimed Malcolm Baldrige Performance Excellence Framework of the National Institute of Standards and Technology, US Department of Commerce.

The TBEM framework is divided into six process and one business results categories. It also has a special category on Safety to ensure stakeholder safety and health. The six process categories include Leadership; Strategy; Customer; Measurements, Information & Knowledge Management; Workforce and Operations. The Business Results section includes Product, Customer, Workforce, Leadership and Financial results. In the model, equal weightage is given to process and business outcomes thereby ensuring a virtuous cycle for overall improvement.

The TBEM reference manual comprises of 100 plus criteria questions which help companies follow a journey of process and data maturity and improve constantly. Process Maturity is evaluated using the Approach-Deployment-Learning-Integration perspectives, while the Business Results are assessed using Levels-Trends-Comparatives-Integration framework. This balanced and holistic approach helps the Company stay on a continuous improvement path and evaluate processes against business outcomes. The TBEM framework has helped Tata companies understand and serve customers better, mitigate risks and create long term multi-stakeholder value. The Company is on a renewed journey to create enhanced value for all stakeholders through this framework.

Using TBEM as a framework, the Company is working towards further enhancing its quality of service and products provided to all stakeholders, through a plethora of initiatives, including:

- **Process Optimization** by using applicable best practices from LEAN and eTOM frameworks. The Company is improving its entire process repository with efficiency and stakeholder value creation as objectives.
- **Best Practice** sharing and adoption from other Tata Group companies through focused sessions conducted by functional experts. Q-Talk- a monthly talk delivered by leaders from other Tata Companies, focuses on topics like Customer Engagement, Innovation, Strategy Deployment, Brand Augmentation, Design Thinking, etc. Additionally, there are focused knowledge sharing sessions conducted by Tata companies on various areas including Key Account Management, Customer Experience, Safety, Ethics, Human Resource etc. This is supported through a governance framework which helps accelerated deployment of these best practices, as appropriate.
- **Culture of Quality** improvement using initiatives like Q-Tips – a weekly mailer on business cases across the world with a message on improvement; Q-Learn – short, modular training programs on modern Quality Management Systems and enhanced participation in Tata Group-level initiatives. We have initiated Know Your Organization (KYO) Series where in the Functional Head will share the knowledge and best practices in that function for common understanding and improvement.
- **Focused Continuous Improvement Projects** across the organization on various areas of customer lifecycle management, service design & delivery, network augmentation, risk management, quality control, etc. to improve quality of service and experience.

The Company is on a renewed journey to create enhanced value for all stakeholders through this multi-pronged approach.

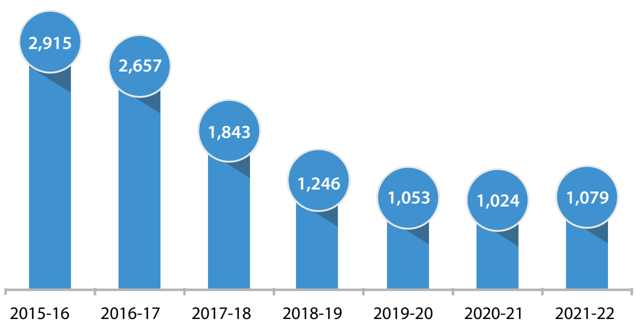
The Company participated in the CII – Customer Obsession Award Assessment, The CII - Assessment is based on the requirements of the CII IQ Excellence Framework for Managing Customer Experience and Scoring guidelines. TTL received Active Customer Engagement Award 2020-21. TTML has analyzed the feedback from the assessment and prioritized actions for deployment.

KEY FINANCIAL INFORMATION & OPERATIONAL PERFORMANCE

Revenue from Telecommunications service

Telecommunication Service revenue for the year ended March 31, 2022 increased to ₹ 1,079 Crores as against ₹ 1,024 Crores in the previous year.

Telecommunication Service Revenue (₹ in Crores)



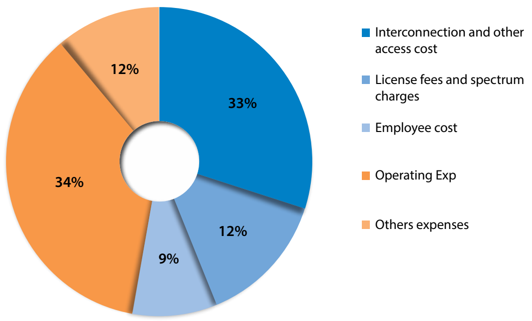
Other Income

Other income during the year stood at ₹ 26 Crores (previous year ₹ 31 Crores) which included income from rendering of services to the tune of ₹ 15 Crores (previous year ₹ 20 Crores).

Operating Expenses

Operating expenses for the year were recorded at ₹ 626 Crores as against ₹ 555 Crores in the previous year. The major components of the total operating expenses are as follows:

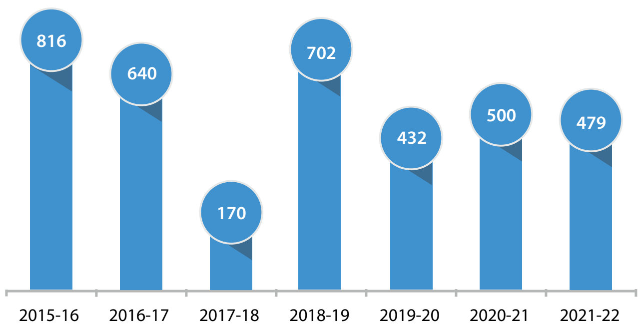
Operating Expenses (%)



Earnings Before Interest, Tax, Depreciation and Amortisation ('EBITDA')

The focus during the last few years for the Company has been on optimizing its operations and increasing the asset utilizations. The Company's EBITDA reported at 43% in current year compared to 47% in previous year.

EBITDA Rs (₹ in Crores)



Net Loss

The Company's loss before exceptional items was ₹ 1,215 Crores as compared to last year level of ₹ 1,217 Crores. There are no exceptional items in the current year and the Company reported a net loss of ₹ 1,215 Crores during the year, as compared to last year level of ₹ 1,997 Crores.

Balance Sheet

The Shareholders' Funds was ₹ 18,832 Crores (Negative) as on March 31, 2022, against ₹ 18,491 Crores (Negative) as on March 31, 2021.

Total borrowing for the Company (including long term borrowing, short term borrowing, current maturities of long-term borrowing, debt components of ICDs and deferred spectrum liability including interest) was ₹ 17,770 (excluding liability component of RPS) Crores as compared to ₹ 17,665 Crores in the previous year.

The Net Block (including tangible as well as intangible assets) as on March 31, 2022 decreased to ₹ 678 Crores as compared to ₹ 679 Crores in the previous year. The Company has assets under development and Capital Work in Progress of ₹ 28 Crores and Right of use Assets of ₹ 102 Crores.

Significant Changes in Key Financial Ratios

The key financial ratios are as under:

Particulars	2021-22	2020-21
Operating Profit Margin (%)	**28%**	31%
Net Profit Margin (%)[1]	**(111%)**	(191%)
Return on Net Worth (%)[2]	**NA**	NA
Debt Service Coverage Ratio (DSCR)[3]	**0.07**	0.07
Interest Service Coverage Ratio (ISCR)[3]	**0.90**	0.95
Debt Equity Ratio	**(1.05)**	(1.05)
Current Ratio	**0.88**	1.09

Operating Profit Margin: Earning from Operation divided by Revenue from Operations (Earning from operations = EBITDA net of Dep and Other Income)

Net Profit Margin: PAT divided by Revenue from operations.

Debt Service Coverage Ratio: EBITDA divided by total debt and interest payable in a year (debt includes principal repayment of loans and interest on term loans and interest on deferred payment liability and license fees)

Interest Service Coverage Ratio: EBITDA Divided by Interest expense (interest expense includes interest on term loans and interest on deferred payment liability and license fees)

Debt Equity Ratio: Total Debts divided by Total Equity. (Total debt includes current borrowings, non-current borrowings and interest accrued but not due)

Current Ratio: Current Assets divided by current liabilities (Current Liabilities net of short-term borrowings)

Note:

1. Provision for LF/SUC ₹ 780 Crores made during 2020-2021.
2. Due to negative Networth, this ratio is not computed.
3. Interest Expenses exclude notional interest and other finance charges.

COMPANY OUTLOOK

The Company is projected to witness growth in the years to come on the basis of:

1. Wide Optical fiber network of ~132,000 kms. (TTSL+TTML).
2. Strong brand presence across customers in this business with deep customer relationships.
3. Wide range of customized solutions meeting current needs of enterprise customers and continuous enhancement of our product offering to cater to emerging needs of our customers.
4. Robust Channel Partner Ecosystem.
5. Uniform, high quality customer experience.

With changing technology and increasing competition and conditions created by COVID-19 epidemic, sustaining the growth without substantial incremental investments may be challenging.

The Company may also explore opportunities to strategically restructure certain residual business lines/assets at an appropriate time.

The expectations and risks stated in this report are in the opinion of the management and may not necessarily fructify.

CORPORATE GOVERNANCE REPORT

Your directors present the Company's Report on Corporate Governance for the year ended March 31, 2022.

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance is a set of practices followed to ensure that the affairs of the Company are managed in a way which would ensure its accountability, transparency and fairness in all its transactions and meet its stakeholders' aspirations and social expectations. Effective corporate governance practices constitute the strong foundation on which successful commercial enterprises are built to last.

The Company believes in highest standards of good and ethical corporate governance practices. Good corporate governance practices stem from the culture and mindset of the organisation. It is also believed that corporate governance is not only about enacting regulations and procedures and complying with those but also maintaining and establishing an environment of trust and confidence among various stakeholders. Corporate governance is a journey for constantly improving sustainable value creation and is an upward moving target.

Strong leadership and effective corporate governance practices have been the Company's hallmark inherited from the Tata culture and ethos. The Company has a strong legacy of fair, transparent and ethical governance practices.

In order to adopt corporate governance practice in its true spirit, the Company has adopted the 'Tata Code of Conduct' for its employees including senior management. In addition, the Company has also adopted a Code of Conduct for its Non-Executive Directors, which includes duties of the Independent Directors as laid down in the Companies Act, 2013 (the 'Act'). These codes are available on the website of the Company. Further, the Company's Corporate Governance philosophy has been strengthened through the 'Tata Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices'.

TATA CODE OF CONDUCT

Tata Code of Conduct is a comprehensive document that serves as the ethical road map for the employees and the Company. It also inter alia governs the conduct of business in consonance with national interest, fair and accurate presentation of financial statements, being an employer providing equal opportunities to its employees, prohibition on acceptance of gifts and donations that can be intended or perceived to obtain business or uncompetitive favours, practicing political non-alignment, safe and healthy environment for its people, maintaining quality of products and services, being a good corporate citizen, ethical conduct and commitment to enhancement of stakeholders' value.

All the Directors and senior management personnel have affirmed compliance with the Code of Conduct for the financial year 2021-2022. The declaration by the Chief Executive Officer and Chief Financial Officer in this respect appears elsewhere in this Report.

The Company is in compliance with the requirements stipulated under Regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as applicable, with regard to corporate governance.

TATA CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING AND CODE OF CORPORATE DISCLOSURE PRACTICES

In compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted a code under the nomenclature of 'Tata Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices' for prevention of insider trading and ensuring timely and adequate disclosures of all Unpublished Price Sensitive Information in a transparent manner.

BOARD OF DIRECTORS

Composition

The composition of the Board of Directors of the Company (the 'Board') is in conformity with Regulation 17 read with Regulation 25(6) of the Listing Regulations and Section 149 of the Act. The Company has adopted the Governance Guidelines on Board Effectiveness (the 'Governance Guidelines'), keeping in view the provisions of the Act and the Listing Regulations. These Governance Guidelines, amongst other things, cover aspects related to composition of the Board/Committees with adequate numbers of Executive Directors, Non-Executive Directors and Independent Directors, effective discharge of duties by individual directors, the Board and its Committees in the best interest of the stakeholders, appointment/retirement of directors and performance evaluation of the individual directors, the Board as a whole and its committees.

The Board of Directors, as on March 31, 2022, comprised of 6 (Six) Non-Executive Directors with 50% of the total number of directors i.e., three directors being Independent Directors (including a Woman Director). The profiles of the Directors are available at https://www.tatatelebusiness.com/board-of-directors-ttml/. The Company was managed by the Operations Committee under the supervision, direction and control of the Board up to May 31, 2021. With effect from June 1, 2021, the Company is managed by Harjit Singh, Chief Executive Officer ('CEO'). The CEO is assisted by a team of highly qualified and experienced professionals. None of the Directors of the Company is a member of more than 10 committees or chairperson of more than 5 committees (Committees include Audit Committee and Stakeholders' Relationship Committee) across all public companies in which they are directors. All the directors have made the necessary disclosures regarding committee positions held by them in other companies. None of the directors of the Company is related to each other.

All the Independent Directors are also in compliance of the limit on independent directorship of listed companies as prescribed in Regulation 25(2) of the Listing Regulations. Independent directors are non-executive directors as defined under Regulation 16(1)(b) of the Listing Regulations read with Section 149(6) of the Act along with rules framed thereunder. In terms of Regulation 25(8) of the Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the Listing Regulations and that they are independent of the management.

All the Directors of the Company, except Independent Directors, are liable to retire by rotation. The Company does not have any nominee director of any financial institutions/banks. Further, the Independent Directors have included their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014.

The Board met at least once in each quarter and the maximum time gap between two Board Meetings did not exceed the limit prescribed in the Act and the Listing Regulations. 9 (Nine) Meetings of the Board of Directors were held during the year under review, viz. April 6, 2021; April 26, 2021; June 1, 2021; August 10, 2021; November 10, 2021; January 10, 2022; February 1, 2022; February 8, 2022 and March 23, 2022. The necessary quorum was present for all the meetings.

The names and categories of the Directors, their attendance at Board Meetings held during the year under review and at the last Annual General Meeting ('AGM'), number of shares of the Company held by them as on March 31, 2022, the names of other listed entities in which the Director is a director and the number of directorships and committee chairmanships/memberships held by them in other public limited companies as on March 31, 2022 are given herein below. Other directorships do not include directorships of private limited companies, foreign companies and companies registered under Section 8 of the Act. For the purpose of determination of limit of the board committees, chairmanship/memberships of only audit committee and stakeholders' relationship committee has been considered as per Regulation 26(1)(b) of the Listing Regulations.

Name of the Director	Category of the Director	Number of Shares held (including held by dependents)	Number of Board Meetings during the year		Attendance at AGM held on June 28, 2021	Number of Directorships in other Public Companies		Number of Committee positions held in other Public Companies		Directorships held in other listed companies (Category of Directorship
			Held	Attended		Chairperson	Member	Chairperson	Member	
Hiroo Mirchandani (DIN: 06992518)	Independent, Non-Executive	Nil	9	9	Yes	-	5	-	4	• Nilkamal Ltd. @ • MedpPlus Health Services Ltd. @ • Crompton Greaves Consumer Electricals Ltd. @
Dr. Narendra Damodar Jadhav (DIN: 02435444)	Independent, Non-Executive	Nil	9	9	Yes	-	5	1	5	• Jain Irrigation Systems Ltd. @ • Dhani Services Ltd. @
Kumar Ramanathan (DIN: 06364297)	Independent, Non-Executive	Nil	9	9	Yes	-	2	-	2	-
Ankur Verma (DIN: 07972892)	Non-Independent, Non-Executive	Nil	9	8	No	-	5	-	4	• Tata Elxsi Ltd. #
Srinath Narasimhan (DIN: 00058133)	Non-Independent, Non-Executive	Nil	9	9	Yes	-	3	-	2	• Tata Communications Ltd. #
Thambiah Elango (DIN: 07973530)	Non-Independent, Non-Executive	Nil	9	9	Yes	-	-	-	-	-

@ Independent Non-Executive Director
 # Non-Independent Non-Executive Director

Due to the exceptional circumstances caused by the COVID-19 pandemic and consequent relaxations granted by MCA and SEBI, except Board meeting held on November 10, 2021, all other Board meetings in FY 2022 were held through Video Conferencing.

All the information required to be placed before the Board under Part A of Schedule II to the Listing Regulations has been duly placed. Dates of the Board/Committee meetings are decided at the beginning of the financial year and are communicated to all the Directors well in advance. Additional meetings of the Board of Directors are held when deemed necessary. The agenda along with the explanatory notes are circulated in advance to the Directors.

The Board periodically reviews the compliance reports of all important laws applicable to the Company.

As required under Regulation 36(3) of the Listing Regulations and Secretarial Standard 2, particulars of Directors proposed for appointment/re-appointment at this AGM are given in the Annexure to the Notice of the AGM.

The following is the list of core skills/expertise/competencies identified by the Board of Directors as required in the context of its business(es) and sector(s) for it to function effectively and those actually available with the Board and the names of directors who have such skills/expertise/competence:

Sr. No.	Core skills/expertise/competencies identified by the Board of Directors as required in the context of its business(es) and sector(s) for it to function effectively and those actually available with the Board	The names of directors who have such skills/ expertise/competence
1	Knowledge: understand the Company's business, policies, and culture (including its mission, vision, values, goals, current strategic plan, governance structure, major risks and threats and potential opportunities) and knowledge of the industry in which the Company operates	Hiroo Mirchandani Dr. Narendra Damodar Jadhav Kumar Ramanathan Ankur Verma Srinath Narasimhan Thambiah Elango
2	Behavioural Skills: attributes and competencies to use their knowledge and skills to interact with key stakeholders	
3	Strategic thinking and decision making	
4	Financial Expertise	Hiroo Mirchandani Dr. Narendra Damodar Jadhav Ankur Verma Srinath Narasimhan
5	Technical/Professional skills and specialised knowledge to assist the ongoing aspects of the business	Srinath Narasimhan Thambiah Elango

COMMITTEES OF THE BOARD

There are 7 (Seven) Board Committees as on March 31, 2022, which comprises 5 (Five) statutory committees and 2 (Two) other committees (viz. (a) Finance Committee inter-alia to consider and approve proposals for availing various loans/credit facilities and other treasury related matters within the powers delegated by the Board; and (b) Allotment Committee) that have been formed, considering the needs of the Company, details of which are as follows:

Name of the Committee	Extract of terms of reference	Category and composition: Name	Category and composition: Category	Other details
Audit Committee	The Committee is constituted in line with the provisions of Regulation 18 of the Listing Regulations and Section 177 of the Act. • Oversight of financial reporting process. • Reviewing with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval. • Evaluation of internal financial controls and risk management systems. • Recommendation for appointment, remuneration and terms of appointment of auditors of the Company. • Approve policies in relation to the implementation of the Insider Trading Code and to supervise implementation of the same. • To consider matters with respect to the Tata Code of Conduct, Anti-Bribery and Anti-Corruption Policy and Gifts Policy. • Review of Internal Audit, Cost Audit, etc.	Hiroo Mirchandani (Chairperson)	Independent Director	• Four meetings (at least one every quarter) of the Audit Committee were held during the year under review and the gap between two meetings did not exceed one hundred and twenty days. • The Audit Committee meetings were also attended by the Chief Executive Officer, Chief Financial Officer and Statutory Auditors. The Cost Auditor is invited to attend the meeting of the Audit Committee at which Cost Audit related matters are discussed. • The Committee invites such of the executives as it considers appropriate, representatives of the statutory auditors to be present at its meetings. • The Company Secretary acts as the Secretary to the Audit Committee. • Kush Bhatnagar, Chief Financial officer is the Compliance Officer to ensure compliance and effective implementation of the Insider Trading Code. • Quarterly Reports are sent to the Members of the Committee on matters relating to the Insider Trading Code. • The previous AGM of the Company was held on June 28, 2021 and was attended by Hiroo Mirchandani, Chairperson of the Audit Committee.
		Dr. Narendra Damodar Jadhav	Independent Director	
		Kumar Ramanathan	Independent Director	
		Ankur Verma	Non-Independent Non-Executive Director	

<table>
<tr>
<td rowspan="3">Nomination and Remuneration Committee</td>
<td rowspan="3">• The Committee is constituted in line with the provisions of Regulation 19 of Listing Regulations and Section 178 of the Act.
• Recommend to the Board the setup and composition of the Board and its Committees.
• Recommend to the Board the appointment/re-appointment of Directors and Key Managerial Personnel.
• Support the Board and Independent Directors in evaluation of the performance of the Board, its Committees and individual Directors.
• Recommend to the Board the Remuneration Policy for Directors, executive team or Key Managerial Personnel as well as the rest of employees of the Company.
• Oversee familiarisation programmes for Directors.
• Perform other activities related to the charter as requested by the Board from time to time.</td>
<td>Dr. Narendra Damodar Jadhav (Chairman)</td>
<td>Independent Director</td>
<td rowspan="3">• Three Nomination and Remuneration Committee meetings were held during the year under review.
• The Company does not have any Employee Stock Option Scheme.
• Details of Performance Evaluation Criteria and Remuneration Policy are provided herein below.
• The previous AGM of the Company was held on June 28, 2021 and was attended by Dr. Narendra Damodar Jadhav, Chairman of the Nomination and Remuneration Committee.
• None of the Directors of the Company is in receipt of any commission from the Company.</td>
</tr>
<tr>
<td>Hiroo Mirchandani</td>
<td>Independent Director</td>
</tr>
<tr>
<td>Srinath Narasimhan</td>
<td>Non-Independent Non-Executive Director</td>
</tr>
<tr>
<td rowspan="3">Stakeholders' Relationship Committee</td>
<td rowspan="3">The Committee is constituted in line with the provisions of Regulation 20 of Listing Regulations and Section 178 of the Act. The broad terms of reference are as under:
• Consider and resolve the grievances of security holders.
• Consider and approve issue of share certificates, transfer and transmission of securities, etc.
• Review of measures with regard to exercise of effective voting rights by the Shareholders.
• Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/statutory notices by the shareholders of the Company.</td>
<td>Dr. Narendra Damodar Jadhav (Chairman)</td>
<td>Independent Director</td>
<td rowspan="3">• One meeting of the Stakeholders' Relationship Committee was held during the year under review.
• The previous AGM of the Company was held on June 28, 2021 and was attended by Dr. Narendra Damodar Jadhav, Chairman of the Stakeholders' Relationship Committee.
• The Terms of Reference shall be reviewed and reassessed by the SRC, periodically and appropriate recommendations shall be made to the Board to update the same based on the changes that may be brought about due to any regulatory framework or otherwise.
• Details of investor complaints received and redressed during FY 2022 are as follows:
<table>
<tr><th>Opening balance</th><th>Received during the year</th><th>Resolved during the year</th><th>Closing balance</th></tr>
<tr><td>0</td><td>5</td><td>5</td><td>0</td></tr>
</table>
The status of complaints is reported to the Board on a quarterly basis.
• Name, designation and address of Compliance Officer:
Vrushali Dhamnaskar
Company Secretary
Tata Teleservices (Maharashtra) Limited
D-26, TTC Industrial Area, MIDC Sanpada, P.O. Turbhe, Navi Mumbai – 400 703, Maharashtra.
Tel.: 91 22 6661 5111</td>
</tr>
<tr>
<td>Ankur Verma</td>
<td>Non-Independent Non-Executive Director</td>
</tr>
<tr>
<td>Srinath Narasimhan</td>
<td>Non-Independent Non-Executive Director</td>
</tr>
</table>

Corporate Social Responsibility ('CSR') Committee (Note 1)	The Committee is constituted in line with the provisions of Section 135 of the Act. • Formulate and recommend to the Board, a CSR Policy and to recommend required modifications. • Recommend the amount of expenditure to be incurred on the activities mentioned in the CSR Policy. • Perform such other functions as may be necessary under any statutory or other regulatory requirements as delegated by the Board from time to time.	Dr. Narendra Damodar Jadhav	Independent Director	• One meeting of the CSR Committee was held during the year under review. • As per the amendment in Section 135 of the Act, the Company is no more required to have separate CSR Committee.
		Ankur Verma	Non-Independent Non-Executive Director	
		Srinath Narasimhan	Non-Independent Non-Executive Director	
Risk Management Committee ('RMC')	The Committee is constituted in line with the provisions of Regulation 21 of the Listing Regulations. • Helping to set the tone and develop a culture of risk management into the organisation's goals and compensation structure. • Review and approve the Risk Management Framework once in three years. • Evaluate significant risk exposures of the Company and assess management's actions to mitigate the exposures in a timely manner. • To ensure that the Company has adequate cyber security measures in place to protect itself from cyber threats and also monitor such security measures from time to time.	Srinath Narasimhan (Chairman)	Non-Independent Non-Executive Director	• Two meetings of the RMC were held during the year under review.
		Dr. Narendra Damodar Jadhav	Independent Director	
		Kumar Ramanathan	Independent Director	

The terms of reference of these committees are available on the website i.e., https://www.tatatelebusiness.com/ttml-annualreport/

Note 1: CSR Committee was dissolved with effect from December 13, 2021 in view of the amendment to the Act.

NUMBER OF COMMITTEE MEETINGS HELD AND ATTENDANCE RECORDS

Name of the Committee ⇨	Audit Committee	Nomination and Remuneration Committee	Stakeholders' Relationship Committee	Corporate Social Responsibility Committee (dissolved with effect from December 13, 2021)	Risk Management Committee
Number of meetings held ⇨	4	3	1	1	2
Date of meetings ⇨	April 26, 2021; August 10, 2021; November 10, 2021; February 8, 2022	June 1, 2021; December 6, 2021; March 23, 2022	March 16, 2022	June 1, 2021	March 16, 2022; March 23, 2022
		Number of Meetings Attended			
Name of the Member					
Dr. Narendra Damodar Jadhav	4	3	1	1	2
Hiroo Mirchandani	4	3	-	-	-
Kumar Ramanathan	4	-	-	-	2
Ankur Verma#	3	1	1	1	-
Srinath Narasimhan	-	3	1	1	2
Thambiah Elango	-	-	-	-	-
Whether quorum was present for all the meetings	The necessary quorum was present for all the above committee meetings.				

Due to the exceptional circumstances caused by the COVID-19 pandemic, except Audit Committee meeting held on November 10, 2021, all other Committee meetings in FY 2022 were held through Video Conferencing.

Ankur Verma ceased to be member of Nomination and Remuneration Committee meeting w.e.f. January 1, 2022

PERFORMANCE EVALUATION CRITERIA FOR INDEPENDENT DIRECTORS

The Governance Guidelines adopted by the Company, inter alia, lay down the evaluation criteria and procedure for performance evaluation of Independent Directors. Criteria for evaluation of Independent Directors include aspects such as attendance and contribution at the Board/Committee Meetings and guidance/support to management outside Board/Committee Meetings.

The performance evaluation criteria for independent directors is determined by the NRC. An indicative list of factors on which evaluation was carried out includes participation and contribution by a director, commitment, effective deployment of knowledge and expertise, integrity and maintenance of confidentiality and independence of behaviour and judgment.

REMUNERATION POLICY

The Company has adopted the Remuneration Policy for its Directors, Key Managerial Personnel and other employees of the Company, which has been annexed to the Directors' Report forming part of this Annual Report.

REMUNERATION PAID TO THE DIRECTORS

Apart from receiving sitting fees for attending meetings, none of the Non-Executive Directors have any material pecuniary relationship or transaction with the Company.

SITTING FEE

During the year, the Company paid ₹ 1,00,000/- per meeting to Non-Executive Directors for attending meetings of the Board or any Committee thereof. The Non-Executive Directors who are in the employment of any Tata Companies, were paid sitting fees of ₹ 20,000/- per meeting for attending meetings of the Board or any Committee thereof.

The Company also reimburses out-of-pocket expenses incurred by the Directors for attending the meetings and for business of the Company. The Company also arranges for air tickets, stay arrangements and local transport for travel of directors for attending any Board or Committee meetings or in connection with the business of the Company.

The Company does not have any Employee Stock Option Scheme. Further, none of the Directors of the Company is in receipt of any commission from the Company.

The details of sitting fees paid by the Company during the year under review are as follows:

Name of the Director	Sitting Fees (₹)
Hiroo Mirchandani	17,00,000/-
Dr. Narendra Damodar Jadhav	21,00,000/-
Kumar Ramanathan	16,00,000/-
Ankur Verma	3,00,000/-
Srinath Narasimhan	3,40,000/-
Thambiah Elango	9,00,000/-

INDEPENDENT DIRECTORS' MEETING

During the year under review, the Independent Directors met on June 1, 2021, inter alia, to assess the quality, content and timelines of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform its duties. The Independent Directors, inter-alia, also reviewed the performance of Non-Independent Directors, Board as a whole and Chairman of the Company, taking into account the views of non-executive directors. All the Independent Directors were present at the meeting.

GENERAL BODY MEETINGS

Details of General Meetings

The Company's first statutory meeting was held on April 24, 1995. Till date, the Company has held 26 AGMs and 15 Extraordinary General Meetings of the shareholders.

The details of date, time and venue of the AGMs held during the last three years are as under:

Financial Year	Date	Time	Venue
2019 – 24th AGM	September 20, 2019	1100 Hours	'Rangaswar', 4th Floor, Yashwantrao Chavan Pratishthan Mumbai, Gen. Jagannath Rao Bhosle Marg, Nariman Point, Mumbai – 400 021
2020 - 25th AGM	September 16, 2020		Meetings were conducted through VC/OAVM pursuant to the MCA Circulars
2021 - 26th AGM	June 28, 2021		

No extraordinary general meeting of the Members was held during the year under review.

Details of Special Resolutions passed in the above referred AGMs are as under:

Particulars of the AGM	Section under which Special Resolution was passed	Purpose
24th AGM held on September 20, 2019	Sections 149 of the Act read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV to the Act and Listing Regulations	Re-appointment of Hiroo Mirchandani as an Independent Director for a further term of five years with effect from March 9, 2020 up to March 8, 2025.
	Sections 42, 55, 62(1)(c) of the Act	To issue up to 150,00,00,000 (One Hundred Fifty Crores) RPS-5 of ₹ 100/- (Rupees One Hundred Only) each for cash at par aggregating up to an amount of ₹ 15000,00,00,000 (Rupees Fifteen Thousand Crores Only) on preferential basis to Tata Teleservices Limited and/or Tata Sons Private Limited and/or Panatone Finvest Limited in one or more tranches.
	Sections 42, 71 of the Act	To issue NCDs for an amount not exceeding ₹ 20000,00,00,000 (Rupees Twenty Thousand Crores Only), at par and in one or more tranches, to the Promoters/Promoter Group companies, other bodies corporate, banks, financial institutions, other qualifying investors and/or others.
25th AGM held on September 16, 2020	Sections 42, 55, 62(1)(c) of the Act	To issue up to 25,00,00,000 (Twenty Five Crores) Non-cumulative Redeemable Preference Shares – Series 6 ('RPS-6') of ₹ 100/- (Rupees One Hundred Only) each for cash at par aggregating up to an amount of ₹ 2500,00,00,000 (Rupees Two Thousand Five Hundred Crores Only) on preferential basis to Tata Teleservices Limited and/or Tata Sons Private Limited and/or Panatone Finvest Limited in one or more tranches.
	Sections 42, 71 of the Act	To issue NCDs for an amount not exceeding ₹ 2500,00,00,000 (Rupees Two Thousand Five Hundred Crores Only), at par and in one or more tranches.
26th AGM held on June 28, 2021	None.	

POSTAL BALLOT

No resolution was passed through postal ballot during the year ended March 31, 2022. None of the businesses proposed to be transacted at the ensuing AGM requires passing of a special resolution through postal ballot.

MEANS OF COMMUNICATION

- The quarterly, half yearly and annual financial results of the Company are published in Business Line (English) and Navshakti (regional language). The Financial results, official press releases and presentations, if any, are also displayed on the website of the Company viz. https://www.tatatelebusiness.com/financial-results/.
- The financials and other information filed by the Company from time to time with the Stock Exchanges ('SEs') are available on the website of the Company and website of the SEs i.e., BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE').

BSE has introduced online filling of information through BSE Corporate Compliance and Listing Centre and NSE has introduced NSE Electronic Application Processing System ('NEAPS'). Various reports/information as required under the Listing Regulations are filed through these systems.

MANAGEMENT DISCUSSION AND ANALYSIS

A detailed report on the Management Discussion and Analysis forms part of this Annual Report.

GENERAL SHAREHOLDER INFORMATION

Twenty Seventh Annual General Meeting

Date	June 28, 2022
Day	Tuesday
Time	1100 Hours
Venue	Meeting is being conducted through VC/OAVM pursuant to the MCA Circular dated May 5, 2020 read with circulars dated April 8, 2020; April 13, 2020; January 13, 2021; June 23, 2021; December 8, 2021; December 14, 2021 and May 5, 2022 and as such there is no requirement to have a venue for the AGM.

FINANCIAL YEAR

The Company follows the April to March Financial Year.

DATE OF BOOK CLOSURE

Not applicable.

LISTING ON THE STOCK EXCHANGES

The Company's equity shares are listed on the following SEs and the listing fees as applicable have been paid to both the SEs within the stipulated time.

Name and address of the Stock Exchanges	Stock/Scrip Code	ISIN Number
BSE Limited (BSE) P. J. Towers, Dalal Street, Mumbai – 400 001	532371	INE517B01013
National Stock Exchange of India Limited (NSE) Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051	TTML	

The Company's Commercial Papers are listed on NSE.

Corporate Identity Number (CIN) of the Company: L64200MH1995PLC086354

MARKET PRICE DATA

The High and Low of the Company's equity shares during each month in the last Financial Year were as follows:

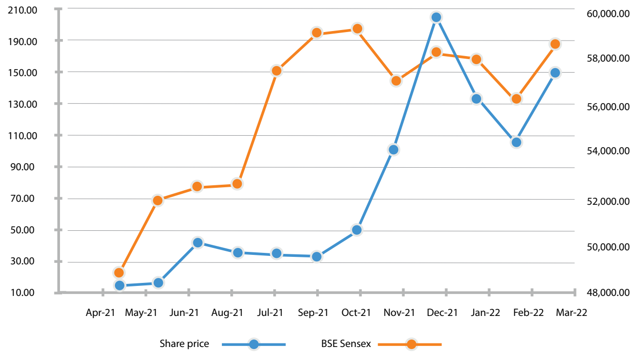
Month	BSE		NSE	
	High	Low	High	Low
April 2021	14.55	10.55	14.50	10.45
May 2021	15.75	12.15	15.60	12.30
June 2021	45.40	16.50	44.60	16.35
July 2021	55.10	32.85	54.10	32.75
August 2021	46.00	33.10	45.95	33.05
September 2021	37.90	33.30	38.20	33.30
October 2021	58.25	35.00	58.40	35.30
November 2021	111.90	54.00	112.55	53.70
December 2021	206.95	117.45	206.35	118.15
January 2022	291.05	149.60	290.15	149.20
February 2022	181.30	105.90	180.80	106.40
March 2022	171.90	89.15	175.00	90.50

Source: BSE and NSE websites

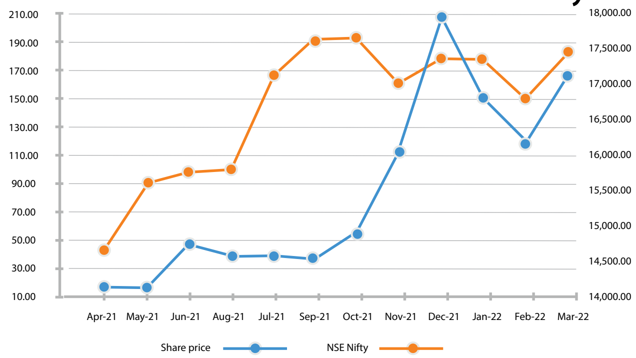
PERFORMANCE OF THE COMPANY’S EQUITY SHARE PRICE IN COMPARISON TO BSE AND NSE INDICES

The performance of the Company’s equity share price (closing price) in comparison to BSE Sensex and NSE Nifty during the year under review are as under:

Movement of Share Price vs. BSE Sensex



Movement of Share Price vs. NSE Nifty



REGISTRAR AND SHARE TRANSFER AGENTS

The Company has appointed TSR Consultants Private Limited (‘TSR’) (formerly known as TSR Darashaw Consultants Private Limited) as its Registrar & Share Transfer Agents. Shareholders are advised to approach TSR on the following address for any shares and demat related queries and issues:

TSR CONSULTANTS PRIVATE LIMITED

(Subsidiary of Link Intime India Privet Limited)
C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg,
Vikhroli (West), Mumbai - 400 083.
Tel.: +91 22 6656 8484
Fax: +91 22 6656 8494
E-mail: csg-unit@tcplindia.co.in
Website: https://www.tcplindia.co.in

Places for acceptance of documents

Documents will be accepted at the above address between 10.00 a.m. and 3.30 p.m. (Monday to Friday except bank holidays).

For the convenience of the shareholders, documents will also be accepted at the following branches of TSR:

Branches of TSR:

Mumbai – Collection Centre
TSR Consultants Private Limited
Building 17/19, Office No. 415, Rex Chambers, Ballard Estate, Walchand Hirachand Marg, Fort, Mumbai - 400 001

Ahmedabad
C/o Link India Intime Private Limited
Amarnath Business Centre-1 (ABC-1), Beside Gala Business Centre, Nr. St. Xavier’s College Corner, Off. C.G. Road, Ellisbridge, Ahmedabad – 380 006

New Delhi
C/o Link Intime India Private Limited
Noble Heights, 1st Floor, Plot No NH-2, C-1 Block, LSC, Near Savitri Market, Janakpuri, New Delhi – 110 058

Jamshedpur
Bungalow No. 1, ‘E’ Road,
Northern Town Bistupur,
Jamshedpur – 831 001

Kolkata
C/o Link Intime India Private Limited
Vaishno Chamber, Flat No. 502 & 503, 5th Floor, 6, Brabourne Road, Kolkata – 700 001

Bengaluru
C/o. Mr. D. Nagendra Rao
‘Vaghdevi’ 543/A, 7th Main, 3rd Cross, Hanumanthnagar, Bengaluru – 560 019

SHARE TRANSFER SYSTEM

In accordance with amendments to Regulation 40 of the Listing Regulations, physical transfer of shares is not permitted with effect from April 1, 2019. Therefore, request for transferring physical shares in Form SH-4 will not be accepted by the Company and/or its Registrar and Share Transfer Agent, TSR. However, transmission and transposition of shares in physical form are permitted.

Pursuant to Regulation 40(9) of the Listing Regulations, the Company obtains certificate from a Practicing Company Secretary on yearly basis to the effect that all the transfers are completed within 15 days from the date of lodgement of the transfer. A copy of the certificate so received is submitted to both the stock exchanges, where the equity shares of the Company are listed.

As regards transfers of dematerialised shares i.e., shares in electronic form, the same are effected through the demat accounts of the transferor/s and transferee/s maintained with the recognised Depository Participants with no involvement of the Company.

KYC & Bank Details

SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 has mandated all the Listed Companies to have on their records the PAN, Nomination, KYC details for all holders and Bank Account details of the first holder. This is applicable for all security holders in physical mode.

The salient features and requirements of the circular are as follows:

A. Non–Updation of KYC:

1. Folios wherein any ONE of the cited details/documents (i.e., PAN, Bank Details, Nomination) are not available with the Company on or after April 1, 2023 shall be frozen as per the aforesaid SEBI circular.

   Notes: The security holders in the frozen folios shall NOT BE ELIGIBLE:

   - To lodge any grievance or avail of any service from us, unless they have furnished the complete documents/details as required.
   - To receive any payment including dividend, interest or redemption amount (which would be only through electronic mode) unless they comply with the above stated requirements.

2. (a) The formats for Nomination and Updation of KYC details viz., Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14 and SEBI circular are available on the website of R&T Agents at https://www.tcplindia.co.in ⇨ Investor Services ⇨ Downloads ⇨ Forms ⇨ Formats for KYC.

   (b) For registering the new bank details, mandatory submission of Original cancelled cheque leaf bearing the name of the first holder or alternatively, to submit a copy of the bank passbook/statement of account, attested by the bank branch is required.

B. Mandatory Linkage of PAN with Aadhar:

It is also mandatory to link PAN with Aadhar number, as per the Central Board of Direct Taxes (CBDT) by March 31, 2022. Security holders who are yet to link the PAN with Aadhar number are requested to get the same done before March 31, 2022. Post March 31, 2022 or any other date as may be specified by the CBDT, we will accept for registration only valid PANs which have been linked to their corresponding Aadhar number. The securities held in folios which have no PAN registered against the same/or have invalid PAN registered on our records, as on the notified cut-off date of March, 31, 2022 or any other date as may be specified by the CBDT, shall also be frozen.

Note: Security holders from Sikkim can provide self-attested copy of Aadhar Card/Voter's Card/Driving License/Passport or any other identity proof as issued by the Govt.

In view of the above, shareholders are requested to submit the Investor Service Request Form ISR-1, along with the required supporting documents as stated in Form ISR-1 at the earliest.

Shareholders may use any ONE of the following modes for submission:

1. In Person Verification (IPV): by producing the originals to the authorised person of the RTA, who will retain copy(ies) of the document(s).
2. In hard copy: by furnishing self-attested photocopy(ies) of the relevant document, with date.
3. With e-sign:
   a. In case your E-mail is already registered with us, you may send the scanned copies of your KYC documents with e-sign at our dedicated E-mail Id: kyc@tcplindia.co.in. Kindly mention the E-mail subject line as 'KYC Updation - (Company Name) – Folio No.: ________________'
   b. Investors can also upload KYC documents with e-sign on our website https://www.tcplindia.co.in Investor Services _ KYC Compliance. E-Sign is an integrated service which facilitates issuing a Digital Signature Certificate and performing signing of requested data by e-sign user.

Shareholders may approach any of the empanelled e-sign Service providers available on https://cca.gov.in/ for the purpose of obtaining e-sign.

DISTRIBUTION OF EQUITY SHAREHOLDING

The broad shareholding distribution of the Company as on March 31, 2022 with respect to categories of investors was as follows:

Category of Investors	Percentage of Shareholding	
	As on March 31, 2022	As on March 31, 2021
Promoters	**67.88**	67.88
Other entities in Promoter Group	**6.48**	6.48
Banks, Financial Institutions, States and Central Government/Mutual Funds	**0.00**	0.00
Insurance Companies	**0.00**	0.00
Foreign Portfolio Investors	**1.59**	0.01
NRIs/OCBs/Foreign Banks/Foreign Corporate Bodies)	**0.72**	0.65
Corporate Bodies/Trusts/NBFCs/LLP	**0.68**	1.00
Individuals/HUF	**22.65**	23.98
TOTAL	**100.00**	100.00

The broad shareholding distribution of the Company as on March 31, 2022 with respect to size of holdings was as follows:

Range (No. of Shares)	% of Paid-up Capital	Total No. of Shareholders	% of Total No. of Shareholders
1 to 500	3.46	6,83,771	84.12
501 to 1,000	2.27	61,798	7.60
1,001 to 2,000	2.59	36,644	4.51
2,001 to 3,000	1.43	11,204	1.38
3,001 to 4,000	0.87	4,777	0.59
4,001 to 5,000	0.84	3,532	0.43
5,001 to 10,000	2.21	6,010	0.74
10,001 and above	86.33	5,153	0.63
Total	**100.00**	**8,12,889**	**100.00**

The quarterly shareholding patterns filed with the SEs are also available on the website of the Company and on the website of the SEs where equity shares of the Company are listed i.e., BSE and NSE.

DEMATERIALISATION OF SHARES AND LIQUIDITY

The equity shares of the Company are under compulsory dematerialised form. As of March 31, 2022, 99.86% of the total equity shares issued by the Company have been dematerialised. The equity shares of the Company are available for dematerialisation with both the depositories in India i.e., National Securities Depository Limited and Central Depository Services (India) Limited.

OUTSTANDING EMPLOYEE STOCK OPTIONS, GLOBAL DEPOSITORY RECEIPTS (‘GDRS’), AMERICAN DEPOSITORY RECEIPTS (‘ADRS’) ETC.

The Company does not have any Employee Stock Option Scheme. Further, Company has not issued any GDRs/ADRs/Warrants till date.

COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES

The Company has a comprehensive foreign exchange risk management policy for managing foreign currency and interest rate exposure. The Company identifies risks and exposures to be hedged from time to time and hedges these exposures at an appropriate cost. During the year under review, the Company has managed foreign exchange risk and hedged in compliance with its extant foreign exchange risk management policy. The open foreign exchange exposures are reviewed at a regular interval. Note 2.4 to the financial statements describes the accounting policy relating to the foreign currency transactions and translations. The details of the derivative financial instruments are enclosed in the Note 2.18 of the financial statements.

UTILISATION OF FUNDS

The Company has not made any issue/allotment of equity shares during the year under review.

WHERE WE OFFER SERVICES

The Company provides its range of communications products and services to about 7.14 Lakhs subscribers in the States of Maharashtra & Goa through its telephone exchanges located at Turbhe (Navi Mumbai), Nariman Point (Mumbai), Andheri (Mumbai), Pune, Nasik, Panaji, Nagpur, Aurangabad and Kolhapur.

ADDRESS FOR CORRESPONDENCE

Shareholders holding shares in physical mode are requested to direct all equity shares related correspondence/queries to TSR and only the non-shares related correspondence and complaints regarding TSR should be addressed to the Compliance Officer at the registered office of the Company at D-26, TTC Industrial Area, MIDC Sanpada, P.O. Turbhe, Navi Mumbai – 400 703, Maharashtra. Shareholders holding shares in electronic mode (dematerialised) should address all shares related correspondence to their respective Depository Participants only.

RISK MANAGEMENT

The Company has devised a formal Risk Management framework for risk assessment, prioritisation and minimisation. Further, the Company assesses the risk management framework periodically. The scope of the Audit Committee includes review of the Company's financial and risk management framework.

OTHER DISCLOSURES

Particulars	Statutes	Details
Related Party Transactions	Regulation 23 of Listing Regulations and as defined under the Act	All transactions entered into with Related Parties as defined under the Act and Regulation 23 of the Listing Regulations during the year under review were in the ordinary course of business and on arm's length basis and do not attract the provisions of Section 188 of the Act. All Related Party Transactions ('RPTs') were approved by the Audit Committee. The Company has entered into RPTs which were material as per the Regulation 23 of the Listing Regulations and as per the Policy for RPTs approved by the Board. The Company has obtained approval of Members for such Material RPTs. There were no materially significant RPTs during the year under review which in the opinion of the Board may have potential conflict with the interest of the Company at large. Suitable disclosure as required by the Indian Accounting Standards (Ind AS) – 24 has been made in the notes to the Financial Statements. Apart from paying sitting fees, there was no pecuniary transaction undertaken by the Company with the Independent/Non-Executive Directors during the year under review. A Policy for Related Party Transactions, as approved by the Board, is available on the Company's website under the following web link: https://www.tatatelebusiness.com/policies/
Whistle Blower Policy	Regulation 22 of Listing Regulations	The Company has this Policy which ensures protection and confidentiality to whistle blowers. The Company has established the necessary vigil mechanism for directors and employees to report concerns about unethical behaviour. No person has been denied access to the Chairperson of the Audit Committee. The said policy has been uploaded on the website of the Company at https://www.tatatelebusiness.com/policies/
Dividend Distribution Policy	Regulation 43A of the Listing Regulations	As required, the Company has adopted a Dividend Distribution Policy which is available on the Company's website at https://www.tatatelebusiness.com/policies/
Disclosures as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2018	Section 134 of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014	During the year under review, there were no complaints filed, disposed of or pending.
Compliance with non-discretionary requirements of Listing Regulations	Schedule II Part E of the Listing Regulations	The Company has complied with the non-discretionary requirements, relating to Corporate Governance as stipulated in the Listing Regulations.
Discretionary requirements	Schedule II Part E of the Listing Regulations	• The Auditors Report on Financial Statement for the year is unmodified. • The Internal Auditors of the Company present their quarterly reports to the Audit Committee.
Details of Compliance with respect to submission of Annual Audited Financial Results	Schedule V (C) 10(b) to the Listing Regulations	• The Company has always complied with the requirement with respect to submission of Annual Audited Financial Results. • Your Company, being a listed Company pursuant to Regulation 33 of the Listing Regulations, was required to submit the Financial Results to the Stock Exchanges for the quarter and half year ended September 30, 2019 on or before November 14, 2019 (i.e., forty five days from the end of the quarter). Since the said financial results were under the finalisation, the same could not be submitted within the prescribed time. As per the SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2018/77 dated May 3, 2018, a penalty of ₹ 5000/- per day for non-compliance shall be imposed by the Stock Exchanges. Accordingly, the Company had paid ₹ 5,900/- without holding of any tax to BSE and NSE each, as penalty for delayed submission of financial results. • Apart from above, no other penalties or strictures have been imposed on the Company by Stock Exchange or SEBI or any statutory authority on any matter related to capital markets during the last three years i.e., since April 1, 2019.
Familiarisation Programme	Regulations 25(7) and 46 of Listing Regulations	The details of familiarisation programme for independent directors is available on the Company's website at https://www.tatatelebusiness.com/familiarisation-programme/

CREDIT RATING

The list of all credit ratings obtained by the Company along with any revisions thereto during the year under review, for all debt instruments are given hereunder:

Rating Agency	Bank Facilities		Commercial Papers
	Long Term Rating	Short Term Rating	
CRISIL	AA- (Stable)	A1+	A1+
CARE	AA- (Stable)	A1+	A1+

STATUTORY AUDITORS

Price Waterhouse Chartered Accountants LLP, having Firm Registration No. 012754N/N500016 have been appointed as the Statutory Auditors of the Company. During the year under review, the Company has paid ₹ 78,11,250/- for all the services, on a consolidated basis.

CERTIFICATION WITH RESPECT TO FINANCIAL STATEMENTS

The certificate as required pursuant to Regulation 17(8) of the Listing Regulations is periodically furnished by the Chief Executive Officer and the Chief Financial Officer to the Board of Directors of the Company with respect to accuracy of financial statements and adequacy of internal controls.

A certificate has been received from M/s. Krishna Rathi & Associates, Practicing Company Secretaries, certifying that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as director of the companies by SEBI, Ministry of Corporate Affairs or any such statutory authorities, is annexed as a part of this Report.

AUDITORS' CERTIFICATE

The certificate dated June 1, 2022 issued by Price Waterhouse Chartered Accountants LLP, Statutory Auditors, on compliance with the Corporate Governance requirements by the Company is annexed to this Report.

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

This is to confirm that the Company has adopted a Code of Conduct for its employees. In addition, the Company has adopted a Code of Conduct for its Non-Executive Directors. Both these codes are available on the Company's website.

We confirm that the Company has, in respect of the Financial Year ended March 31, 2022, received from the Senior Management Team of the Company and the Members of the Board, a declaration of compliance with the Code of Conduct as applicable to them.

For the purpose of this declaration, Senior Management Team means the Key Managerial Personnel, employees in the Vice president cadre and above.

Kush Bhatnagar
Chief Financial Officer

Navi Mumbai
June 1, 2022

Harjit Singh
Chief Executive Officer

Navi Mumbai
June 1, 2022

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members of

TATA Teleservices (Maharashtra) Limited

Reg. Office: D-26, TTC Industrial Area, MIDC Sanpada,

Turbhe, Navi Mumbai, Thane – 400 703

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **TATA Teleservices (Maharashtra) Limited** having CIN: L64200MH1995PLC086354 and having registered office at D-26, TTC Industrial Area, MIDC Sanpada, P.O. Turbhe, Navi Mumbai – 400 703 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on 31st March, 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of the Directors	DIN	Date of Appointment in the Company
1.	Mr. Srinath Narasimhan	00058133	April 1, 2020
2.	Dr. Narendra Damodar Jadhav	02435444	April 1, 2019
3.	Mr. Ramanathan Kumar	06364297	September 24, 2019
4.	Ms. Hiroo Mirchandani	06992518	March 9, 2015
5.	Mr. Ankur Verma	07972892	September 29, 2018
6.	Mr. Thambiah Elango	07973530	April 1, 2019

Ensuring the eligibility of the appointment/continuity of every director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Krishna Rathi & Associates
Company Secretaries

Krishna Rathi
Proprietor
FCS No.: 9359
COP No.: 10079
UDIN: F009359D000445300

Place: Mumbai
Date: June 1, 2022

AUDITORS' CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To the Members of **Tata Teleservices (Maharashtra) Limited**

We have examined the compliance of conditions of Corporate Governance by **Tata Teleservices (Maharashtra) Limited,** for the year ended March 31, 2022 as stipulated in Regulations [17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 27 and clauses (b) to (i) and (t) of sub-regulation (2) of regulation 46 and para C , D and E of Schedule V] of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (collectively referred to as "SEBI Listing Regulations, 2015").

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance, issued by the Institute of Chartered Accountants of India and was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations, 2015.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016

Nitin Khatri
Partner
Membership no.: 110282
UDIN: 22110282AKBDOA1723

Place: Mumbai
Date: June 1, 2022

BUSINESS RESPONSIBILITY REPORT

[Regulation 34(2)(f) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

1	**Corporate Identity Number (CIN) of the Company**	L64200MH1995PLC086354
2	**Name of the Company**	Tata Teleservices (Maharashtra) Limited
3	**Registered Office Address**	D-26, TTC Industrial Area, MIDC Sanpada P. O., Turbhe, Navi Mumbai - 400 703
4	**Website**	www.tatatelebusiness.com
5	**E-mail id**	investor.relations@tatatel.co.in
6	**Financial Year reported**	April – March
7	**Sector(s) that the Company is engaged in (industrial activity code-wise)**	Wired telecommunications activities 611
8	**List three key products/services that the Company manufactures/provides (as in balance sheet)**	Providing telecommunication services including broadband and internet services.
	Total number of locations where business activity is undertaken by the Company	
	(a) Number of International Locations (Provide details of major 5)	Not Applicable
	(b) Number of National Locations	Mumbai and Rest of Maharashtra (including Goa)
10	**Markets served by the Company – Local/ State/National/International**	States i.e., Maharashtra and Goa

SECTION B: FINANCIAL DETAILS OF THE COMPANY

1	**Paid up Capital (INR)**	₹ 1954,92,77,270
2	**Total Turnover (INR)**	₹ 1093,80,34,848.87
3	**Total profit after taxes (INR)**	₹ (12,15,00,10,370.86)
4	**Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)**	The Company did not make profits in the past 3 financial years; hence it does not have any budgeted CSR expenditure. However, in keeping with the Tata Group's philosophy of giving back to the society, employees participated in various volunteering initiatives.
5	**List of activities in which expenditure in 4 above has been incurred:**	As mentioned above, volunteering initiatives were undertaken and managed by the employees.

SECTION C: OTHER DETAILS

1	**Does the Company have any Subsidiary Company/Companies?**	No
2	**Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s)**	Not Applicable
3	**Do any other entity/entities (e.g., suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]**	The Company has not made it mandatory for its suppliers/distributors to participate in its BR initiatives.

SECTION D: BR INFORMATION

1 Details of Director/Directors responsible for BR

(a) Details of the Director/Director responsible for implementation of the BR policy/policies: The review of business responsibility reporting was dealt by the Board of Directors of the Company with effect from December 13, 2021.

(b) Details of the BR Head

No.	Particulars	Details
1	DIN Number (if applicable)	Not applicable
2	Name	Ms. Richa Tripathi
3	Designation	Chief Human Resources Officer
4	Telephone Number	+91-120-669 6000
5	E-mail Id	Richa.Tripathi@tatatel.co.in

2 Principle-wise (as per NVGs) BR Policy/policies

The 9 principles outlined in the National Voluntary Guidelines are as follows:

P1	Businesses should conduct and govern themselves with Ethics, Transparency and Accountability
P2	Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle
P3	Businesses should promote the wellbeing of all employees
P4	Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised
P5	Businesses should respect and promote human rights
P6	Business should respect, protect, and make efforts to restore the environment
P7	Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner
P8	Businesses should support inclusive growth and equitable development
P9	Businesses should engage with and provide value to their customers and consumers in a responsible manner

a. Details of compliance (Reply in Y/N)

No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	**Do you have a policy/policy for............**	Y*	Y*	Y*	Y*	Y*	Y*	Y*	Y*	Y*
2	**Has the policy been formulated in consultation with the relevant stakeholders?**	Yes. The Company has adopted the Tata Code of Conduct ('TCoC') policy developed by Tata Group. The development of TCoC was done based on the comprehensive deliberations and research on the globally followed best practices.								
3	**Does the policy conform to any national/international standards? If yes, specify?**	Y	Y	Y	Y	Y	Y	Y	Y	Y
4	**Has the policy been approved by the Board? Is yes, has it been signed by MD/owner/CEO/appropriate Board Director?**	Yes. The policy has been approved by the Board and signed by the appropriate Director.								
5	**Does the Company have a specified Committee of the Board/Director/Official to oversee the implementation of the policy?**	Y	Y	Y	Y	Y	Y	Y	Y	Y
6	**Indicate the link for the policy to be viewed online?**	https://www.tatatelebusiness.com/pdf/Tata-Code-of-Conduct-2015.pdf								
7	**Has the policy been formally communicated to all relevant internal and external stakeholders?**	The policy has been formally communicated to internal stakeholders. The communication of TCoC is extended to suppliers, vendors, dealers and channel partners. The policy is available on the Company website.								
8	**Does the Company have in-house structure to implement the policy/policies?**	The Company has established in-house structures to implement the policy.								
9	**Does the Company have a grievance redressal mechanism related to the policy/policies to address stakeholders' grievances related to the policy/policies?**	Yes. The Company has Ethics/whistle-blower compliance structure in place which is led by the Chief Ethics Counsellor. This ensures effective deployment of TCoC as well as a redressal mechanism for any ethical issues. A dedicated 24/7 helpline is also in place for anyone to register a complaint.								
10	**Has the Company carried out independent audit/evaluation of the working of this policy by an internal or external agency?**	Yes. Adherence to Tata Code of Conduct and deployment in letter and spirit are discussed within the leadership team at regular intervals and reported to the Board, as appropriate.								

* Tata Code of Conduct

b. **If answer to the question at serial number 1 against any principle, is 'No', please explain why: (Tick up to 2 options)**

No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	The Company has not understood the Principles	Not applicable								
2	The Company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles									
3	The Company does not have financial or manpower resources available for the task									
4	It is planned to be done within next 6 months									
5	It is planned to be done within the next 1 year									
6	Any other reason (please specify)									

3 **Governance related to BR**

a. **Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year.**
Yes. The BR Performance of the Company would be reviewed biannually.

b. **Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?**
Yes. The Company publishes BR Report every year as part of Annual Report. The weblink is https://www.tatatelebusiness.com/ttml-annualreport/

SECTION E: PRINCIPLE-WISE PERFORMANCE

Principle 1

1. **Does the policy relating to ethics, bribery and corruption cover only the Company? Yes/No. Does it extend to the Group/Joint Ventures/ Suppliers/ Contractors/ NGOs/ Others?** No. The Tata Code of Conduct (TCoC) governs the process of engagement with all stakeholders with respect to all business dealings.

2. **How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.** The Company received 07 concerns from various stakeholders were received via various channels. 100% of these concerns are satisfactorily resolved as on March 31, 2022.

Principle 2

1. **List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.**

   The Company is in the business of telecommunication and provides Connectivity, Collaboration and Cloud & SaaS solutions, amongst other value-added telecom services, to its customers. These services have been designed to help customers to reduce their carbon footprint by minimizing travel without compromising on business needs. This has led to a positive impact on the environment.

2. **For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional):**

   1. **Reduction during sourcing/production/distribution achieved since the previous year throughout the value chain?**

   2. **Reduction during usage by consumers (energy, water) has been achieved since the previous year?**

During the year, emphasis was placed on optimum utilization of assets leading to rollback of sites in some areas and network being aligned to serve the Customers.

The following steps were taken towards conservation of energy:

a. Electricity and Diesel Generators are used for the powering of the Company's telephone exchanges and other network infrastructure equipment. The Company regularly reviews power consumption patterns across its network and has implemented various innovative projects including green initiatives, POP locations space and power optimization which resulted into cost savings and reduction of carbon footprint.

b. The initiative on energy conservation results are:

Description	FY 2021-2022	FY 2020-2021
Reduction in Energy Consumption in Million Units	**0.03**	0.21
Carbon footprint reduction tCO2	**3,114**	2,668

3. Does the Company have procedures in place for sustainable sourcing (including transportation)? If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.

In line with the Tata Group philosophy, the Company follows a sourcing approach which considers environmental, social, and ethical factors. The Company has a stated Environment Policy and Health & Safety Policy and continually works with its vendors and suppliers to reduce the environmental impacts of sourcing. TTML's procurement policy has clauses on the sustainable sourcing, Green initiatives across the supplier life cycle process. TTML's procurement is restricted to network equipment (mostly electronic) and other standard office supplies. The sustainable sourcing for the Company starts from the supplier selection process wherein all suppliers are mandatorily required to abide by the Tata

Code of Conduct, thereby committing to ethical ways of doing business in letter and spirit. This also ensures that they supply us products which promote sustainability. Once procured, the distribution and delivery process also factor in optimal route planning for reduction in carbon footprint.

The other major input for our business is electricity. The Company sources electricity from power generating companies which promote and use renewable resources for power generation. This way also the Company contributes to environment by way of reduction in carbon footprint.

4. Has the Company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work? If yes, what steps have been taken to improve their capacity and capability of local and small vendors?

Keeping in mind the primary parameters of quality and reliability, the Company procures various materials from local sources, where local is defined as the State where the Company is offering its telecom services. The Company also takes initiatives in enhancing the capabilities of local and small vendors. The Company also encourages its suppliers/dealers to adopt such practices to promote local and small vendors.

5. Does the Company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.

The major concern for any telecom Company with regard to waste management is the volume of e-waste generated. At TTML, there is a clear directive of taking the material through various stages of screening before declaring any material as scrap. This screening process focusses on exploring reusability and recyclability of the material and looking for possible ways to prevent such scrap generation in future. Once a material is declared scrap, a designated team approves the final disposal. It is ensured that such scrap is channelized to authorized collection centers or registered dismantler(s) or recycler(s) or is returned to the pickup or take back services provided by the original equipment manufacturers. Around 5% material has been declared scrap during financial year 2021-2022.

Principle 3

1. Please indicate the Total number of employees:

Description	FY 2021-2022	FY 2020-2021
On-roll employees	**367**	323

2. Please indicate the Total number of employees hired on temporary/contractual/casual basis:

Description	FY 2021-2022	FY 2020-2021
Temporary/Contractual employees	**561**	383

3. Please indicate the Number of permanent women employees:

Description	FY 2021-2022	FY 2020-2021
On-roll women employees	**46**	49

4. Please indicate the Number of permanent employees with disabilities:

Description	FY 2021-2022	FY 2020-2021
Employees with disabilities	**Nil**	Nil

5. Do you have an employee association that is recognised by management: No.

6. What percentage of your permanent employees is members of this recognised employee association? Not applicable.

7. Please indicate the number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.

No	Category	No.of complaints filed during the financial year	No. of complaints pending as on end of the financial year
1	Child labour/forced labour involuntary labour	No complaints were received during the financial year 2021-2022	
2	Sexual harassment		
3	Discriminatory employment		

8. What percentage of the under mentioned employees were given safety and skill up-gradation training in the last year?

Sr. No.	Particulars	Total	Imparted Training	% age
1	Permanent Employees	367	352	96
2	Permanent Women Employees	46	46	100
3	Casual/Temporary/ Contractual Employees	561	213	38
4	Employees with Disabilities	Nil	Nil	Nil

Principle 4

1. Has the Company mapped its internal and external stakeholders? Yes/No

Yes. The Company has defined its internal and external stakeholders. Its internal stakeholders are largely its employees (permanent and contractual) and external stakeholders are largely its Customer, Shareholders & Lenders, Government & Regulatory Authorities, Industry Associations, Network Operators, Contractors/Suppliers and Media & Academic Institutions.

2. Out of the above, has the Company identified the disadvantaged, vulnerable and marginalised stakeholders.

Yes. The Company has a CSR policy in place which guides it in identifying and helping the disadvantaged, vulnerable and marginalised stakeholders. Further, the Company is providing telecommunication services in the State of Maharashtra (including Goa) and has achieved deep rural penetration.

3. **Are there any special initiatives taken by the Company to engage with the disadvantaged, vulnerable and marginalised stakeholders? If so, provide details thereof, in about 50 words or so.**

   The Company, as part of the Tata Group's various CSR programs, encourages its employees to participate in various CSR initiatives to help disadvantaged, vulnerable and marginalized stakeholders. The Company has undertaken 28 CSR volunteering projects with duration of 2 to 6 months, delivered virtually under Tata ProEngage initiative. These projects are delivered through NGOs who work for the disadvantaged and marginalized community.

Principle 5

1. **Does the policy of the Company on human rights cover only the Company or extend to the Group/Joint Ventures/Suppliers/Contractors/NGOs/Others?**

   Yes. The TCoC is communicated to all stakeholders.

2. **How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?**

Description	FY 2021-2022	FY 2020-2021
Stakeholder Complaints received	5	2
Stakeholder Complaints resolved	5	2

Principle 6

1. **Does the policy related to Principle 6 cover only the Company or extends to the Group/Joint Ventures/ Suppliers/Contractors/NGOs/others?**

   Sustainability is built into the Company's business processes through the Sustainability Policy. All Suppliers, Contractors and NGOs working with the Company, subject to it being limited to the Company's contracts and arrangements, are encouraged to abide by it.

2. **Does the Company have strategies/initiatives to address global environmental issues such as climate change, global warming, etc.? Y/N. If yes, please give hyperlink for webpage etc.**

   At TTML, we recognize our social and economic responsibility to act and reduce our carbon footprint and to engage constructively on climate change issues. Various organizational efforts are focused on enhancing our energy efficiency, emission reduction and finding more carbon-neutral solutions for network operations including data centres. The approach on Energy and Climate Change management is governed by the Company's Environment Policy, Sustainability Policy, TCoC and various other Tata Group-level Climate Change policies.

   This includes a commitment to continual improvement and prevention of pollution, as well as a commitment to comply with applicable legal and other environmental legislation. At a Group level, Tata Sustainability Group provides a common framework and governance mechanism for all Tata companies to implement climate change policies.

3. **Does the Company identify and assess potential environmental risks? Y/N**

   Yes. The Company has the defined Enterprise Risk Management Framework and risk arising due to environmental factors are considered in the risk register. The environmental risks and consequential issues arising out of it are part of the risk assessment and mitigation process. The Company has always been sensitive to the environmental impact of Telecom Network operations and has proactively adopted various sustainable practices whenever possible.

4. **Does the Company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?**

   Not applicable.

5. **Has the Company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for web page etc.**

   Apart from installation of energy efficient hardware, the Company through Infrastructure providers has adopted low carbon technologies including green sites and outdoor sites. Also refer to "Conservation of Energy" as appeared under "Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo" section of the Directors' Report appears in this Annual Report for financial year 2021-2022 for details on the Company's energy efficiency

6. **Are the Emissions/Waste generated by the Company within the permissible limits given by CPCB/SPCB for the financial year being reported?**

   Yes. The Company is compliant with regular audits and all processes are aligned with respect to the safe disposal of solid and hazardous wastes and all emissions are within the limits prescribed by the CPCB and SPCB.

7. **Number of show cause/legal notices received from CPCB/SPCB which are pending (i.e., not resolved to satisfaction) as on end of Financial Year.**

   No show cause/legal notices received from CPSB/SPSB during financial year 2021-2022. The Company has received 2 legal notices and these are closed.

   The Company had received one show cause notice from Maharashtra Pollution Control Board [MPCB] in November 2018, in connection with refusal for 'Consent to Establish' [Consent] under 'The Water (Prevention and Control of Pollution) Act,1974', which was appropriately replied by the Company. However, MPCB rejected the Company's application for grant of Consent, against which an appeal was filed by the Company with the Appellate Authority, Environment Department, Govt. of Maharashtra. TTML, under legal advice, has on October 20, 2020, moved a Miscellaneous Application before the Appellate Authority, in order to place on record its compliance of STP parameters and has sought directions from the Appellate Authority to refer the matter back to MPCB to reconsider MPCB's refusal to issue the 'Consent to Establish' vide its letter dated April 25, 2018.

   TTML awaits response from the Appellate Authority.

Principle 7

1. **Is your Company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with:**

   The Company participates in stakeholder consultations with the Department of Telecommunications, Government of India, Telecom Regulatory Authority of India, Cellular Operators Association of India and interactions between industry associations like FICCI, ISPAI and relevant Ministries (Department of Telecommunications, Department of Information Technology, Ministry of Home Affairs) to support long term policy formulation in the Telecom sector as well as to deal with the critical operational/business issues.

2. **Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No; if yes, specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)**

   Yes. The Company jointly with Tata Teleservices Limited ("TTSL") participated in consultations on governance and administration, sustainable business principles, inclusive development policies (with a focus on skill building and literacy), economic reforms and tax and other legislations. It also uses the TCoC as a guide for its actions in influencing public and regulatory policy.

   In order to bring transparency in its decision-making process, the Telecom Regulatory Authority of India has evolved a consultative process. For important issues pertaining to Telecom sector, Consultation Papers are issued by it requesting response from stakeholders. Post response from all stakeholders, an Open House discussion is organised. The Company and TTSL jointly participate in all such consultation processes which are relevant to its line of business and puts forth its views in a fair and transparent manner. The Company also gives its inputs to the Government/Regulator as and when the same is called for.

   The Company performs the function of policy advocacy in a transparent and responsible manner and takes into account the corporate as well larger national interest.

Principle 8

1. **Does the Company have specified programmes/ initiatives/projects in pursuit of the policy related to Principle 8? If yes details thereof.**

   Yes. The Company has specified programmes/initiatives/ projects in pursuit of Principle 8. The Company, as part of the Tata Group's umbrella programs, along with TTSL, collaborates with NGOs to implement projects in the areas of healthcare, education, employability & sustainable livelihoods. Please refer to "Report on Corporate Social Responsibility Activities" which is Annexure II to the Directors' Report of the Company, during financial year 2021-2022, for detailed community engagement strategy and key initiatives.

2. **Are the programmes/projects undertaken through in-house team/own foundation/external NGO/government structures/any other organisation?**

   The Company did not make profits in the past three financial years; hence it does not have any budgeted CSR expenditure. However, in keeping with the Tata Group's philosophy of giving back to the society, all the initiatives are managed with internal resources of the Company jointly with TTSL through an Employee Volunteering Program, wherein we utilize the skills of our employees to support different projects/initiatives. Please refer to "Report on Corporate Social Responsibility Activities" which is Annexure II to the Directors' Report of the Company, during financial year 2021-2022, for detailed community engagement strategy and key initiatives.

3. **Have you done any impact assessment of your initiative?**

   Yes.

4. **What is your Company's direct contribution to community development projects- Amount in INR and the details of the projects undertaken?**

   The Company did not make profits in the past three financial years; hence it does not have any budgeted CSR expenditure. However, in keeping with the Tata Group's philosophy of giving back to the society, all the initiatives are managed with internal resources of the Company jointly with TTSL through an Employee Volunteering Program, wherein we utilise the skills of our employees to support different projects/initiatives.

5. **Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.**

   Yes. Initiatives conducted under CSR are tracked to determine the outcomes achieved and the benefits to the community.

Principle 9

1. **What percentage of customer complaints/consumer cases are pending as on the end of financial year?**

   The Company is engaged in the business of providing telecommunication services.

Description	FY 2021-2022	FY 2020-2021
% Customer complaints resolved	**99.95**	99.93
% Customer complaints open	**0.05**	0.07
No. of consumer complaints filed against the Company	**0**	1
No. of Consumer complaints pending for disposal	**10**	10

2. **Does the Company display product information on the product label, over and above what is mandated as per local laws? Yes/No/N.A./Remarks (additional information)**

   The Company being in the business of providing telecommunication services, the same is not applicable.

3. **Is there any case filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year? If so, provide details thereof, in about 50 words or so.**

   The Company has received 1 complaint alleging deficiency of service and unfair trade practice. The Company has filed its written statement before the NCDRC on August 17, 2021. Prima facie, the Complainant being a commercial establishment and the services availed for commercial purpose, the provisions of the Consumer Protection Act would not be applicable for the Complainant and on this ground alone the case is liable to be dismissed. The hearing was earlier scheduled on June 9, 2021 but was not taken up and the next hearing date was fixed on August 20, 2021. While the hearing date was fixed in August 2021, the NCDRC did not take up the matter and is expected to fix the date anytime.

4. **Did your Company carry out any consumer survey/ consumer satisfaction trends?**

   Yes. The Company carries out customer satisfaction surveys at regular intervals.

Independent Auditor's Report

To the Members of Tata Teleservices (Maharashtra) Limited

Report on the Audit of the financial statements

Opinion

1. We have audited the accompanying financial statements of Tata Teleservices (Maharashtra) Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2022, and the Statement of Profit and Loss (including Other Comprehensive loss), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, and total comprehensive loss (comprising of loss and other comprehensive loss), changes in equity and its cash flows for the year then ended.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the "Auditor's Responsibilities for the Audit of the Financial Statements" section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter	How our audit addressed the key audit matter
1. Accuracy of revenue recorded for telecommunication services given the complexity of the related IT systems (Refer notes 2.3 and 26 to the financial statements) The Company's revenue from telecommunication services is recorded through a complex automated information technology (IT) structure where the data is processed through multiple systems, which requires periodic reconciliation controls to ensure completeness and accuracy. There is an inherent risk around the accuracy of revenue recorded given the complexity of billing, rating and other relevant support systems and the impact of changing pricing models to revenue recognition (tariff structures, discounts etc). Accordingly, we have determined this as a key audit matter.	Our audit procedures included controls testing and substantive procedures covering, in particular: • Understanding and evaluating the relevant IT systems and design of key controls including procedures on testing of IT general controls by involving auditor's IT specialists. • Testing operating effectiveness of key controls over: a) Capturing and recording of revenue transactions; b) Authorization of rate changes and the input of this information to the billing systems; c) Accuracy of calculation of amounts billed to customers. • Testing the end-to-end reconciliation from rating and billing systems to the general ledger. The testing included validating material journal entries processed between the rating and billing system and the general ledger; • Performing tests on the accuracy of customer bill generation on a sample basis and testing of a sample of credit notes issued; Based on the procedures performed above, we did not note any significant exceptions in the accuracy of telecommunication services revenue recognized during the year.

2. Assessment of contingent liabilities and provisions for litigations (Refer note 2.15, 24 , 33, 44 on Companies accounting policies with regard to provision and contingent liabilities.) The Company has a significant number of litigations related to Regulatory, Direct tax and Indirect tax matters which are under dispute with various authorities as more fully described in Note 34 to the financial statements. The Company exercises significant judgment to determine the possible outcome of these disputes and the necessity of recognising a provision against the same. The management's assessment is supported by advice obtained from external legal/ tax consultants. We considered this as a Key Audit Matter as the eventual outcome of litigations is uncertain and the positions taken by the Management are based on the application of significant judgement and involves estimation. Any unexpected adverse outcomes could significantly impact the Company's financial performance and financial position.	Our audit procedures included the following: • Testing design and operating effectiveness of key controls surrounding litigation, regulatory and tax procedures and assessment of probable outflow; • Enquired with the relevant company personnel including the Company's tax and regulatory department heads to understand significant matters under litigation; • Obtaining and testing evidences to support the management's assessment and rationale for provisions made or disclosures of contingent liabilities including correspondence with external legal /tax consultants; • Evaluating independence, objectivity and competence of the management's external tax/legal consultants; • Reading external legal opinions obtained by management, where available; • Reviewing the minutes of Board of Directors' meetings in respect of discussions relating to litigations/legal matters; • Considering external information sources such as media reports to identify potential legal actions, wherever applicable; • Obtaining confirmations, where appropriate, of relevant external legal consultants of the Company and enquiring with them on certain material litigations, as required; • Testing that the adjustments arising on account of reassessment in estimates during the year are either due to changes that occurred in the circumstances on which estimate was based or as a result of more information or more experience gained during the current year. • Assessing management's conclusions through understanding legal precedents in similar cases; • For direct and indirect tax litigations, involving auditors' tax experts to understand the current status of tax litigations and evaluating changes in the disputes by reading external advice received by the Company; • Assessing the appropriateness of the disclosures made in financial statements. Based on the above procedures performed, we have not identified any significant exceptions relating to disclosure of contingent liabilities and accounting for provisions for litigations.
3. Assessment of Going Concern as a basis of accounting (Refer note 1.3 to the financial statements) The Company has significant accumulated losses and has incurred losses during the current and earlier years. The Company's net worth is fully eroded and the current liabilities exceed its current assets as at March 31, 2022. These conditions raise a doubt regarding the Company's ability to continue as a going concern. However, the financial statements have been prepared on a going concern basis in view of the financial support from the ultimate holding company and the management's plan to generate cash flows through operations which would enable the Company to meet its financial obligations as and when they fall due.	Our audit procedures included the following: • Obtaining management's assessment of the appropriateness of Going Concern basis of accounting. • Reading the minutes of Board of Directors' meetings for future business plans and their assessment on the Company's ability to meet its financial obligations in the foreseeable future. • Obtained cash flow forecast prepared by the Company for 12 months from the balance sheet date, and evaluated appropriateness of the assumptions underlying the same. • Assessed the actions taken by the management against the plans submitted during the previous year's going concern assessment.

We considered this to be a key audit matter because management's assessment is largely dependent on the support letter obtained from its ultimate holding Company.

- Verifying the support letter obtained by the Company from its ultimate holding company indicating that it will take necessary actions to organize for any shortfall in liquidity in Company that may arise to meet its financial obligations and timely repayment of debt during the period of 12 months from the balance sheet date.
- Evaluation of the financial ability of the ultimate holding company to support the Company by reading its latest audited financial statements.
- Verifying that the ultimate holding Company has supported the Company in the past when the need arose.
- Assessing the appropriateness of the disclosures made in financial statements.

Based on the above procedures, the management assessment of going concern basis of accounting is appropriate.

Other Information

5. The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Directors' Report, Corporate Governance Report included in Annual Report, but does not include the financial statements and our auditor's report thereon.

   Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

   In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

   We have nothing to report in this regard.

Responsibilities of management and those charged with governance for the financial statements

6. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

7. In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the financial statements

8. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

9. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our

opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

10. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

11. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

12. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

13. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the **"Annexure B"** a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

14. As required by Section 143(3) of the Act, we report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

(c) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.

(d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act.

(e) On the basis of the written representations received from the directors as on April 1, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164(2) of the Act.

(f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in **"Annexure A".**

(g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 33 and 34 to the financial statements;

ii. The Company has made provision as at March 31, 2022, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts - Refer Note 45. The Company did not have any derivative contracts as at March 31, 2022.

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2022.

iv. (a) The management has represented that, to the best of its knowledge and belief, as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries (Refer Note 50(v) to the financial statements);

(b) The management has represented that, to the best of its knowledge and belief, as disclosed in the notes to the accounts, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries (Refer Note 50(v) to the financial statements); and

(c) Based on such audit procedures that we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.

v. The Company has not declared or paid any dividend during the year.

15. The Company has not paid/ provided for managerial remuneration during the year ended March 31, 2022.

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016

Nitin Khatri
Partner
Membership Number: 110282
UDIN: 22110282AHUFHX9245

Place: Mumbai
Date: April 26, 2022

Annexure A to Independent Auditor's Report

Referred to in paragraph 14(f) of the Independent Auditor's Report of even date to the members of Tata Teleservices (Maharashtra) Limited on the financial statements for the year ended March 31, 2022

Report on the Internal Financial Controls with reference to Financial Statements under clause (i) of sub-section 3 of Section 143 of the Act

1. We have audited the internal financial controls with reference to financial statements of Tata Teleservices (Maharashtra) Limited ("the Company") as of March 31, 2022 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

2. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ("the Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing deemed to be prescribed under Section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to financial statements.

Meaning of Internal Financial Controls with reference to financial statements

6. A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to financial statements

7. Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by ICAI.

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016

Nitin Khatri
Partner
Membership Number: 110282
UDIN: 22110282AHUFHX9245

Place: Mumbai
Date: April 26, 2022

Annexure B to Independent Auditor's Report

Referred to in paragraph 13 of the Independent Auditor's Report of even date to the members of Tata Teleservices (Maharashtra) Limited on the financial statements as of and for the year ended March 31, 2022

i. (a) (A) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of Property, Plant and Equipment.

(B) The Company is maintaining proper records showing full particulars of Intangible Assets.

(b) The Property, Plant and Equipment are physically verified by the Management according to a phased programme designed to cover all the items over a period of 3 years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the Property, Plant and Equipment has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.

(c) The title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), as disclosed in Note 3 on Property, Plant and Equipment to the financial statements, are held in the name of the Company.

(d) The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year. Consequently, the question of our commenting on whether the revaluation is based on the valuation by a Registered Valuer, or specifying the amount of change, if the change is 10% or more in the aggregate of the net carrying value of each class of Property, Plant and Equipment (including Right of Use assets) or intangible assets does not arise.

(e) Based on the information and explanations furnished to us, no proceedings have been initiated on (or) are pending against the Company for holding benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) (formerly the Benami Transactions (Prohibition) Act, 1988 (45 of 1988)) and Rules made thereunder, and therefore the question of our commenting on whether the Company has appropriately disclosed the details in its financial statements does not arise.

ii. (a) The Company is in the business of rendering services and, consequently, does not hold any inventory. Therefore, the provisions of clause 3(ii)(a) of the Order are not applicable to the Company.

(b) During the year, the Company has not been sanctioned working capital limits in excess of ₹ 5 Crores, in aggregate from banks and financial institutions on the basis of security of current assets and accordingly, the question of our commenting on whether the quarterly returns or statements are in agreement with the unaudited books of account of the Company does not arise.

iii. The Company has not made any investments, granted secured/ unsecured loans/advances in nature of loans, or stood guarantee, or provided security to any parties. Therefore, the reporting under clause 3(iii), (iii)(a), (iii)(b),(iii)(c), (iii)(d), (iii)(e) and (iii)(f) of the Order are not applicable to the Company.

iv. The Company has not granted any loans or made any investments or provided any guarantees or security to the parties covered under Sections 185 and 186. Therefore, the reporting under clause 3(iv) of the Order are not applicable to the Company.

v. The Company has not accepted any deposits or amounts which are deemed to be deposits within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.

vi. Pursuant to the rules made by the Central Government of India, the Company is required to maintain cost records as specified under Section 148(1) of the Act in respect of its products. We have broadly reviewed the same and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.

Annexure B to Independent Auditor's Report

Referred to in paragraph 13 of the Independent Auditor's Report of even date to the members of Tata Teleservices (Maharashtra) Limited on the financial statements as of and for the year ended March 31, 2022

vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing the undisputed statutory dues, including goods and services tax, provident fund, employees' state insurance, income tax, service tax, duty of customs, cess, and other material statutory dues, as applicable, with the appropriate authorities. Also, refer note 34 (g) to the financial statements regarding management's assessment on certain matters relating to provident fund.

(b) According to the information and explanations given to us and the records of the Company examined by us, there are no statutory dues of provident fund, employees' state insurance, and cess which have not been deposited on account of any dispute. The particulars of other statutory dues referred to in sub-clause (a) as at March 31, 2022 which have not been deposited on account of a dispute, are as follows:

Name of the statute	Nature of dues	Amount (₹ In Crores)*	Period to which the amount relates	Forum where the dispute is pending
Finance Act, 1994 (Service Tax)	Service Tax	0.18	FY 2008-09 to FY 2011-12	Adjudicating Authority
		95.16	FY 2010-11	The Superintendent, CGST & Central Excise, Belapur
		1.39	FY 2008-09	Commissioner (Appeals), Raigad
		105.93	FY 2006-07 to FY 2017-18	Customs Excise and Service Tax Appellate Tribunal (CESTAT) Mumbai
		55.95	FY 2007-08 to FY2013-14	High Court of Bombay/ Customs Excise and Service Tax Appellate Tribunal (CESTAT) Mumbai
		60.40	FY 2003-04 to FY 2007-08	High Court of Bombay
		6.28	FY 2004-05 to FY2009-10	Supreme Court/ High Court of Bombay
Good and Service Tax Act, 2017	Goods and Service Tax	15.82	FY 2017 - 18	First Appellate Authority/ High Court of Bombay
The Maharashtra Municipal Corporations Act, 1949	Local Body Tax	3.88	FY 2013-14 to 2015-16	High Court of Bombay
Income Tax Act, 1961	Income Tax	34.41	FY 2008-09 to FY 2011-12	High Court of Bombay
The Maharashtra Municipal Property Tax Board Act, 2011	Property Tax	9.34	FY 2003-04 to FY 2021-22	High Court
The Maharashtra Municipal Property Tax Board Act, 2011	Property Tax	88.48	FY 2015-16 to FY 2021-22	Municipal Corporation
Customs Act, 1962	Import Duty	0.01	FY 2014-15 to FY 2017-18	Directorate of Revenue Intelligence

* Of the Above cases, total amount deposited in respect of Service Tax is ₹ 12.49 Crores and Local Body Tax of ₹ 1.27 Crores

Annexure B to Independent Auditor's Report

Referred to in paragraph 13 of the Independent Auditor's Report of even date to the members of Tata Teleservices (Maharashtra) Limited on the financial statements as of and for the year ended March 31, 2022

viii. According to the information and explanations given to us and the records of the Company examined by us, there are no transactions in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

ix. (a) According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest to any lender during the year.

(b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared Wilful Defaulter by any bank or financial institution or government or any government authority.

(c) In our opinion, and according to the information and explanations given to us, the term loans have been applied for the purposes for which they were obtained.

(d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.

(e) According to the information and explanations given to us and procedures performed by us, we report that the Company did not have any subsidiaries, joint ventures or associate companies during the year.

(f) According to the information and explanations given to us and procedures performed by us, we report that the Company did not have any subsidiaries, joint ventures or associate companies during the year.

x. (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the reporting under clause 3(x)(a) of the Order is not applicable to the Company.

(b) The Company has not made any preferential allotment or private placement of shares or fully or partially or optionally convertible debentures during the year. Accordingly, the reporting under clause 3(x)(b) of the Order is not applicable to the Company.

xi. (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.

(b) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, a report under Section 143(12) of the Act, in Form ADT-4, as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Accordingly, the reporting under clause 3(xi)(b) of the Order is not applicable to the Company.

(c) During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, the Company has received whistle-blower complaints during the year, which have been considered by us for any bearing on our audit and reporting.

xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the reporting under clause 3(xii) of the Order is not applicable to the Company.

xiii. The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Indian Accounting Standard 24 "Related Party Disclosures" specified under Section 133 of the Act.

xiv. (a) In our opinion and according to the information and explanation given to us, the Company has an internal audit system commensurate with the size and nature of its business.

(b) The reports of the Internal Auditor for the period under audit have been considered by us.

xv. The Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, the reporting on compliance with the provisions of Section 192 of the Act under clause 3(xv) of the Order is not applicable to the Company.

xvi. (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the reporting under clause 3(xvi)(a) of the Order is not applicable to the Company.

(b) The Company has not conducted non-banking financial/housing finance activities during the year. Accordingly, the reporting under clause 3(xvi)(b) of the Order is not applicable to the Company.

Annexure B to Independent Auditor's Report

Referred to in paragraph 13 of the Independent Auditor's Report of even date to the members of Tata Teleservices (Maharashtra) Limited on the financial statements as of and for the year ended March 31, 2022

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, the reporting under clause 3(xvi)(c) of the Order is not applicable to the Company.

(d) Based on the information and explanations provided by the management of the Company, the Group has Six CICs as part of the Group. We have not, however, separately evaluated whether the information provided by the management is accurate and complete.

xvii. The Company has incurred cash losses of ₹ 50.48 Crores in the financial year and of ₹ 801.85 Crores in the immediately preceding financial year.

xviii. There has been no resignation of the statutory auditors during the year and accordingly the reporting under clause (xviii) is not applicable.

xix. According to the information and explanations given to us and on the basis of the financial ratios (Also refer Note 1.3 and 51 to the financial statements), ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors, support letter from ultimate holding company and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date will get discharged by the Company as and when they fall due.

xx. The provisions relating to Corporate Social Responsibility under Section 135 of the Act are not applicable to the Company. Accordingly, reporting under clause 3(xx) of the Order is not applicable to the Company.

xxi. The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of Standalone Financial Statements. Accordingly, no comment in respect of the said clause has been included in this report.

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016

Nitin Khatri
Partner
Membership Number: 110282
UDIN: 22110282AHUFHX9245

Place: Mumbai
Date: April 26, 2022

BALANCE SHEET

as at March 31, 2022

(₹ in Crores)

	Note No.	As at March 31,2022	As at March 31, 2021
ASSETS			
Non-current assets			
Property, plant and equipment	3	675.25	676.30
Right-of-use assets	4	101.52	151.21
Capital work-in-progress	5	28.16	29.30
Intangible assets	6	2.33	2.61
Other financial assets	7	5.72	13.19
Non-current tax assets (net)		28.26	-
Other non-current assets	8	145.02	148.70
Total non-current assets		986.26	1,021.31
Current assets			
Financial assets			
Investments	9	100.50	70.23
Trade receivables	10	52.40	78.22
Cash and cash equivalents	11	16.70	43.01
Bank balances other than (note 11) above	12	0.32	0.28
Other financial assets	13	75.69	63.15
Current tax assets (net)	14	-	40.40
Other current assets	15	132.66	192.70
Total current assets		378.27	487.99
Total assets		1,364.53	1,509.30
EQUITY AND LIABILITIES			
Equity			
Share capital	16	1,954.93	1,954.93
Other equity	17	(20,787.41)	(20,445.81)
Total equity		(18,832.48)	(18,490.88)
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	18	10,710.81	9,868.86
Lease liabilities	39	46.48	102.23
Provisions	19	0.46	2.75
Other non-current liabilities	20	15.86	17.00
Total non-current liabilities		10,773.61	9,990.84
Current liabilities			
Financial liabilities			
Borrowings	21	8,993.03	9,560.36
Lease liabilities	39	43.51	34.60
Trade and other payables	22 & 36		
- Total outstanding dues of micro enterprises and small enterprises		6.61	3.54
- Total outstanding dues other than micro enterprises and small enterprises		217.60	255.16
Other financial liabilities	23	31.32	24.10
Provisions	24	56.69	55.74
Other current liabilities	25	74.64	75.84
Total current liabilities		9,423.40	10,009.34
Total liabilities		20,197.01	20,000.18
Total equity and liabilities		1,364.53	1,509.30

The accompanying notes form an integral part of these financial statements

In terms of our report attached

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number - 012754N/N500016

Nitin Khatri
Partner
Membership Number: 110282
Place: Mumbai

Date: April 26, 2022

For and on behalf of the Board of Directors

Hiroo Mirchandani
(Director)
(DIN No. 06992518)
Place: Mumbai

Ankur Verma
(Director)
(DIN No. 07972892)
Place: Mumbai

Kush S. Bhatnagar
(Chief Financial Officer)
Place: Mumbai

Vrushali Dhamnaskar
(Company Secretary)
Place: Mumbai

STATEMENT OF PROFIT AND LOSS

for the year ended March 31, 2022

(₹ in Crores)

	Note No.	Year ended March 31, 2022	Year ended March 31, 2021
Income			
Revenue from operations	26	**1,093.80**	1,043.66
Other income	27	**11.46**	11.14
Total income		**1,105.26**	1,054.80
Expenses			
Employee benefit expenses	28	**55.04**	49.37
Operating and other expenses	29	**571.13**	505.40
Total expenses		**626.17**	554.77
Earnings before Interest, Tax, Depreciation and Amortization (EBITDA)		**479.09**	**500.03**
Depreciation and amortisation expenses	30	**(160.21)**	(168.73)
Finance costs	31	**(1,539.34)**	(1,561.14)
Finance income	32	**2.84**	10.90
Profit on sale of investments		**2.62**	2.06
Loss before exceptional items and tax		**(1,215.00)**	(1,216.88)
Exceptional items	33	-	(779.81)
Loss before tax		**(1,215.00)**	(1,996.69)
Tax expense			
Current tax		-	-
Deferred tax	43	-	-
Loss for the year		**(1,215.00)**	(1,996.69)
Other comprehensive income/ (loss)			
Items that may be reclassified to profit and loss			
Effective portion of gain on designated portion of hedging instruments in cash flow hedge		-	0.70
Items that will not be reclassified to profit and loss			
Remeasurements of defined benefit plans		**(0.18)**	0.75
Total other comprehensive income/ (loss)		**(0.18)**	1.45
Total comprehensive loss for the year		**(1,215.18)**	(1,995.24)
Loss per equity share (Face value of ₹ 10 each)	42		
Basic (In ₹)		**(6.22)**	(10.21)
Diluted (In ₹)		**(6.22)**	(10.21)

The accompanying notes form an integral part of these financial statements

In terms of our report attached

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number - 012754N/N500016

Nitin Khatri
Partner
Membership Number: 110282
Place: Mumbai

Date: April 26, 2022

For and on behalf of the Board of Directors

Hiroo Mirchandani
(Director)
(DIN No. 06992518)
Place: Mumbai

Ankur Verma
(Director)
(DIN No. 07972892)
Place: Mumbai

Kush S. Bhatnagar
(Chief Financial Officer)
Place: Mumbai

Vrushali Dhamnaskar
(Company Secretary)
Place: Mumbai

STATEMENT OF CHANGES IN EQUITY

for the year ended March 31, 2022

(A) Equity share Capital

	As at March,31 2022		As at March,31 2021	
	Numbers	₹ in Crores	Numbers	₹ in Crores
Equity shares (Refer note 16)				
At the beginning of the year	**1,95,49,27,727**	**1,954.93**	1,95,49,27,727	1,954.93
Changes in Equity Share Capital due to prior period errors	-	-	-	-
Restated balance at the beginning of the year	**1,95,49,27,727**	**1,954.93**	1,95,49,27,727	1,954.93
Changes in Equity Share Capital during the current year	-	-	-	-
Outstanding at the end of the year	**1,95,49,27,727**	**1,954.93**	**1,95,49,27,727**	**1,954.93**

(B) Other Equity

(₹ in Crores)

	Equity component of compound financial instruments	Reserves and Surplus		Other Reserves	Total
		Securities premium	Retained earnings	Cash flow hedge reserves	
Balance as on April 1, 2020	**3,150.92**	**525.43**	**(23,109.74)**	**(0.70)**	**(19,434.09)**
Changes due to accounting policy/prior period errors	-	-	-	-	-
Restated balance at the beginning of the year	**3,150.92**	**525.43**	**(23,109.74)**	**(0.70)**	**(19,434.09)**
Loss for the year	-	-	(1,996.69)	-	**(1,996.69)**
Other comprehensive income/(loss)					
Effective portion of gain on designated portion of hedging instruments in cash flow hedge	-	-	-	0.70	**0.70**
Remeasurements of defined benefit plans	-	-	0.75	-	**0.75**
Transactions with owners with their capacity as owners:					
0.1% redeemable preference shares to Tata Teleservices Limited	337.98	-	-	-	**337.98**
0.1% inter-corporate deposits from Tata Teleservices Limited	645.54	-	-	-	**645.54**
Balance as on March 31, 2021	**4,134.44**	**525.43**	**(25,105.68)**	**-**	**(20,445.81)**
Changes due to accounting policy/prior period errors	-	-	-	-	-
Restated balance at the beginning of the year	**4,134.44**	**525.43**	**(25,105.68)**	**-**	**(20,445.81)**
Loss for the year	-	-	(1,215.00)	-	**(1,215.00)**
Other comprehensive income/(loss)					
Remeasurements of defined benefit plans	-	-	(0.18)	-	**(0.18)**
Transactions with owners with their capacity as owners:					
0.1% inter-corporate deposits from Tata Teleservices Limited	873.58	-	-	-	**873.58**
Balance as on March 31, 2022	**5,008.02**	**525.43**	**(26,320.86)**	**-**	**(20,787.41)**

The accompanying notes form an integral part of these financial statements

In terms of our report attached

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number - 012754N/N500016

Nitin Khatri
Partner
Membership Number: 110282
Place: Mumbai

Date: April 26, 2022

For and on behalf of the Board of Directors

Hiroo Mirchandani
(Director)
(DIN No. 06992518)
Place: Mumbai

Ankur Verma
(Director)
(DIN No. 07972892)
Place: Mumbai

Kush S. Bhatnagar
(Chief Financial Officer)
Place: Mumbai

Vrushali Dhamnaskar
(Company Secretary)
Place: Mumbai

CASH FLOW STATEMENT

for the year ended March 31, 2022

(₹ in Crores)

	Year ended March 31, 2022	Year ended March 31, 2021
A Cash flows from operating activities		
Loss before tax	(1,215.00)	(1,996.69)
Adjustments for:		
Depreciation and amortisation expenses	160.21	168.73
Exceptional items	-	778.58
(Gain) on discontinuation of lease as per IND AS 116	(1.66)	(4.40)
(Gain) on disposal of property, plant and equipment/ written off (net)	(2.69)	(0.64)
Profit on sale of investments	(2.62)	(2.06)
Foreign exchange (gain) (net)	-	(0.40)
Finance income	(0.52)	(2.14)
Loss on derivatives not designated in hedge accounting relationship	-	0.36
Provision/ liability no longer required written back	(1.16)	(1.38)
Bad debt written off	0.41	0.09
Impairment loss on financial assets	4.55	0.04
Finance costs	1,539.34	1,561.14
	480.86	501.23
Movement in working capital:		
Decrease in trade receivables	20.86	43.37
(Increase)/decrease in financial assets	(4.63)	17.50
Decrease in other assets	63.20	61.29
(Decrease) in trade payables	(36.32)	(95.20)
Increase/ (decrease) in financial liabilities	(0.30)	6.21
(Decrease) in other liabilities	(1.91)	(4.32)
(Decrease) in provisions	(1.50)	(1.23)
	39.40	27.62
Cash generated from operations	520.26	528.85
(Taxes paid)/ net of refunds	12.14	38.37
Cash generated from operating activities (A)	532.40	567.22
B Cash flow from investing activities		
Payments for property, plant and equipment (including CWIP and capital advances and intangible assets)	(107.62)	(113.77)
Proceeds from disposal of property, plant and equipment	3.39	3.79
Finance income	0.04	1.63
Payments for purchase of investments	(626.44)	(791.10)
Proceeds from sale of investments	598.79	722.93
Cash (used) in investing activities (B)	(131.84)	(176.52)

CASH FLOW STATEMENT

for the year ended March 31, 2022

(₹ in Crores)

	Year ended March 31, 2022	Year ended March 31, 2021
C Cash flow from financing activities		
Proceeds from borrowings	3,974.11	15,318.47
Repayment of borrowings	(4,065.46)	(15,347.43)
Payments of lease liabilities - principal	(39.03)	(38.72)
Finance costs paid	(296.49)	(364.54)
Cash (used) in financing activities (C)	(426.87)	(432.22)
Net (decrease) in cash and cash equivalents (A+B+C)	(26.31)	(41.52)
Cash and cash equivalents at the beginning of the year	43.01	84.53
Cash and cash equivalents at the end of the year (Refer note 11)	16.70	43.01
	(26.31)	(41.52)

The above Cash Flow Statement has been prepared under the 'indirect method' as set out in Ind AS 7 'Statement of Cash Flows'

The accompanying notes form an integral part of these financial statements

In terms of our report attached

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number - 012754N/N500016

Nitin Khatri
Partner
Membership Number: 110282
Place: Mumbai

Date: April 26, 2022

For and on behalf of the Board of Directors

Hiroo Mirchandani
(Director)
(DIN No. 06992518)
Place: Mumbai

Ankur Verma
(Director)
(DIN No. 07972892)
Place: Mumbai

Kush S. Bhatnagar
(Chief Financial Officer)
Place: Mumbai

Vrushali Dhamnaskar
(Company Secretary)
Place: Mumbai

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

as at and for the year ended March 31, 2022

Note 1:

1.1 Background

Tata Teleservices (Maharashtra) Limited ('the Company' or 'TTML') part of the Tata Group, having its registered office at 'D-26, TTC Industrial Area, MIDC Sanpada, P.O. Turbhe, Navi Mumbai - 400 703', was incorporated on March 13, 1995. The Company is a licensed telecommunications services provider. The Company presently holds Unified Licenses ('UL') with Access Service authorization for Mumbai and Maharashtra Licensed Service Area and Internet Services authorization for ISP Category 'A' – National service area. The Company is focused on providing various wire line voice, data and managed telecom services.

As at March 31, 2022, Tata Teleservices Limited, the holding Company owns 48.30% of Company's equity shares and Tata Sons Private Limited (the Promoter), the ultimate holding Company owned 19.58% of the Company's equity share capital. These financial statements for the year ended March 31, 2022 has been approved by the Board of directors of the Company in their meeting held on April 26, 2022.

The equity shares of the Company are listed on Bombay Stock Exchange ('BSE') & National Stock Exchange ('NSE') and the Commercial Papers are listed on National Stock Exchange in India.

1.2 Demerger of Consumer Mobile Business

The Scheme of Arrangement amongst Tata Teleservices (Maharashtra) Limited ('TTML') and Bharti Airtel Limited ('BAL') and their respective shareholders and creditors ('Scheme') for transfer of the Consumer Mobile Business (CMB) of TTML to BAL became effective on July 1, 2019.

Pursuant to the Scheme of arrangement and related agreements entered between the Company and Bharti Airtel Limited ('BAL'), assets and liabilities pertaining to CMB undertaking have been transferred to BAL.

As per Scheme:

- Equity Shareholders of the Company have received 1 BAL Equity share against 2014 shares held on the effective date.
- All (and not each) Redeemable Preference Shares (RPS) Holders of the Company have received 10 RPS of BAL of face value ₹ 100 each in proportion to their shareholding on the effective date.

Indemnification:

Pursuant to the Scheme and other related agreements executed between the Company and BAL, the Company has transferred certain assets and liabilities, including contingent liabilities, which are under indemnification. As agreed between the Company and BAL, all indemnified liabilities and obligations shall be deemed to have been borne entirely by the Company and not by BAL, and any payment default in relation to such obligation by the Company shall be governed by the relevant agreements. In relations to assets, BAL shall promptly on receipt of any payments in relation to the indemnified assets (including any interest payments received thereof) from the third parties pay to the Company such amounts (net of any cost and taxes incurred in relation to such indemnified assets).

1.3 Going concern

The accumulated losses of the Company as of March 31, 2022 have exceeded its paid-up capital and reserves. The Company has incurred net loss for year ended March 31, 2022 and the Company's current liabilities exceeded its current assets as at that date. The Company has obtained a support letter from its ultimate holding Company indicating that it will take necessary actions to organize for any shortfall in liquidity during the period of 12 months from the balance sheet date.

Based on the above, the Company is confident of its ability to meet the funds requirement and to continue its business as a going concern and accordingly, the financial statements have been prepared on that basis.

Note 2:

Significant accounting policies

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Basis of preparation of financial statements

These financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 (the 'Act') [Companies (Indian Accounting Standards) Rules, 2015 (as amended)] and other relevant provisions of the Act.

These financial statements have been prepared on the historical cost basis, except for certain assets and liabilities which are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The financial statements are presented in Indian Rupees ('INR') and all values are rounded to the nearest Crores, except when otherwise indicated.

The Ministry of Corporate Affairs amended the Schedule III to the Companies Act, 2013 on 24 March 2021 to increase the transparency and provide additional disclosures to users of financial statements. These amendments are effective from 1 April 2021.

Consequent to above, the company has changed the classification/presentation of current maturities of long-term borrowings in the current year.

The current maturities of long-term borrowings (including interest accrued) has now been included in the 'Current borrowings' line item. Previously, current maturities of long-term borrowings and interest accrued were included in 'other financial liabilities' line item.

The compay has reclassified comparative amounts to conform with current year presentation as per the requirements of Ind AS 1

2.2 Significant accounting estimates and assumptions

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expense for the periods presented.

The estimates and judgments used in the preparation of the said financial statements are continuously evaluated by the Company, and are based on historical experience and various other assumptions and factors (including expectations of future events), that may have a financial impact on the Company and that are believed to be reasonable under existing circumstances.The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

In the following areas, the management of the Company has made critical judgments and estimates.

i. Impairment assessment of Property, Plant and Equipment

An impairment exists when the carrying value of an asset or cash generating unit ('CGU') exceeds its recoverable amount. Recoverable amount is the higher of its fair value less costs to sell and its value in use. The value in use calculation is based on a discounted cash flow model. In calculating the value in use, certain assumptions are required to be made in respect of highly uncertain matters, including management's expectations of growth in EBITDA, long term growth rates; and the selection of discount rates to reflect the risks involved. Also, Judgment is involved in determining the CGU and impairment testing.

ii. Useful lives of property, plant and equipment

The Company reviews the useful life of property, plant and equipment at the end of each reporting period. After considering market conditions, industry practice, technological developments and other factors, the Company determined that the current useful lives of its PPE remain appropriate. However, changes in economic conditions of the markets, competition and technology, among others, are unpredictable and they may significantly impact the useful lives of PPE and therefore the depreciation charges. Refer note 3(3).

iii. Expected Credit Loss on Trade Receivable and unbilled revenue

Trade receivables do not carry any interest and are stated at their nominal value as reduced by provision for impairment. The Company uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. Individual trade receivables are written off when management deems them not to be collectible (Refer note 10).

iv. Contingent Liabilities and provisions

The contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company. The Company evaluates the obligation through Probable, Possible or Remote model ('PPR'). In making the evaluation for PPR, the Company take into consideration the Industry perspective, legal and technical view, availability of documentation/ agreements, interpretation of the matter, independent opinion from professionals (specific matters) etc. which can vary based on subsequent events. The Company provides the liability in the books for probable cases, while possible cases are shown as Contingent Liability. The remote cases are not disclosed in the financial statement. Contingent assets are neither recognized nor disclosed in the financial statements.

v. Defined benefit plans (gratuity benefits)

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

vi. Fair value measurement and valuation

Some of Company's assets and liabilities are measured at fair value for financial reporting purposes. In estimating the fair value of an asset and liabilities, the Company uses market – observable data to the extent it is available. Where Level 1 inputs are not available, the Company engages third party qualified valuers to perform the valuation.

Information about the valuation techniques and inputs used in determining the fair value of various assets and liabilities are disclosed in note 2.17 and 38.

vii. Going Concern

The Company prepares the financial statement on a Going Concern basis in view of financial support from promoter company and assuming the cash flows generation from the continuation of operations, outflow for capital expenditure and the repayment obligations of debt and interest for the next twelve months. In calculating the cash flow generation from the business, certain assumptions are required to be made in respect of highly uncertain matters, including management's expectations of earnings, interest cost and capex outflow to reflect the risks involved. The Company also make certain assumptions regarding the continuation of credit from lenders.

viii. Provision for foreseeable loss on long term contracts

Provision for foreseeable losses on long term contracts is primarily on account of various contracts with IP vendors which became onerous due to closure of IP sites before the agreed lock in period. An onerous contract is a contract in which the unavoidable costs of meeting the obligations under the contract exceed the economic benefit expected to be received under it.

ix. Leases

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. The application of Ind AS 116 requires company to make judgements and estimates that affect the measurement of right-of-use assets and liabilities. The Company uses significant judgement in assessing the lease term and the applicable discount rate.

The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the relevant facts and circumstances. Estimates are required to determine the appropriate discount rate used to measure lease liabilities.

The Company cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities.The IBR is the rate of interest that the Company would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment.

2.3 Revenue

Revenue is recognised upon transfer of control of promised products or services to customer at the consideration which the Company has received or expects to receive in exchange of those products or services, net of any taxes/duties, discounts and waivers. Revenue is recognised as and when each distinct performance obligation is satisfied.

Service revenues

Service revenues mainly pertain to usage, subscription and activation charges for voice, data, messaging and value added services. It also includes revenue from interconnection charges for usage of the Company's network by other operators for voice, data, messaging and signaling services. The Company recognises revenue from these services as they are provided. Usage charges are recognised based on actual usage. Subscription charges are recognised over the estimated customer relationship period or subscription pack validity period, whichever is lower. Revenues in excess of invoicing are classified as unbilled revenue which is grouped under other current financial assets whereas invoicing in excess of revenue are classified as Unearned revenue which is grouped under other current and non-current liabilities.

Service revenue from activation and installation for certain customers, and associated acquisition costs are amortised over the period of agreement/ lock in period since the date of activation of service.

The Company has entered into certain multiple-element revenue arrangements which involve the delivery or performance of multiple products, services or right-to-use assets. At the inception of the arrangement, all the deliverables therein are evaluated to determine whether they represent distinct performance obligations, and if so, they are accounted for separately. Total consideration related to the multiple element arrangements is allocated to each performance obligation based on their standalone selling prices.

Deferred contract costs are incremental costs of obtaining a contract which are recognized as contract assets and amortized over average customer life. However, such incremental costs are recognised as expense if the amortisation period of the asset that the entity would have otherwise recognised is one year or less.

For accounting policy of interconnect revenues, Refer note 2.5

2.4 Foreign Currencies

Functional and Presentation Currency

Items included in the financial statements of the Company is measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The Company's financial statements are presented in Indian Rupees (INR), which is also the Company's functional and presentation currency.

Initial Measurement

Transactions in foreign currencies on initial recognition are recorded at the prevailing exchange rate between the Company's functional currency and the foreign currency on the date of the transaction. However, for practical reasons, the Company uses an average rate if the average approximates the actual rate at the date of the transaction.

Subsequent Measurement

At each balance sheet date, foreign currency monetary items are reported using the closing exchange rate. Exchange differences that arise on settlement of monetary items or on restatement at each balance sheet date of the company's monetary items at the closing rate are recognised as income or expenses in the period in which they arise.

Non-monetary items which are carried at historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. The gain or loss arising on translation of non-monetary items is recognised in line with the gain or loss of the item that gave rise to the translation difference (translation differences on items whose gain or loss is recognised in other comprehensive income or the statement of profit and loss is also recognised in other comprehensive income or the statement of profit and loss respectively).

2.5 Interconnect revenues and costs (Access charges)

The Telecom Regulatory Authority of India (TRAI) issued Interconnection Usage Charges Regulation 2003 ('IUC regime') effective May 1, 2003 and subsequently amended the same from time to time. Under the IUC regime, with the objective of sharing of call/Short

Message Services ('SMS') revenues across different operators involved in origination, transit and termination of every call/SMS, the Company pays interconnection charges (prescribed as rate per minute of call time and per SMS) for all outgoing calls and SMS originating in its network to other operators. The Company receives certain interconnection charges from other operators for all calls and SMS terminating in its network.

Accordingly, interconnect revenues are recognized as those on calls/SMS originating in another telecom operator network and terminating in the Company's network. Interconnect cost is recognized as charges incurred on termination of calls/SMS originating from the Company's network and terminating on the network of other telecom operators. The interconnect revenue and costs are recognized in the financial statement on a gross basis and included in service revenue and Interconnection and other access costs in the statement of profit and loss, respectively.

2.6 License entry fee

The license entry fee has been recognised as an intangible asset and is amortised on straight line basis over the remaining license period from the date when it is available for use in the respective circles. License entry fee includes interest on funding of license entry fee and bank guarantee commission up to the date of spectrum available for use in the respective circles.

Fees paid for migration of the original license to the Unified license is amortised over the remaining period of the license for the respective circle from the date of migration to Unified licenses/ payment of the license fees on straight line basis.

Fees paid for obtaining in-principle approval to use alternate technology under the existing Unified licenses has been recognised as an intangible asset and is amortised from the date of approval over the balance remaining period of the Unified licenses on straight line basis for the respective circles.

2.7 Revenue sharing fee

Revenue sharing fee on license is computed as per the licensing agreement at the prescribed rate and expensed as license fees and spectrum charges in the statement of profit and loss in the year in which the related revenue from providing unified access services are recognised.

2.8 Other Income

i. Interest income

The interest income is recognised using the Effective Interest Rate (EIR) method. For further details, refer note 2.18 on financial instruments.

ii. Dividend income

Dividend income is recognised when the Company's right to receive the payment is established.

2.9 Taxes

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. Current tax is based on the taxable profit for the year which may differ from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in Other Comprehensive Income (OCI) or directly in equity.

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the current tax assets and current tax liabilities relate to income taxes levied by the same tax authority.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the reporting date. Management periodically evaluates positions taken in tax returns with respect to tax incidence (if any) where applicable tax regulation is subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The Company measures its tax balances either based on the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty.

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax assets are generally recognised for all deductible temporary differences, the carry forward of any unused tax losses, to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss in correlation to the underlying transaction either in other comprehensive income or directly in equity.

2.10 Property, Plant and Equipment

Property, plant and equipment and capital work in progress is stated at cost of acquisition or construction, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes purchase price, the cost of replacing part of the plant and equipment and directly attributable cost of bringing the asset to its working condition for the intended use. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. The carrying amount of any component accounted for as a separate asset is derecognised when replaced.

Subsequent costs are included in the assets carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost can be measured reliably. All other repair and maintenance costs are recognised in the statement of profit and loss account as incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

Gains and losses arising from retirement or disposal of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss account on the date of retirement or disposal. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Assets are depreciated to the residual values on a straight-line basis over the estimated useful lives. The assets' residual values and useful lives are reviewed at each financial year end or whenever there are indicators for review, and adjusted prospectively.

Freehold land is not depreciated.

Fixtures and equipment are stated at cost less accumulated depreciation and accumulated impairment losses. The useful lives have been determined based on technical evaluation done by the management's expert which are lower than those specified by Schedule II to the Companies Act, 2013, in order to reflect the actual usage of the assets. Estimated useful lives of the assets are as follows:

Particulars	Useful life (in years) as per the Company
Plant and Machinery	
- Network Equipment	12
- Outside Plant cables	18
- Air- Conditioning Equipment	6
- Generators	6
- Electrical Equipments	4-6
- Computers	3
Building	60
Furniture, Fixtures and Office Equipment	3-6
Vehicles	5

2.11 Intangible assets

Intangible assets are recognised when the Company controls the asset, it is probable that future economic benefits attributed to the asset will flow to the Company and the cost of the asset can be measured reliably. Intangible assets acquired separately are measured on initial recognition at cost. Subsequently, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses.

The useful lives of intangible assets are assessed as either finite or indefinite. There are no intangible assets assessed with indefinite useful life.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired.

Computer software is amortised over 3 years.

The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each year. Changes in the expected useful life are considered to modify the amortisation period or method, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised. For License fees refer note 2.6.

2.12 Impairment of non-financial assets

Non-financial assets which are subject to depreciation or amortization are reviewed for impairment, whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If the recoverable amount of an asset is estimated to be less than its carrying amount, an impairment loss is recognised by reducing the carrying amount of the asset to its recoverable amount.

When an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in statement of profit or loss.

2.13 Borrowing Costs

Borrowing costs directly attributable to the acquisition or construction of a qualifying asset, including interest attributable to the funding of license fees up to the date the asset is available for use, are capitalised as a part of the cost of that asset.

All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

2.14 Leases

The Company, at the inception of a contract, assesses the contract as, or containing, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether the contract involves the use of an identified asset, the Company has the right to obtain substantially all of the economic benefits from use of the asset throughout thecperiod of use; and the Company has the right to direct the use of the asset. Refer note 4.

Company as a Lessee

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Company uses significant judgment in assessing the lease term (including anticipated renewals) and the applicable discount rate.

The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non-cancellable period of a lease.

i) Right-of-use assets

The Company recognises a right-of-use asset and a lease liability at the lease commencement date except for short term leases which are less than 12 months and low value leases. The right-of-use asset is initially measured at cost comprises the following -

a) the initial amount of the lease liability

b) any initial direct costs incurred less any lease incentives received

The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. Right of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the statement of profit and loss.

Indefeasible Right to Use ('IRU') taken for optical fiber and ducts, by the Company are capitalized as intangible assets at the amounts paid for acquiring the right and are amortised on straight line basis, over the period of lease term.

ii) Lease liabilities

Lease liabilities include the net present value of the following lease payment:

a) Fixed payments, including in-substance fixed payments;

b) Variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date.

c) Using the practical expedient maintenance charges are also included in the lease payments as it is not practical to separate maintenance cost from the lease rent. (In any agreement, where rent and maintenance are separately mentioned or identifiable, then such maintenance charges are not considered as a part of lease payments).

d) The exercise price of a purchase option if the company is reasonably certain to exercise that option, and

e) Payment of penalties for terminating the lease, if the company is reasonably certain to exercise that option.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, the lease payment are discounted using the interest rate implicit in the lease. If the rate cannot be readily determined, which is generally the case for leases in the company, the lessee's incremental borrowing rate is used, being the rate that the initially lessess would have to pay to borrow fund necessary to obtain an asset on similar value to the right-of-use asset in a similar economic environment with similar terms, security and condition. Generally, the Company uses its incremental borrowing rate as the discount rate. Lease payments also include an extension, purchase and termination option payments, if the Company is reasonably certain to exercise such options.

In the Balance Sheet, the ROU and lease liabilities are presented separately. In the statement of profit and loss, interest expense on lease liabilities are presented. separately from the depreciation charge for the ROU. Interest expense on the lease liability is a component of finance costs, which are presented separately in the statement of profit or loss. In the statement of cash flows,cash payments for the principal portion of lease payments and the interest portion of lease liability are presented as financing activities, and short term lease payments and payments for leases of low-value assets and variable lease payments not included in the measurement of the lease liability, if any, as operating activities.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

The Company recognises the amount of the re-measurement of lease liability due to modification as an adjustment to the right-of-use asset and statement of profit and loss depending upon the nature of modification. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognises any remaining amount of the re-measurement in statement of profit and loss

iii) Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). Lease payments on short-term leases are recognised on a straight-line basis as an expense in statement of profit or loss over the lease term.

Company as a lessor

Lease income from operating leases where the Company is a lessor is recognised in income on a straight-line basis over the lease term. Initial direct costs incurred in obtaining an operating lease are added to the carrying amount of the underlying asset and recognised as expense over the lease term on the same basis as lease income. The respective leased assets are included in the balance sheet based on their nature.

In IRU granted for dark fiber, duct and embedded electronics are treated as finance lease (sale of intangible assets), where the IRU term substantially covers the estimated economic useful life of the asset and the routes are explicitly identified in the agreement. The cases where the IRU term does not significantly represent the estimated useful life of the asset, the IRU is treated as operating lease.

2.15 Provisions and contingent liabilities

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Asset Retirement Obligation ('ARO') is provided for arrangements where the Company has a binding obligation to restore the said location/premises at the end of the period in a condition similar to inception of the arrangement. The restoration and decommissioning costs are provided at the present value of expected costs to settle the obligation using estimated cash flows and are recognised as part of the cost of the particular asset. The cash flows are discounted at a current pre-tax rate that reflects the risks specific to the decommissioning liability. The unwinding of the discount is expensed as incurred and recognised in the statement of profit and loss as a finance cost. The estimated future costs of decommissioning are reviewed annually and adjusted as appropriate. Changes in the estimated future costs or in the discount rate applied are added to or deducted from the cost of the asset.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

Contingent assets are not recognised and disclosed only where an inflow of economic benefits is probable.

2.16 Employee benefits

2.16.1 Post Employment benefits

The Company has schemes of retirement benefits for provident fund and gratuity:-

1) Provident fund with respect to employees covered with the Government administered fund is a defined contribution scheme. The contributions to the government administered fund are charged to the statement of profit and loss for the year when the contributions are due for the year as and when employee renders services.

2) Gratuity liability as per the Gratuity Act, 1972 and The Payment of Gratuity (Amendment) Act, 2010, is defined benefit plan and is provided for on the basis of an actuarial valuation made at the end of each year as per the Projected Unit Credit Method. The contribution towards gratuity is made to Life Insurance Corporation of India ('LIC').

Re-measurements, comprising of actuarial gains and losses and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding charge or credit to other comprehensive income in the period in which they occur. Remeasurements are not reclassified to statement of profit or loss in subsequent periods.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

- Service costs comprising current service costs; and
- Net interest expense or income

Actuarial gains/losses are immediately taken to the statement of Other Comprehensive Income and are not deferred.

2.16.2 Short-term and other long-term employee benefits

A liability is recognised for benefits accruing to employees in respect of wages and salaries and annual leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Company in respect of services provided by employees up to the reporting date.

2.16.3 Compensated absences

Liability for compensated absences is in accordance with the rules of the Company. Short term compensated absences are provided based on estimates. Long term compensated absences are provided based on actuarial valuation obtained at the end of each year as per the Projected Unit Credit Method.

2.17 Fair value measurement

The Company measures financial instruments such as derivatives and certain investments, at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liabilites or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the balance sheet on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure its fair value, maximising the use of relevant observable inputs and minimizing the use of unobservable inputs.

2.18 Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

i. Financial assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss ('FVTPL), transaction costs that are attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit and loss are expensed in profit or loss.

Subsequent measurement

For purposes of subsequent measurement financial assets are classified in two broad categories:

- Financial assets at fair value
- Financial assets at amortized cost

Where assets are measured at fair value, gains and losses are either recognised in the statement of profit and loss (i.e. fair value through profit or loss), or recognised in other comprehensive income (i.e. fair value through other comprehensive income).

Where assets are measured at fair value, gains and losses are either recognised in the statement of profit and loss (i.e. fair value through profit or loss), or recognised in other comprehensive income (i.e. fair value through other comprehensive income). A financial asset that meets the following two conditions is measured at amortized cost (net of any write down for impairment) unless the asset is designated at fair value through profit or loss under the fair value option.

Business model test

The objective of the Company's business model is to hold the financial asset to collect the contractual cash flows (rather than to sell the instrument prior to its contractual maturity to realize its fair value changes).

Cash flow characteristics test

The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Even if an instrument meets the two requirements to be measured at amortized cost or fair value through other comprehensive income, a financial asset is measured at fair value through profit or loss if doing so eliminates or significantly reduces a measurement or recognition inconsistency (sometimes referred to as an 'accounting mismatch') that would otherwise arise from measuring assets or liabilities or recognizing the gains and losses on them on different bases.

All other financial asset is measured at fair value through profit or loss.

All equity investments, other than investments in subsidiaries, associates and joint ventures, are measured at fair value in the balance sheet, with changes in the value recognised in the statement of profit and loss, except for those equity investments for which the entity has elected to present changes in the values in 'other comprehensive income'.

If an equity investment is not held for trading, an irrevocable election is made at initial recognition to measure it at fair value through other comprehensive income with only dividend income recognised in the statement of profit and loss. Once the selection is made, there will be no recycling of the amount from other comprehensive income to statement of profit and loss.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognised (i.e. removed from the Company's statement of financial position) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of financial assets

The Company assesses impairment based on expected credit losses (ECL) model to the following:

- Financial assets measured at amortised cost;
- Financial assets measured at fair value through other comprehensive income (FVTOCI)

Expected credit losses are measured through a loss allowance at an amount equal to:

- The 12-month expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or
- Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument).

The Company follows 'simplified approach' for recognition of impairment loss allowance on:

- Trade receivables or contract revenue receivables; and
- All lease receivables

Under the simplified approach, the Company does not track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

The Company uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the Company reverts to recognising impairment loss allowance based on 12-month ECL.

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

ii. Financial liabilities

Initial recognition and measurement

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

- Financial liabilities at amortised cost
- Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the statement of profit and loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied.

Redeemable preference shares

The redeemable preference shares issued by the Company is a compound financial instrument and is classified separately as financial liability and equity in accordance with the substance of the contractual arrangement and the definitions of a financial liability and an equity instrument. At the date of issue, fair value of the liability component is estimated using the prevailing market interest rate of a similar non-compound instrument. This amount is recognised as liability on an amortised cost basis using the effective interest rate method until extinguished at the instrument's maturity date. The difference between the fair value of the liability component at the date of issue and the issue price is recognised as the other equity.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR (Effective Interest Rate) method. Gains and losses are recognised in profit or loss when the liabilities are derecognised. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss, unless it is in the nature of equity contribution by parent.

iii. Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously. The legally enforceable right must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

iv. Derivative financial instruments

The Company enters into a variety of derivative financial instruments to manage its exposure to interest rate and foreign exchange rate risks, including foreign exchange forward contracts, interest rate swaps and cross currency swaps.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to statement of profit and loss, except for the effective portion of cash flow hedges, which is recognised in other comprehensive income and presented as a separate component of equity which is later reclassified to statement of profit and loss when the hedge item affects profit or loss.

Embedded derivatives

Derivatives embedded in non-derivative host contracts that are not financial assets within the scope of Ind AS 109 are treated as separate derivatives when their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at fair value through profit or loss (FVTPL).

v. Hedge accounting

The Company designates its derivatives as hedging instruments, as cash flow hedges. At the inception of the hedge relationship, the entity documents the relationship between the hedging instrument and the hedged item, along with its risk management objectives and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, the Company documents whether the hedging instrument is highly effective in offsetting changes in fair values or cash flows of the hedged item attributable to the hedged risk.

Cash flow hedges

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognized in other comprehensive income and accumulated under the heading of cash flow hedging reserve. The gain or loss relating to the ineffective portion is recognized immediately in profit or loss, and is included in the 'Other income' line item.

Amounts previously recognized in other comprehensive income and accumulated in equity relating to (effective portion as described above) are reclassified to profit or loss in the periods when the hedged item affects profit or loss, in the same line as the recognized hedged item.

Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or exercised, or when it no longer qualifies for hedge accounting. Any gain or loss recognized in other comprehensive income and accumulated in equity at that time remains in equity and is recognized when the forecast transaction is ultimately recgonised in profit or loss. When a forecast transaction is no longer expected to occur, the gain or loss accumulated in equity is recognized immediately in profit or loss.

2.19 Segment Reporting

The Company's chief operating decision makers look at the financials of the Company as a whole without segregating into any components for the purpose of allocating resources and assessing performance. Accordingly, the Company has not identified any operating segments to be reported.

2.20 Trade Receivables

Trade Receivables are recognized initially at fair value and subsequently measured at amortised cost using the effective interest method less provision for impairment.

2.21 Trade and Other Payables

These amounts represent liabilities for goods and services provided to the company prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognized at their fair value and subsequently measured at amortised cost using the effective interest method.

2.22 Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

2.23 Contributed equity

Equity shares are classified as equity.

Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.

2.24 Loss per share

Basic loss per share is calculated by dividing the net loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

2.25 Current and Non-Current Classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

When an asset meets any of the following criteria it is treated as current:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

When a liability meets any of the following criteria it is treated as current:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

2.26 Measurement of Earnings/Loss Before Interest, Tax, Depreciation and Amortization (EBITDA)

The Company has elected to present earnings before finance cost, tax, exceptional items and depreciation and amortization (EBITDA) as a separate line item on the face of the statement of profit and loss. The Company measures EBITDA on the basis of profit/ (loss) from continuing operations.

2.27 Onerous Contracts

An onerous contract is a contract in which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it.

2.28 Exceptional Items

When items of income or expense are of such nature, size and incidence that their disclosure is necessary to explain the performance of the Company for the year, the company makes a disclosure of the nature and amount of such items separately under the head "exceptional items."

2.29 New and amended standards adopted by the Company

The company has applied the following standards and amendments for the first time for their annual reporting period commencing April 1, 2020:

1. COVID-19 related concessions – amendments to Ind AS 116
2. Interest Rate Benchmark Reform – amendments to Ind AS 109 and Ind AS 107

The amendments listed above did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

2.30 Standards issued but not yet effective

The Ministry of Corporate Affairs has vide notification dated 23 March 2022 notified Companies (Indian Accounting Standards) Amendment Rules, 2022 which amends certain accounting standards, and are effective 1 April 2022. These amendments are not expected to have a material impact on the Company in the current or future reporting periods and on foreseeable future transactions.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

as at and for the year ended March 31, 2022

Note 3: Property, plant and equipment

(₹ in Crores)

	GROSS BLOCK				DEPRECIATION/AMORTISATION				NET BLOCK
	As at April 1, 2021	Additions	Deletions/ Adjustments	As at March 31, 2022	As at April 1, 2021	For the year	Deletions/ Adjustments	As at March 31, 2022	As at March 31, 2022
Freehold Land	0.17	-	-	**0.17**	-	-	-	-	**0.17**
Buildings	18.51	13.52	(2.19)	**29.84**	4.10	1.98	(2.19)	**3.89**	**25.95**
Plant and Machinery	3,490.76	101.15	(48.13)	**3,543.78**	2,829.86	113.71	(46.52)	**2,897.05**	**646.73**
Furniture, Fixtures and Office Equipments	80.76	2.32	(11.40)	**71.68**	79.94	0.74	(11.40)	**69.28**	**2.40**
Vehicles	0.20	-	(0.20)	-	0.20	-	(0.20)	-	-
Total	3,590.40	116.99	(61.92)	3,645.47	2,914.10	116.43	(60.31)	2,970.22	675.25

(₹ in Crores)

PARTICULARS	GROSS BLOCK				DEPRECIATION/AMORTISATION				NET BLOCK
	As at April 1, 2020	Additions	Deletions/ Adjustments	As at March 31, 2021	As at April 1, 2020	For the year	Deletions/ Adjustments	As at March 31, 2021	As at March 31, 2021
Freehold Land	0.17	-	-	0.17	-	-	-	-	0.17
Buildings	16.63	3.89	(2.01)	18.51	3.71	2.40	(2.01)	4.10	14.41
Plant and Machinery	3,395.83	114.52	(19.59)	3,490.76	2,731.35	116.05	(17.54)	2,829.86	660.90
Furniture, Fixtures and Office Equipments	83.75	0.93	(3.92)	80.76	83.75	0.11	(3.92)	79.94	0.82
Vehicles	0.20	-	-	0.20	0.20	-	-	0.20	-
Total	**3,496.58**	**119.34**	**(25.52)**	**3,590.40**	**2,819.01**	**118.56**	**(23.47)**	**2,914.10**	**676.30**

1. Refer note 18 for information on property, plant and equipment and intangible assets hypothecated as security by the Company.
2. Refer note 34(I) for disclosure of contractual commitments for the acquisition of property, plant and equipment.
3. The company estimates the useful life of the Plant & Equipment to be maximum 18 years based on the expected technical obsolescence of such assets. However, the actual useful life may be shorter or longer than two years, depending on technical innovations and intensity of usage. If it were two years longer than the current useful life, the carrying amount for Plant & Equipment would be ₹ 673.83 Crores as at March 31, 2022 (₹ 687.44 Crores as at March 31, 2021). If the useful life were estimated to be two years shorter than the current useful life, the carrying amount for Plant & Equipment would be ₹ 619.10 Crores as at March 31, 2022 (₹ 618.77 Crores as at March 31, 2021).

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

as at and for the year ended March 31, 2022

Note 4: Right-of-use assets

(₹ in Crores)

	GROSS BLOCK				DEPRECIATION/AMORTISATION				NET BLOCK
	As at April 1, 2021	Additions	Deletions/ Adjustments	**As at March 31, 2022**	As at April 1, 2021	For the year	Deletions/ Adjustments	**As at March 31, 2022**	**As at March 31, 2022**
Building	9.40	-	-	**9.40**	5.23	0.82	-	**6.05**	**3.35**
Network Sites	185.67	0.74	(12.87)	**173.54**	75.53	35.31	(6.22)	**104.62**	**68.92**
Indefeasible Rights of Use ('IRU')	166.95	-	(71.73)	**95.22**	130.05	7.37	(71.45)	**65.97**	**29.25**
Total	**362.02**	**0.74**	**(84.60)**	**278.16**	**210.81**	**43.50**	**(77.67)**	**176.64**	**101.52**

(₹ in Crores)

PARTICULARS	GROSS BLOCK				DEPRECIATION/AMORTISATION				NET BLOCK
	As at April 1, 2020	Additions	Deletions/ Adjustments	As at March 31, 2021	As at April 1, 2020	For the year	Deletions/ Adjustments	As at March 31, 2021	As at March 31, 2021
Building	9.61	-	(0.21)	9.40	3.10	2.13	-	5.23	4.17
Network Sites	206.10	8.30	(28.73)	185.67	44.64	39.15	(8.26)	75.53	110.14
Indefeasible Rights of Use ('IRU')	166.95	-	-	166.95	121.48	8.57	-	130.05	36.90
Total	**382.66**	**8.30**	**(28.94)**	**362.02**	**169.22**	**49.85**	**(8.26)**	**210.81**	**151.21**

Note 5: Capital Work-In-Progress

(₹ in Crores)

PARTICULARS	As at April 1, 2020	Additions	Consumption/ Capitalization	As at March 31, 2021	Additions	Consumption/ Capitalization	**As at March 31, 2022**
Capital inventory [net of provision for obsolescence]* and Assets under construction	39.18	85.90	(95.78)	29.30	81.04	(82.18)	**28.16**
Total	**39.18**	**85.90**	**(95.78)**	**29.30**	**81.04**	**(82.18)**	**28.16**

*Capital inventory mainly comprises of network equipments

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

as at and for the year ended March 31, 2022

March 31, 2022	Outstanding from due date of payment					
Capital Work-In-Progress	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	**Total**
Capital inventory and Assets under construction [net of provision ₹ 10.92 Crores for obsolescence]*	-	27.23	0.93	-	-	**28.16**

March 31, 2021	Outstanding from due date of payment					
Capital Work-In-Progress	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	**Total**
Capital inventory and Assets under construction [net of provision ₹ 25.87 Crores for obsolescence]*	-	24.16	5.14	-	-	29.30

Note 6: Intangible assets

(₹ in Crores)

PARTICULARS	GROSS BLOCK				DEPRECIATION/AMORTISATION				NET BLOCK
	As at April 1, 2021	Additions	Deletions/ Adjustments	**As at March 31, 2022**	As at April 1, 2021	For the year	Deletions/ Adjustments	**As at March 31, 2022**	**As at March 31, 2022**
Licenses	5.00	-	-	**5.00**	2.53	0.18	-	**2.71**	**2.29**
Computer Software	29.81	-	(0.04)	**29.77**	29.67	0.10	(0.04)	**29.73**	**0.04**
Total	**34.81**	**-**	**(0.04)**	**34.77**	**32.20**	**0.28**	**(0.04)**	**32.44**	**2.33**

(₹ in Crores)

PARTICULARS	GROSS BLOCK				DEPRECIATION/AMORTISATION				NET BLOCK
	As at April 1, 2020	Additions	Deletions/ Adjustments	As at March 31, 2021	As at April 1, 2020	For the year	Deletions/ Adjustments	As at March 31, 2021	As at March 31, 2021
Licenses	5.00	-	-	5.00	2.31	0.22	-	2.53	2.47
Computer Software	29.64	0.18	(0.01)	29.81	29.58	0.10	(0.01)	29.67	0.14
Total	**34.64**	**0.18**	**(0.01)**	**34.81**	**31.89**	**0.32**	**(0.01)**	**32.20**	**2.61**

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

as at and for the year ended March 31, 2022

Note 7: Other non current financial assets

(₹ in Crores)

	As at March 31, 2022	As at March 31, 2021
Premises and other deposits (at amortized cost)		
Security deposit	**16.59**	22.81
Less: Loss allowance	**(10.91)**	(9.66)
Bank deposits with more than 12 months maturity	**0.04**	0.04
	5.72	**13.19**

The Company has pledged term deposits of ₹ 0.04 Crores as of March 31, 2022 (₹ 0.04 Crores - March 31, 2021) to fulfil collateral requirements.

Note 8: Other non-current assets

(₹ in Crores)

	As at March 31, 2022	As at March 31, 2021
Capital advances	**0.05**	0.57
Advances other than capital advances Prepaid expenses	**12.63**	15.57
Balance with government authorities	**2.81**	3.05
Amount paid under dispute* (net of provision for contingencies ₹ 4.84 Crores) (March 31, 2021 ₹ 4.84 Crores)	**129.53**	129.51
	145.02	**148.70**

* includes amounts paid towards indemnification (Refer note 1.2)

Note 9: Current Investments

(₹ in Crores)

PARTICULARS	As at March 31, 2022	As at March 31, 2021
Investments in mutual fund (Quoted) (measured at FVTPL)	100.50	70.23
	100.50	**70.23**
Aggregate book value of Quoted Investment - at cost	100.28	70.10
Aggregate value of Quoted Investment - at market value	100.50	70.23

Mutual Fund Name	Units (in Crores)		Fair value (in Crores)	
	As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021
Axis Liquid Fund - Direct Plan - Growth	-	0.01	-	10.03
ABSL Liquid Fund - Direct Plan - Growth	**0.06**	0.06	**20.06**	20.00
ICICI Liquid Fund - Direct Plan - Growth	**0.11**	0.03	**33.11**	10.07
Tata Liquid Fund - Direct Plan - Growth	**0.01**	0.01	**37.24**	30.13
SBI Liquid Fund - Direct Plan - Growth	**0.003**	-	**10.10**	
	0.18	**0.11**	**100.50**	**70.23**

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

as at and for the year ended March 31, 2022

Note 10: Trade Receivables

(₹ in Crores)

	As at March 31, 2022	As at March 31, 2021
Trade receivables from contract with customers	**73.53**	68.50
Trade receivables from contract with customers - related parties (Refer Note 39)	**17.07**	43.59
Less: Loss allowance	**(38.20)**	(33.87)
	52.40	**78.22**
Trade Receivables		
Considered good - secured	**-**	-
Considered good - unsecured	**71.24**	92.05
Having significant increase in credit risk	**-**	-
Credit impaired	**19.36**	20.04
Less: Loss allowance	**(38.20)**	(33.87)
	52.40	**78.22**

No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

Trade receivables are non-interest bearing and are generally on terms of 17 to 50 days.

The Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and adjusted for forward-looking information. The expected credit loss allowance is based on the ageing of the days the receivables are due and the rates as given in the provision matrix.

March 31, 2022

(₹ in Crores)

	Outstanding for the following periods from due date of payment						Total
	Not Due	Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables- Considered good	10.79	39.75	3.25	3.37	2.88	10.14	**70.19**
Undisputed Trade Receivables- Which have significant credit risk	-	-	-	-	-	-	-
Undisputed Trade Receivables- Credit Impaired	-	-	-	-	-	-	-
Disputed Trade Receivables- Considered good	-	0.06	0.75	0.09	0.09	0.07	**1.05**
Disputed Trade Receivables- Which have significant credit risk	-	-	-	-	-	-	-
Disputed Trade Receivables- Credit Impaired	-	-	0.03	0.04	0.13	19.16	**19.36**
Gross trade receivables	**10.79**	**39.81**	**4.03**	**3.50**	**3.10**	**29.37**	**90.60**
Loss allowance							**(38.20)**
Net trade receivables							**52.40**

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

as at and for the year ended March 31, 2022

March 31, 2021

(₹ in Crores)

	Outstanding for the following periods from due date of payment						Total
	Not Due	Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables-Considered good	35.56	35.42	3.10	4.08	2.70	9.57	**90.43**
Undisputed Trade Receivables-Which have significant credit risk	-	-	-	-	-	-	-
Undisputed Trade Receivables-Credit Impaired	-	-	-	-	-	-	-
Disputed Trade Receivables-Considered good	0.05	0.62	0.93	0.01	-	-	**1.61**
Disputed Trade Receivables-Which have significant credit risk	-	-	-	-	-	-	-
Disputed Trade Receivables-Credit Impaired	0.01	0.02	0.06	0.65	1.99	17.32	**20.05**
Gross trade receivables	**35.62**	**36.06**	**4.09**	**4.74**	**4.69**	**26.89**	**112.09**
Loss allowance							**(33.87)**
Net trade receivables							**78.22**

Ageing of receivables

(₹ in Crores)

	As at March 31, 2022	As at March 31, 2021
Not due	**10.79**	35.62
0-90 days past due	**36.93**	23.50
91-180 days past due	**2.88**	12.57
> 180 days	**40.00**	40.40
Total	**90.60**	**112.09**

Ageing of expected credit loss allowance

(₹ in Crores)

	As at March 31, 2022	As at March 31, 2021
Not due	-	-
0-90 days past due	-	1.52
91-180 days past due	**1.96**	5.05
> 180 days	**36.24**	27.30
Total	**38.20**	**33.87**

Movement in expected credit loss allowance

(₹ in Crores)

	As at March 31, 2022	As at March 31, 2021
Balance at beginning of the year	**33.87**	33.84
Movement in expected credit loss allowance on trade receivables calculated at lifetime expected credit losses	**4.33**	0.03
Balance at end of the year	**38.20**	**33.87**

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

as at and for the year ended March 31, 2022

Note 11: Cash and cash equivalents

(₹ in Crores)

	As at March 31, 2022	As at March 31, 2021
Balance with banks in		
- Current accounts	**8.82**	16.51
- Cash credit accounts	**7.88**	26.50
	16.70	**43.01**

There are no repatriation restrictions with regard to cash and cash equivalents as at the end of the reporting period and prior periods.

Note 12: Bank balances other than (note 11) above

(₹ in Crores)

	As at March 31, 2022	As at March 31, 2021
Deposits with original maturity of more than three months but less than twelve months	**0.32**	0.28
	0.32	**0.28**

The Company has pledged term deposits of ₹ 0.31 Crores as of March 31, 2022 (₹ 0.28 Crores- March 31, 2021) to fulfil collateral requirements.

Note 13: Other financial assets

(₹ in Crores)

	As at March 31, 2022	As at March 31, 2021
Premises and other deposits (at amortized cost)		
Security deposit	**8.10**	2.59
Less: Loss allowance	**(1.25)**	(0.64)
Others		
Unbilled revenue	**68.84**	56.92
Insurance claim receivables	-	2.57
Other receivables from third party	-	1.71
	75.69	**63.15**

Note 14: Current tax assets (net)

(₹ in Crores)

	As at March 31, 2022	As at March 31, 2021
Tax deducted at source	-	40.40
	-	**40.40**

Note 15: Other current assets

(₹ in Crores)

PARTICULARS	As at March 31, 2022	As at March 31, 2021
Advances other than capital advances Prepaid expenses	**18.87**	15.56
Advances to suppliers	**0.76**	1.33
Balance with government authorities	**112.96**	175.74
Advances to employees	**0.07**	0.07
Considered doubtful:		
Advances to suppliers	**2.49**	2.30
Less: Provision for doubtful advances	**(2.49)**	(2.30)
	132.66	**192.70**

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

as at and for the year ended March 31, 2022

Note 16: Equity share capital

	As at March 31, 2022		As at March 31, 2021	
	Numbers	₹ in Crores	Numbers	₹ in Crores
a) Authorised, issued, subscribed and paid up share capital				
Authorised				
Equity shares of ₹ 10/- each with voting rights	**2,50,00,00,000**	**2,500.00**	2,50,00,00,000	2,500.00
Preference shares of ₹ 100/- each	**2,35,00,00,000**	**23,500.00**	2,35,00,00,000	23,500.00
Unclassified Shares of ₹ 100/- each	**50,00,00,000**	**5,000.00**	50,00,00,000	5,000.00
	5,35,00,00,000	31,000.00	5,35,00,00,000	31,000.00
Issued, subscribed and paid up				
Equity shares of ₹ 10/- each fully paid-up with voting rights	**1,95,49,27,727**	**1,954.93**	1,95,49,27,727	1,954.93
	1,95,49,27,727	1,954.93	1,95,49,27,727	1,954.93
b) Reconciliation of the number of equity shares outstanding:				
Equity shares outstanding at the beginning of the year	**1,95,49,27,727**	**1,954.93**	1,95,49,27,727	1,954.93
Issued during the year	-	-	-	-
Decrease during the year	-	-	-	-
Equity shares outstanding at the end of the year	1,95,49,27,727	1,954.93	1,95,49,27,727	1,954.93

c) Terms/rights attached to equity shares:

The Company has only one class of equity shares having par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The dividend whenever proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General meeting, except in case of interim dividends. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

d) Equity shares held by the ultimate holding company/ holding company and its subsidiaries and associates:

(₹ in Crores)

Name of the Shareholder	Relationship	As at March 31, 2022	As at March 31, 2021
Tata Sons Private Limited	Ultimate holding company	**38,27,59,467**	38,27,59,467
Tata Teleservices Limited	Holding company	**94,41,74,817**	94,41,74,817
The Tata Power Company Limited	Associate of ultimate holding company	**12,67,20,193**	12,67,20,193
Panatone Finvest Limited	Subsidiary of ultimate holding company	**17,850**	17,850
Total		1,45,36,72,327	1,45,36,72,327

e) Details of equity shares held in the Company by each shareholder holding more than 5% shares

Name of the Shareholder	As at March 31, 2022		As at March 31, 2021	
	No of shares held	% of holding	No of shares held	% of holding
Tata Teleservices Limited	**94,41,74,817**	**48.30**	94,41,74,817	48.30
Tata Sons Private Limited	**38,27,59,467**	**19.58**	38,27,59,467	19.58
The Tata Power Company Limited	**12,67,20,193**	**6.48**	12,67,20,193	6.48

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

as at and for the year ended March 31, 2022

f) Reconciliation of the number of 0.1% non cumulative redeemable preference shares outstanding (Compound Financial Instrument):

Name of the Shareholder	As at March 31, 2022		As at March 31, 2020	
	Numbers	₹ in Crores	Numbers	₹ in Crores
Preference shares outstanding at the beginning of the year	**20,18,00,000**	**2,018.00**	20,18,00,000	2,018.00
Issued during the year	-	-	-	-
Decrease during the year	-	-	-	-
Preference shares outstanding at the end of the year	**20,18,00,000**	**2,018.00**	**20,18,00,000**	**2,018.00**

On October 18, 2016, the Company had issued non cumulative redeemable preference shares (RPS) for a tenure of 23 months to Tata Teleservices Limited (TTSL) on private placement with dividend of 0.1% per annum. On September 18, 2018, the Company extended the term of RPS for a further period of 24 months with an option to the Company to redeem at such earlier date as may be decided by the Board of Directors or Finance Committee of the Company.

Pursuant to Section 47(2) of the Companies Act, 2013, with effect from October 17, 2018, TTSL is entitled to additional voting rights of 26.26% in respect of the RPS, as a result of which the Company became a subsidiary of TTSL.

On September 18, 2020, the Company extended the term of RPS for a further period of 24 months with an option to the Company to redeem at such earlier date as may be decided by the Board of Directors or Finance Committee of the Company.

In the event of liquidation, the Preference Shareholders will carry a preferential right over the holder of equity shares for payment of dividend and for payment of capital, in proportion to their shareholding.

g) Shares held by promoters at the end of the year

	No. of Shares as on March 31, 2022	% of Total Shares on March 31, 2022	No. of Shares as on March 31, 2021	% of Total Shares on March 31, 2021	% Change during the year
Equity Shares					
Tata Sons Private Limited	**38,27,59,467**	**19.58%**	38,27,59,467	19.58%	Nil
Tata Teleservices Limited	**94,41,74,817**	**48.30%**	94,41,74,817	48.30%	Nil
Redeemable Preference Shares					
Tata Sons Private Limited	**20,18,00,000**	**100.00%**	20,18,00,000	100.00%	Nil

h) The Company during the preceding 5 years:

i. has not allotted shares pursuant to contracts without payment received in cash.

ii. has not issued bonus shares .

iii. has not bought back any shares.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

as at and for the year ended March 31, 2022

Note 17: Other equity

(₹ in Crores)

	As at March 31, 2022	As at March 31, 2021
Other equity		
(a) Securities premium	**525.43**	525.43
(b) Cash flow hedge reserve	-	-
(c) Retained earnings	**(26,320.86)**	(25,105.68)
(d) Equity component of compound financial instruments	**5,008.02**	4,134.44
	(20,787.41)	**(20,445.81)**
(a) Securities premium		
Balance at beginning of the year	**525.43**	525.43
Balance at end of the year	**525.43**	**525.43**
Securities premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013		
(b) Cash flow hedge reserve		
Balance at beginning of the year	-	(0.70)
Interest rate swaps	-	0.70
Balance at end of the year	-	-
The cash flow hedging reserve represents the cumulative effective portion of gains or losses arising on changes in fair value of designated portion of hedging instruments entered into for cash flow hedges. The cumulative gain or loss arising on changes in fair value of the designated portion of the hedging instruments that are recognised and accumulated under the heading of cash flow hedging reserve will be reclassified to profit or loss only when the hedged transaction affects the profit or loss.		
(c) Retained earnings		
Balance at beginning of the year	**(25,105.68)**	(23,109.74)
Add: Loss for the year	**(1,215.00)**	(1,996.69)
Add: Other comprehensive income/ (loss) arising from measurement of defined benefit obligation net of income tax	**(0.18)**	0.75
Balance at end of the year	**(26,320.86)**	**(25,105.68)**
d) Equity component of compound financial instruments		
Balance at beginning of the year	**4,134.44**	3,150.92
0.1% Redeemable preference shares to Tata Teleservices Limited (Refer note i below)	-	337.98
0.1% Inter-corporate deposits from Tata Teleservices Limited (Refer note ii below)	**873.58**	645.54
Balance at end of the year	5,008.02	4,134.44

The equity portion of compound financial instruments, is on account of dividend/interest percentage being lower than effective market rate and is recorded in Retained earnings.

i) **Redeemable preference shares** of ₹ 337.98 Crores for the year ended March 31, 2021 forming part of equity component pertain to extension for a further period of 2 years from the original date of maturity during the period and all other terms are the same as agreed at the time of issue.

ii) **Inter-corporate deposits** of ₹ 873.58 Crores (₹ 590.49 Crores for the year ended March 31, 2021) forming part of equity component pertain to extension for a further period of 2 years from the original date of maturity during the period and all other terms are the same as agreed at the time of issue.

Also, Inter-corporate deposits of ₹ 55.05 Crores for the year ended March 31, 2021 form part of equity component pertaining to ICD issued on January 28, 2021 for a period of 2 years.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

as at and for the year ended March 31, 2022

Note 18: Financial Liabilities:

Non-current Borrowings

(₹ in Crores)

	As at March 31, 2022	As at March 31, 2021
Secured - at amortised cost		
Term loans - from banks (Gross)	**1,996.09**	2,030.22
Less: Current maturities of long term debt	-	(36.00)
	1,996.09	**1,994.22**
Unsecured - at amortised cost		
Deferred payment liability for LF and SUC*	**2,886.37**	2,672.55
Less: Current maturities of deferred payment liability	-	(184.51)
	2,886.37	**2,488.04**
Liability component of inter-corporate deposits	**9,781.40**	9,844.32
Less: Current maturities of long term debt	**(3,953.05)**	(6,222.07)
	5,828.35	**3,622.25**
Liability component of redeemable preference shares	**1,933.69**	1,764.35
Less: Current maturities of long term debt	**(1,933.69)**	-
	-	**1,764.35**
	10,710.81	**9,868.86**

* towards indemnification (Refer note 1.2)

Notes:

Undrawn borrowing facilities:

As at March 31, 2022, the Company has undrawn committed borrowing facilities of ₹ 386.93 Crores (March 31, 2021 – ₹ 327.89 Crores).

Compliance with loan covenant:

The company does not have any financial covenant requirement for the loan outstanding as at March 31, 2022.

Deferred payment liability for LF and SUC:

i) **Terms of repayment: Refer note 33**

SC directed the Operators to pay 10% of the total outstanding amount claimed by DoT, on or before March 31, 2021. The balance is payable in installments commencing April 1, 2021 up to March 31, 2031 payable by 31st March of every year. In compliance of the SC order, the Company has already made payment of ₹ 639.39 Crores during quarter ended on March 31, 2020. On September 15, 2021, Government of India informed regarding reform & relief measures for Telecom Service Providers ('TSPs') and issued a communication to TTML granting them opportunity of opting for deferment of the AGR dues by a period of four years and paying interest amount by converting the same in equity. On October 29, 2021, company has informed DoT about its decision to opt for deferment of its AGR related dues by four years.

ii) **Interest rate:** 8% p.a. simple interest

Non-current - borrowings - secured

(a) Term loans from banks

As on March 31, 2022

i) Medium term loan outstanding from ICICI Bank is secured by way of first pari-passu charge on movable (fixed & current) assets of the Company's enterprise, fixed wire line and broad band division excluding intangible assets and current and future investments in associate and subsidiary company and Joint ventures of the Company.

ii) **Terms of repayment:-**

- Loan is repayable in full at the end of 3 years by a bullet repayment in February 2024.

iii) **Interest rate:-**

- Interest rate for term loans is in the range of 7.10% to 7.35% p.a.

As on March 31, 2021

i) Medium term loan outstanding from ICICI Bank is secured by way of first pari-passu charge on movable (fixed & current) assets of the Company's enterprise, fixed wire line and broad band division excluding intangible assets and current and future investments in associate and subsidiary company and Joint ventures of the Company.

ii) Terms of repayment:-

- Loan is repayable in full at the end of 3 years by a bullet repayment in February 2024.

iii) Interest rate:-

- Interest rate for term loans is in the range of 7.15% - 8.80% p.a.

(b) Inter-corporate deposit (ICD)

As on March 31, 2022

i) ICDs of ₹ 6,490.15 Crores (liability component of ₹ 5,616.57 Crores at the March 31, 2022) were extended for a further period of 2 years from the original date of maturity and all other terms are the same as agreed at the time of issue.

ii) Terms of repayment:-

- ICDs are fully repayable after 2 years from the date of receipt.

iii) Interest rate:-

- Interest rate for ICD is 0.1% p.a.

iv) As the interest rate of ICD is lower than market rate, it has been considered as compound financial instrument and has been separated into equity component and liability component as per Ind AS 32. Interest on liability component of ICD has been recognised by applying effective interest rate (EIR) within the range of 7.35% to 9.50%.

As on March 31, 2021

i. During the year, ICD of ₹ 409 Crores (liability component of ₹ 353.95 Crores as at March 31, 2021) was issued on January 28, 2021 for a period of 2 years. Also, ICDs of ₹ 3,644 Crores (liability component of ₹ 3263.86 Crores at the March 31, 2021) were extended for a further period of 2 years from the original date of maturity and all other terms are the same as agreed at the time of issue.

ii. Terms of repayment:-

- ICDs are fully repayable after 2 years from the date of receipt.

iii. Interest rate:-

- Interest rate for ICD is 0.1% p.a.

iv. As the interest rate of ICD is lower than market rate, it has been considered as compound financial instrument and has been separated into equity component and liability component as per Ind AS 32. Interest on liability component of ICD has been recognised by applying effective interest rate (EIR) within the range of 7.35% to 9.50%.

(c) Liability component of redeemable preference shares

On September 18, 2020, the Company further extended the term of RPS for a further period of 24 months with an option to the Company to redeem at such earlier date as may be decided by the Board of Directors or Finance Committee of the Company. The equity portion of these redeemable preference shares, on account of dividend percentage being lower than effective market rate, is recorded in Other equity.

Note 19: Non-current provisions

(₹ in Crores)

	As at March 31, 2022	As at March 31, 2021
Others		
Provision for asset retirement obligation (site restoration cost) (Refer note 47)	**0.46**	0.77
Provision for employee benefits (Refer note 37)		
For gratuity	-	1.98
	0.46	**2.75**

Note 20: Other non-current liabilities

(₹ in Crores)

	As at March 31, 2022	As at March 31, 2021
Other non-current liabilities		
Unearned income	**15.86**	17.00
	15.86	**17.00**

Note 21: Financial liabilities:

Current borrowings

(₹ in Crores)

	As at March 31, 2022	As at March 31, 2021
Unsecured - at amortised cost		
Interest accrued but not due on borrowings	**37.53**	27.23
Commercial papers	**3,068.76**	3,090.55
Current maturities of long term debt (Refer note 18)	**5,886.74**	6,258.07
Current maturities of deferred payment liability (Refer note 18)	-	184.51
	8,993.03	**9,560.36**

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

as at and for the year ended March 31, 2022

Notes:

Current - borrowings - unsecured

Commercial papers (CP)

As on March 31, 2022

i) Terms of repayment:-

- Commercial papers are fully repayable within 364 days from the date of issue.

ii) Discount rate:-

- Discount rate for commercial papers is in the range of 5.10% to 5.80% p.a.

As on March 31, 2021

i) Terms of repayment:-

- Commercial papers are repayable within 364 days from the date of issue.

ii) Discount rate:-

- Discount rate for commercial papers is in the range of 4.50% to 8.40% p.a.

Note 22: Trade and other payables

(₹ in Crores)

	As at March 31, 2022	As at March 31, 2021
Total outstanding dues of micro enterprises and small enterprises (Refer note 36)	6.61	3.54
Total outstanding dues other than micro enterprises and small enterprises	162.61	182.08
Total outstanding to related parties (Refer Note 39)	54.99	73.08
	224.21	258.70

Trade payables due for payment

(₹ in Crores)

March 31, 2022	Outstanding for following periods from due date of payment						Total
	Unbilled	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME vendors	0.94	-	4.45	-	-	-	5.39
Other vendors	152.66	1.32	27.19	2.55	1.91	12.98	198.61
Disputed dues-MSME	-	-	1.15	0.06	(0.00)	0.01	1.22
Disputed dues-Others	9.96	-	0.05	0.03	0.13	8.82	18.99
Total	163.57	1.32	32.84	2.64	2.04	21.81	224.21

March 31, 2021	Outstanding for following periods from due date of payment						Total
	Unbilled	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME vendors	0.54	-	3.00	-	-	-	3.54
Other vendors	156.31	-	72.00	4.12	3.05	5.80	241.28
Disputed dues-MSME	-	-	-	-	-	-	-
Disputed dues-Others	2.27	-	0.17	-	3.94	7.50	13.88
Total	159.12	-	75.17	4.12	6.99	13.30	258.70

Note 23: Other current financial liabilities

(₹ in Crores)

	As at March 31, 2022	As at March 31, 2021
Security deposits from customers	6.51	6.76
Advance from distributors	2.27	2.15
Payables on purchase of fixed assets	16.79	9.27
Other payables	5.75	5.92
	31.32	24.10

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

as at and for the year ended March 31, 2022

Note 24: Current Provisions

(₹ in Crores)

	As at March 31, 2022	As at March 31, 2021
Provision for contingencies* (net of amounts paid ₹ 190.47 Crores) (March 31, 2021 ₹ 190.47 Crores) (Refer note 44)	**25.39**	25.39
Provision for employee benefits: (Refer note 37)		
(i) For compensated absences	**2.53**	2.37
(ii) For gratuity	**0.51**	0.57
(iii) For employee incentives	**6.62**	5.75
Provision for foreseeable losses on long term contracts (Refer note 2.2 (viii) and 45)	**19.41**	19.43
Other provisions* (Refer note 46)	**2.23**	2.23
	56.69	**55.74**

* includes provision towards indemnification (Refer note 1.2)

Note 25: Other current liabilities

(₹ in Crores)

	As at March 31, 2022	As at March 31, 2021
Unearned income	**51.71**	45.95
Advance from customers	**7.89**	17.52
Statutory liabilities	**15.02**	12.36
Other payables to third party	**0.02**	0.01
	74.64	75.84

Note 26: Revenue from operations

(₹ in Crores)

	Year ended March 31, 2022	Year ended March 31, 2021
Telecommunication services		
Service revenue	1,078.82	1,023.98
	1,078.82	**1,023.98**
Other operating income		
Income from rendering of services	11.58	15.95
Infrastructure sharing	3.40	3.73
	14.98	**19.68**
	1,093.80	1,043.66

Disaggregation of Revenue

The Company is licensed to provide basic and cellular telecommunication services under Unified License. Further, the Company provide telecommunication services only in the Indian domestic market. Disaggregated Revenue details are as follows:

(₹ in Crores)

Revenue from operations	Year ended March 31, 2022	Year ended March 31, 2021
Revenue from customers	**1,049.64**	985.52
Revenue from operators #	**26.17**	36.46
Other revenue *	**17.21**	21.20
Total Revenue as per Financial Statement	**1,093.02**	**1,043.18**

* Other Revenue excludes IRU Lease deferment of ₹ 0.77 Crores which is covered under Ind AS 116 (March 31, 2021 - ₹ 0.47 Crores)
# Revenue from operators comprises of revenue from Interconnect Usages.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

as at and for the year ended March 31, 2022

Contracts Assets and Liabilities

A contract asset is recorded when revenue is recognized in advance of the right to bill and receive consideration (i.e., additional services must be performed or a performance obligation must be satisfied in order to bill and receive consideration). The contract asset will decrease as services are billed. When consideration is received in advance of the delivery of services, a contract liability is recorded. Reductions in the contract liability will be recorded as we satisfy the performance obligations.

(₹ in Crores)

Contracts Assets and Liabilities	As at March 31, 2022	As at March 31, 2021
Contract Assets		
Unbilled revenue (Refer note 13)	68.84	56.92
Contract Liabilities		
Unearned income (Refer note 20 and 25)	67.57	62.95

(₹ in Crores)

Revenue recognised in relation to contract liabilities	Year ended March 31, 2022	Year Ended March 31, 2021
Unearned and Deferred Income		
Revenue recognised during the year that was included in the contract liability balance at the beginning of the year		
Revenue recognised that was included in the contract liability balance at the beginning of the period	46.88	47.86

(₹ in Crores)

Performance obligations in respect of long term contracts	As at March 31, 2022	As at March 31,2021
Aggregate amount of transaction value allocated to long term contracts that are partially or fully pending to be fulfilled as at reporting date	18.30	19.63

The Company expects that around 43% (March 2021 - 43%) of the performance obligations pending in respect of these long term contracts will be recognised as revenue during the next reporting period with balance in future reporting periods thereafter.
Discount is offered to subscribers based on the tariff opted by the subscribe₹ No discount is offered other than plan. Accordingly, discount is part of the contract price. Revenue is recognised net of Discount and which is as per the contract price.

Deferred customer contract acquisition costs

Costs to acquire customer contracts are generally deferred and amortized over the estimated economic life of the contracts, subject to an assessment of the recoverability of such costs. For contracts with an estimated amortization period of less than one year, acquisition costs are expensed immediately. The closing balance of assets recognised from the costs incurred in respect of long term contracts amounts to ₹ 18.95 Crores as at March 31, 2022 (₹ 17.95 Crores as at March 2021). During the year, in respect of such long term contracts, the company recognised ₹ 10.58 Crores as acquisition cost in the statement of profit and loss.

Note 27: Other income

(₹ in Crores)

	As at March 31, 2022	As at March 31, 2021
Provision/Liabilities no longer required written back	1.16	1.38
Miscellaneous income	5.95	4.13
	7.11	5.51
Other gains		
Gain on disposal of property, plant and equipment/ written off (Net)	2.69	0.64
Gain on discontinuation of lease as per IND AS 116 (Refer note 40)	1.66	4.40
Foreign exchange gain (net)	-	0.59
	4.35	5.63
	11.46	11.14

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

as at and for the year ended March 31, 2022

Note 28: Employee benefits expenses

(₹ in Crores)

	As at March 31, 2022	As at March 31, 2021
Salaries and bonus	48.59	43.95
Contribution to provident and other funds	2.18	1.86
Contribution to gratuity fund (Refer note 37)	0.76	0.69
Staff welfare	3.51	2.87
	55.04	49.37

Note 29: Operating and other expenses

(₹ in Crores)

	As at March 31, 2022	As at March 31, 2021
Rent		
- Network	12.75	-
- Others	0.81	-
Interconnection and other access costs	209.08	164.45
License fees and spectrum charges	72.73	76.39
Other Operating expenses		
Power and fuel	31.71	33.76
Repairs and maintenance		
- plant and machinery	59.80	65.68
- building	1.27	1.59
- others	3.47	4.52
Lease line and bandwidth charges	45.81	43.85
Telecalling charges	12.95	14.27
Port charges	2.91	2.72
Customer acquisition costs	14.15	10.87
Information technology solutions	20.47	19.74
Managed service charges	0.34	0.13
Annual maintenance charges	8.87	9.52
Other expenses		
Commission, incentives and content cost	34.73	36.94
Travel and conveyance	1.56	0.77
Bad debt written off	0.41	0.09
Impairment loss/(reversal) on financial assets	4.55	0.04
Insurance	1.08	1.04
Legal and professional fees	12.09	7.75
Advertisement and business promotion expenses	15.86	8.44
Directors sitting fees	0.69	0.47
Miscellaneous expenses	2.92	2.01
Other losses		
Loss on derivatives not designated in hedge accounting relationship	-	0.36
Foreign exchange loss (net)	0.12	-
	571.13	505.40

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

as at and for the year ended March 31, 2022

Note 30: Depreciation and amortisation expenses

(₹ in Crores)

	As at March 31, 2022	As at March 31, 2021
Depreciation on property, plant and equipment	**116.43**	118.56
Amortisation on right of use assets	**43.50**	49.85
Amortisation of intangible assets	**0.28**	0.32
	160.21	**168.73**

Note 31: Finance costs

(₹ in Crores)

	As at March 31, 2022	As at March 31, 2021
Interest expense:		
On term loans	**316.10**	378.28
On liability component of compound financial instruments	**990.55**	1,014.94
On deferred payment liability and license fees	**217.11**	146.23
On unwinding of asset retirement obligation	**0.02**	0.10
On lease liabilities as per IND AS 116 (Refer note 40)	**10.92**	15.89
Guarantee commission	**0.57**	1.24
Other finance charges	**1.91**	0.01
Unwinding of borrowing cost	**2.16**	4.45
	1,539.34	**1,561.14**

Note 32: Finance Income

(₹ in Crores)

	As at March 31, 2022	As at March 31, 2021
Interest on income tax refund	**2.32**	8.76
Unwinding impact as per IND AS 109 on security deposits at amortised cost	**0.48**	0.51
Interest income on term deposits with banks	**0.04**	1.63
	2.84	**10.90**

Note 33: Exceptional items

(₹ in Crores)

	As at March 31, 2022	As at March 31, 2021
Additional provision for LF/SUC (Refer note below)	-	779.81
	-	**779.81**

The Hon'ble Supreme Court ('SC') pronounced its Judgement on October 24, 2019 ('Judgement'), dismissing the appeals of operators and allowing the Department of Telecommunication's ('DoT') appeal in respect of the definition of Gross Revenue ('GR') and Adjusted Gross Revenue ('AGR') as defined in the Unified Access Service License Agreement.

On September 1, 2020, SC directed the Operators to pay 10% of the total dues as demanded by DoT by March 31, 2021 and the balance in instalments commencing April 1, 2021 upto March 31, 2031 payable by March 31 of every year. As directed by the SC, TTML has furnished, on September 28, 2020, an undertaking to DoT to make the payment of arrears as per the SC order. TTML has made a payment of ₹ 639.39 Crores and will ensure ongoing compliance with the SC orders.

On March 27, 2021, TTML along with Tata Teleservices Limited ('TTSL') has filed Compliance Affidavit before SC as required under the SC order dated September 1, 2020. On April 6, 2021, TTML and TTSL have also filed before SC their respective Undertakings, which were submitted to DoT in terms of SC order dated September 1, 2020. DoT has also filed an affidavit in compliance with the order dated September 1, 2020, in SC on April 7, 2021. SC will look into those affidavits of compliance in due course.

TTML along with TTSL on January 10, 2021, filed a joint application for direction/clarification of order dated September 1, 2020, wherein TTML and TTSL, inter-alia, have requested SC to allow TTML and TTSL to seek rectification of computational errors and erroneous disallowances in the amounts claimed by DoT. The said application was dismissed by SC on July 23, 2021.

TTML along with TTSL on August 22, 2021, has filed a petition seeking a review of the aforesaid order dated July 23, 2021. The said petition may be taken up in due course.

On September 15, 2021, Government of India informed regarding reform & relief measures for Telecom Service Providers ('TSPs') and as a part of these measures DoT, on October 14, 2021, issued a

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

as at and for the year ended March 31, 2022

communication to TTML and TTSL granting them the opportunity of opting for deferment of the AGR dues by a period of four years and paying interest amount by converting the same in equity.

On October 29, 2021, TTML along with TTSL has informed DoT about its decision to opt for deferment of its AGR related dues by four years. On February 1, 2022, TTML along with TTSL has informed DoT about its decision to not pursue the option of conversion of interest into equity.

On April 6, 2022, TTML along with TTSL has filed an Affidavit before SC in compliance with the SC order dated September 1, 2020, wherein it brought on record the acceptance of the moratorium, offered by the DoT.

During the year ended March 31, 2022, TTML continues to recognize interest on AGR obligations. The amount has been recorded in compliance with the accounting standards, strictly without prejudice to TTML's legal rights, claims, remedies and contentions available under law.

Additional provision towards LF & SUC of ₹ 779.81 Crores for the year ended March 31, 2021.

Note 34: Commitments and contingencies

(₹ in Crores)

	As at March 31, 2022	As at March 31, 2021
I) Commitments:		
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)		
Tangible assets	**61.26**	45.45
II) Contingent Liabilities:		
i) Claims against the Company not acknowledged as debt		
- Telecom regulatory matters*	**331.78**	331.78
- Others	**262.38**	260.95
ii) Disputed service tax demands	**293.33**	286.34
iii) Disputed local body tax demands	**3.88**	3.88
	891.37	**882.95**

* includes contingent liabilities towards indemnification (Refer note 1.2)

Notes:

a) Bharat Sanchar Nigam Limited (BSNL) issued demand notices to pay Access Deficit Charge (ADC) aggregating ₹ 166.90 Crores, including interest, for the period November 14, 2004 up to February 28, 2006. The demands stated that 'Fixed Wireless' services provided by the Company under the brand name 'WALKY' had mobility features and should be treated as mobile services for the purpose of Interconnect Usage Charges Regulations and ADC was payable on such calls. The Company filed a petition before the Hon'ble Telecom Dispute Settlement Appellate Tribunal (TDSAT) in this regard. TDSAT disallowed the Company's petition and held that ADC was payable on such calls. The Company filed an appeal before the Hon'ble Supreme Court, which confirmed that ADC was payable on fixed wireless service vide order dated April 30, 2008. As there were claims and counter-claims between the Company and BSNL, the senior counsel of BSNL offered and Hon'ble Supreme Court directed that quantification of amounts payable to each other be made by Hon'ble TDSAT.

   The Company, thereafter, filed a petition in TDSAT to determine/reconcile amounts payable to each other and TDSAT vide its order dated August 12, 2008 held that BSNL and the Company should exchange relevant information and reconcile the differences. On April 15, 2010, TDSAT confirmed BSNL demands for period up to August 25, 2005 and gave BSNL liberty to lodge its claim for a further period up to February 28, 2006. The Company's appeal before SC against the aforesaid TDSAT order dated April 15, 2010 was admitted by the SC vide its order dated July 23, 2010 but stay was not granted. Supreme Court had asked for details/ break up of demands which have been filed. Based on the legal advice available with the Company, the penalty clause invoked by BSNL does not apply and the Company is entitled to seek refund of ₹ 50.73 Crores, the excess ADC amount paid to BSNL along with interest.

   Out of the aforesaid ₹ 166.90 Crores, the Company has till date provided for amounts aggregating ₹ 111.61 Crores. The balance amounts aggregating ₹ 55.30 Crores have been disclosed as Contingent Liability.

   The matter was last listed before the Hon'ble Supreme Court on March 30, 2017 and thereafter got adjourned. This shall come up for hearing in due course. Payments made under dispute till date aggregates ₹ 111.61 Crores in relation to the above. There are similar claims raised by other operators of ₹ 3.29 Crores, provision of ₹ 2.68 Crores has been made and ₹ 0.61 Crores has been disclosed as Contingent Liability.

b) A demand for ₹ 290.17 Crores for start-up spectrum beyond 2.5MHz, being a one-time spectrum charges claimed for the period from January 1, 2013 till the date of expiry of the license, was received from the DoT. The Company has filed a writ petition in the Bombay High Court against the demand and obtained a stay order. The Company has undertaken (written to DoT conveying its intent) to surrender 1.25 MHz of CDMA spectrum after retaining 1.25 MHz of spectrum over and above start up spectrum of 2.5 MHz in Mumbai and to surrender the spectrum beyond 2.5 MHz in Maharashtra. Pursuant thereto, the Company

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has paid under protest all four instalments aggregating ₹ 119.58 Crores for spectrum retained and also completed the surrender of spectrum in Mumbai and Maharashtra under protest. The DoT filed a Reply. The Company has to file a Rejoinder and an application for modification of the prayer clause in view of payments being made by the Company. The matter has been tagged with similar writs filed by other operators for Hearing and was last listed on February 04, 2020, where Bharti Airtel Limited sought deferment. The matter was due to taken up on March 17, 2020 but in view of the outbreak of COVID-19, the matter has been adjourned. Based on legal advice, the Company has considered the said demand as remote in nature.

c) DoT has issued instruction to TERM Cell in each Licensed Service Area to conduct monthly audit to check compliance levels of subscriber verification norms. DoT has also issued circulars to impose penalty for non-compliances to its instructions observed during the monthly audits. Total penalty raised to the Company on account of subscriber verification norms is ₹ 268.84 Crores till March 31, 2022. Some of these penalties have been challenged by the Company in various High Courts and TDSAT. Based on legal opinion that the circulars are contrary to Section 20A of the Indian Telegraph Act, 1885, as the circulars prescribe penalties in excess of those prescribed under the Telegraph Act, the Company has disclosed the said demands as contingent liability.

Out of the aforesaid amount of ₹ 268.84 Crores, the Company has till date provided for amounts aggregating ₹ 3.69 Crores. The balance amounts aggregating ₹ 265.15 Crores have been disclosed as Contingent Liability.

d) Bharti raised invoices/demands on the Company for period since June 2009 in respect of SMS terminating on its network based on the interconnection agreement between the Company and the operator. The Company disputed on the grounds that the charges are not reasonable, are discriminatory and that the said quantum of 0.10 paisa as SMS TC is not cost based. TDSAT vide its order dated August 30, 2012, directed TTSL to pay these charges. On October 17, 2012, TTSL's appeal against the said judgment was admitted by the Hon'ble Supreme Court, but SC directed the Company to pay the above amount on a condition that any amounts paid by the Company would be refunded back with interest in the event the matter is adjudged in the Company's favour. Total amount payable to the operator (net of access charges receivable by the Company) amounts to ₹ 72.40 Crores (March 31, 2021 – ₹ 72.40 Crores) which has been fully provided by the Company. Amount paid under dispute as at March 31, 2022 amounts to ₹ 66.38 Crores (March 31, 2021 – ₹ 66.38 Crores).

Other operators have raised claims for SMS termination amounting to ₹ 53.21 Crores (March 31, 2021 – ₹ 53.21 Crores), which were challenged in TDSAT by the Company. During the year 2015-16, TDSAT has pronounced judgment with respect to SMS termination charges in two of the cases and one is still pending. The Company believes that the amounts adjudged as payable by TDSAT are not tenable in the absence of any contractual arrangements with these operators for SMS termination and that the arrangement between the parties was based on the principle of Bill & Keep and has filed the appeal against the judgment in Hon'ble Supreme Court and the matter will be heard in due course. Accordingly, these claims have been disclosed as contingent liabilities.

e) DoT has issued demand notes on March 15, 2018 of ₹ 7 Crores covering GSM Services for the circle of Maharashtra and ₹ 3.70 Crores covering CDMA services in Mumbai and Maharashtra followed by SCN issued earlier for alleged delay in compliance of the first year roll out obligation of CDMA and GSM services as per License Agreements. The Company has challenged the demand in TDSAT. TDSAT has stayed the demand and restrained DOT from taking coercive action including encashment of Bank Guarantee. The Company based on the data available and internal assessment, believes that the demand will be quashed and hence, disclosed the demand as contingent liability.

f) The Company, as a lessee of the property known as Al-aqmar Trust, Pune, has been receiving demand notices from Pune Municipal Corporation (PMC) since 1998, in its erstwhile name Hughes Ispat Ltd. PMC had raised its original demand for the year 1998 unilaterally fixing the Annual Rateable Value (ARV) at ₹ 1.10 Crores. In the Municipal Appeal filed by the Company in 1998 against the demand, the Small Causes Court in Pune vide its judgment of 28th July 2003 set aside all the demands of PMC until 2003. The Court also directed the PMC to issue special notice to the Company, provide hearing and then fix the ARV, which direction has not yet been followed by PMC. PMC preferred a Writ Petition before the High Court of Bombay in 2004 against the said Judgment. The High Court did not grant any stay in favour of PMC in 2004 and dismissed the Writ Petition on 3rd July 2019 for default on the part of PMC. In the meanwhile, the demands raised by PMC for the subsequent years post 2003 were also challenged by the Company in 2007 in the Court in Pune, which held in 2013 in favour of the Company and the case filed by the Company in 2015 is pending for disposal before the Civil Court in Pune. The demand challenged in 2015 is for ₹ 11.83 Crores, which includes alleged arrears with penalty from the year 2003 till 2015 and the entire demand has been stayed by an Order of Injunction by the Court, which Order shall continue to be in force in favour of the Company until disposal of the suit. Despite the Court Orders, PMC continued to raise demands in defiance of the Orders for the year 2019-20 for ₹ 80.76 Crores and for ₹ 0.29 Crores, which were suitably responded by the Company on 24th April 2019 and on 29th May 2019 citing the Court Orders. PMC in its website had posted, in February 2021, three (3) Demand Notices towards property tax against three (3) property IDs of Al-aqmar property for ₹ 124.46 Crores, ₹ 1.27 Crores and ₹ 0.45 Crores, which included the arrears from the year 2003 that were covered under previous Orders of the Courts. The Company moved the Civil Court, Pune again in February 2021 and obtained an Order of Injunction in March 2021 restraining PMC from giving effect to/demanding taxes of the three bills posted on its officials website and from recovering the amount by adopting any coercive methods and also restraining

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PMC from raising or issuing any further demand notices, property tax bills and from posting the same on its official website or publishing the same in any newspaper or other mode of communication, against the Company until disposal of the suit and has asked PMC to try to remove from the website uploaded bills concerning the Company. Since PMC continued to update its tax demands in its website in disregard to the Court Order, TTML had issued a legal notice in January 2022 through its lawyer warning PMC of its violation of the Court Order and initiating contempt proceedings against it. In spite of the contempt notice, PMC continued its updates in the website month on month. In this situation, before initiating a contempt proceeding, TTML is proposing to issue one more warning notice to PMC and then decide the course of action.

g) The Company has evaluated the impact of the Supreme Court (SC) judgment dated February 28, 2019 in case of "Vivekananda Vidyamandir And Others Vs The Regional Provident Fund Commissioner (II) West Bengal" and the related circular (Circular No. C-I/1(33)2019/Vivekananda Vidya Mandir/284) dated March 20, 2019 issued by the Employees' Provident Fund Organisation in relation to non-exclusion of certain allowances from the definition of "basic wages" of the relevant employees for the purposes of determining contribution to provident fund under the Employees' Provident Funds & Miscellaneous Provisions Act, 1952. In the assessment of the management which is supported by legal advice, the Company believes that the aforesaid judgment does not have material impact on the Company. The Company will continue to monitor and evaluate its position based on future events and developments.

Note 35: Payments to auditors (excluding GST)

(₹ in Crores)

		April 1, 2021 to March 31, 2022	April 1, 2020 to March 31, 2021
i)	For audit fees	**0.50**	0.47
ii)	For tax audit	**0.06**	0.06
iii)	Disputed local body tax demands	**0.23**	0.23
iv)	For reimbursement of expenses *	-	-
		0.79	0.76

* figures are below rounding off norms adopted by the company

Note 36: Disclosure of Micro, Small and Medium Enterprises

The Company has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'). The disclosures pursuant to the said MSMED Act are as follows:

(₹ in Crores)

		As at March 31, 2022	As at March 31, 2021
i)	Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	**6.54**	3.50
ii)	Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	**0.03**	0.04
iii)	Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year end	-	-
iv)	Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
v)	Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
vi)	Interest due and payable towards suppliers registered under MSMED Act, for payments already made	-	-
viii)	Further interest remaining due and payable for earlier years	**0.04**	-
		6.61	3.54

Note 37: The disclosure as required under Ind AS 19 regarding the Employee benefits is as follows:

Employee benefit plans

Defined contribution plans

The Company makes Provident Fund contributions which are defined contribution plans, for qualifying employees. Under the schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The Company recognised ₹ 1.93 Crores for the year ended March 31, 2022 (₹ 1.86 Crores for the year ended March 31, 2021) for Provident Fund contributions in the Statement of Profit and Loss. The contributions payable to these plans by the Company are at rates specified in the rules of the schemes.

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Gratuity and other post-employment benefit plans

The Company offers the following employee benefit schemes to its employees:
i. Gratuity (included as part of Refer note 28 Employee benefits expense)
ii. Short-term compensated absences (included as part of Refer note 28 Employee benefits expense)

(i) Gratuity

The Company has defined benefit gratuity plan. Every employee who has completed five years or more gets the gratuity on departure at 15 days salary i.e. last drawn salary for each completed year of service. The scheme is funded with an insurance company in the form of a qualifying insurance policy.

The Company offers the gratuity under employee benefit schemes to its employees

(₹ in Crores)

Particulars	Year Ended March 31, 2022	Year Ended March 31, 2021
Components of employer's expense		
Current service cost	**0.64**	0.55
Interest cost	**0.26**	0.24
Expected return on plan assets	**(0.14)**	(0.10)
Total expense recognised in employee benefit expenses as per Note 28	**0.76**	**0.69**

Re-measurement effects recognised in Other Comprehensive Income (OCI):

(₹ in Crores)

Particulars	Year Ended March 31, 2022	Year Ended March 31, 2021
Actuarial loss due to demographic assumption changes in Defined Benefit Obligation (DBO)*	-	0.09
Actuarial (gain)/loss due to financial assumption changes in DBO	**0.07**	(0.20)
Actuarial loss due to experience on DBO	**0.20**	(0.08)
Return on plan assets greater than discount rate	**(0.09)**	(0.56)
Total actuarial loss/(gain) included in OCI	**0.18**	**(0.75)**

The current service cost, interest cost and expected return on plan assets for the year are included in the 'Employee benefits expenses' line item in the statement of profit and loss. The remeasurement on the defined benefit liability is included in other comprehensive income.

Change in defined benefit obligations (DBO) and fair value of plan assets

(₹ in Crores)

Particulars	Year Ended March 31, 2022	Year Ended March 31, 2021
Change in defined benefit obligations (DBO) during the year		
Present value of DBO at beginning of the year	**5.42**	5.13
Current service cost	**0.64**	0.55
Interest cost	**0.26**	0.24
Transfer in/(out) obligation	**0.02**	-
Actuarial gain - Demographic assumptions	-	0.09
Actuarial (gain)/loss - Financial	**0.07**	(0.20)
Actuarial loss - Experience	**0.20**	(0.08)
Benefits paid	**(0.50)**	(0.31)
Present value of DBO at the end of the year	**6.11**	**5.42**
Change in fair value of plan assets during the year		
Plan assets at beginning of the year	**2.87**	2.52
Transfers	**0.02**	-
Expected return on plan assets	**0.14**	0.10
Actuarial (losses)/ gain	**0.10**	0.56
Benefits paid	**(0.50)**	(0.31)
Contributions by Employer	**2.97**	-
Plan assets at the end of the year	**5.60**	2.87
Actual return on plan assets	**0.24**	0.66

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Net liability recognised in the Balance Sheet

(₹ in Crores)

Particulars	Year Ended March 31, 2022	Year Ended March 31, 2021
Present value of defined benefit obligation	6.11	5.42
Fair value of plan assets	5.60	2.87
Funded status (Deficit)	0.51	2.55
Net liability recognised in the Balance Sheet	**0.51**	**2.55**
Current	**0.51**	**0.57**
Non current	**-**	**1.98**

Composition of the plan assets

(₹ in Crores)

Particulars	Year Ended March 31, 2022	Year Ended March 31, 2021
Others (LIC managed funds)	**100.00%**	100.00%
Actuarial assumptions		
Expected return on plan assets	**5.50%**	5.50%
Discount rate	**6.10%**	5.50%
Salary escalation rate	**5.90%**	5.00%
Attrition	**20.30%**	**20.30%**
Mortality tables	**Indian Assured Lives Mortality (2012-14)**	Indian Assured Lives Mortality (2012-14)
Retirement age	**60 years**	60 years

The expected rate of return on plan assets is determined after considering several applicable factors uch as the composition of the plan assets, investment strategy, market scenario, etc. In order to protect he capital and optimise returns within acceptable risk parameters, the plan assets are well diversified.

The discount rate is based on the prevailing market yields of Government of India securities as at the balance sheet date for the estimated term of the obligations.

The estimate of future salary increases considered, takes into account the inflation, seniority, promotion, increments and other relevant factors.

Experience adjustments

(₹ in Crores)

Gratuity	Year Ended March 31, 2022	Year Ended March 31, 2021	Year Ended March 31, 2020	Year Ended March 31, 2019	Year Ended March 31, 2018
Present value of DBO	**6.11**	5.42	5.13	5.67	7.38
Fair value of plan assets	**5.60**	2.87	2.52	3.19	4.75
Funded status [Surplus/ (Deficit)]	**(0.51)**	(2.55)	(2.61)	(2.48)	(2.63)
Experience (gain)/ loss adjustments on plan liabilities	**0.20**	(0.08)	0.03	(0.34)	(0.56)
Experience gain/ (loss) adjustments on plan assets	**0.10**	0.56	(0.04)	0.08	0.54

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Sensitivity analysis:

Significant actuarial assumptions for the determination of the defined obligation are discount rate, expected salary increase and mortality. The sensitivity analyses below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

(₹ in Crores)

Particulars	Change in assumptions	Year Ended March 31, 2022	Year Ended March 31, 2021
Projected Benefit Obligation on current assumptions		**6.11**	**5.42**
Delta effect of change in Rate of discounting	+1%	**(0.23)**	(0.23)
	-1%	**0.26**	0.20
Delta effect of change in Rate of salary increase	+1%	**0.26**	0.20
	-1%	**(0.23)**	(0.23)
Delta effect of change in Rate of employee turnover	+1%	**(0.01)**	(0.02)
	-1%	**0.02**	(0.02)

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet. The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

Expected Cash Flows for the defined benefit obligation are as follows:

(₹ in Crores)

Particulars	March 31, 2022	March 31, 2021
Within the next 12 months	**1.24**	1.14
Between 1 to 2 years	**1.06**	0.94
Between 3 to 5 years	**2.48**	2.05
Between 6 to 10 years	**2.15**	1.83

The Expected contribution for the next year in ₹ 0.51 Cr

ii) Short - Term Compensated Absences

The compensated absences cover the Company`s liability for earned leave.

Total compensated absences provision as on March 31, 2022 is ₹ 2.53 Crores (₹ 2.37 Crores as on March 31, 2021) which is presented as short-term provision, since the Company does not have an unconditional right to defer settlement for any of these obligations. Provision for compensated absences has been made on the basis of actuarial valuation carried out as at the balance sheet date.

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Note 38: Financial Instruments

The significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial assets, financial liability and equity instrument are disclosed in note 2.18 to the financial statements.

(i) Financial Assets & Liabilities

(₹ in Crores)

Particulars	Fair value as at		Carrying value as at	
	March 31, 2022	March 31, 2021	**March 31, 2022**	March 31, 2021
Financial Assets				
(a) **Measured at Fair Value through Profit or Loss (FVTPL)**				
Mandatorily measured:				
Investments in mutual funds	**100.50**	70.23	**100.40**	70.11
(b) **Amortised Cost**				
Trade receivables	**52.40**	78.22	**52.40**	78.22
Cash and cash equivalents	**16.70**	43.01	**16.70**	43.01
Bank balances other than above	**0.32**	0.28	**0.32**	0.28
Other financial assets	**81.41**	76.34	**81.41**	76.34
Total	251.33	268.08	251.23	267.96
Financial Liabilities				
(a) **Amortised Cost**				
Borrowings	**19,703.84**	19,429.22	**19,703.84**	19,429.22
Lease liabilities	**89.99**	136.83	**89.99**	136.83
Trade payables	**224.21**	258.70	**224.21**	258.70
Other current financial liabilities	**31.32**	24.10	**31.32**	24.10
Total	20,049.36	19,848.85	20,049.36	19,848.85

The carrying amounts of trade receivables, trade payables, capital creditors, short-term borrowings and cash and cash equivalents are considered to be the same as their fair values, due to their short-term nature.

The fair values of non-current borrowings are based on discounted cash flows using a current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs, including own credit risk.

For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

Fair value hierarchy

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels.

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

The following table summarises financial assets and liabilities measured at fair value on a recurring basis and financial assets that are not measured at fair value on a recurring basis (but fair value disclosures are required)

Particulars		**March 31, 2022**	March 31, 2021
Financial Assets			
(a) Measured at Fair Value through Profit or Loss (FVTPL)			
Investments in mutual funds	Level 1	100.50	70.23
Total		100.50	70.23

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Assets and Liabilities that are disclosed at Amortised Cost for which Fair values are disclosed are classified as Level 3. If one or more of the significant inputs is not based on observable market data, the respective assets and liabilities are considered under Level 3.

At the end of the reporting year, there are no significant concentrations of credit risk for financial assets and financial liabilities designated at FVTPL. The carrying amount reflected above represents the company's maximum exposure to credit risk of such financial assets and liabilities.

The fair values of the financial assets and financial liabilities included in the level 2 category above have been determined in accordance with generally accepted pricing models based on a discounted cash flow analysis, with the most significant inputs being the discount rate that reflects the credit risk of counterparties.

Financial Instruments

(ii) Capital management

The Company manages it's capital to ensure that it will be able to continue as a going concern while maximising the return to stakeholders through the optimization of the debt and equity balance. The capital structure of the Company consists of net debt (borrowings as detailed in notes 18 and 21 offset by cash and bank balances and current investments) and total equity of the Company.

Gearing ratio

The gearing ratio at the end of the reporting year was as follows;

(₹ in Crores)

Particulars	As at March 31, 2022	As at March 31, 2021
Debt *	19,703.84	19,429.22
Equity share capital	1,954.93	1,954.93
Other equity (including reserves)	(20,787.41)	(20,445.81)
Total Equity	(18,832.48)	(18,490.88)
Debt to equity ratio	(1.05)	(1.05)

*Debt is defined as non-current and current borrowings (excluding lease liabilities, derivatives and financial guarantee contracts) including current maturities of long term debt and Interest accrued but not due.

The company does not have any financial covenant requirement for the loan outstanding as at March 31, 2022.

(iii) Financial risk management objectives

Inherent to the nature of the Company's business are a variety of financial risks, namely liquidity risk, market risk and credit risk. Developing policies and processes to assess, monitor, manage and address these risks is the responsibility of the Company's Management. The management oversees this risk management framework in the Company and intervenes as necessary to ensure there exists an appropriate level of safeguards against the key risks. Updates on compliance, exceptions and mitigating action are placed before the Audit Committee periodically.

The Company's management works closely to ensure there are appropriate policies and procedures governing the operations of the Company with a view to providing assurance that there is visibility into financial risks and that the business is being run in conformity with the stated risk objectives. Periodic reviews with concerned stakeholders provides an insight into risks to the business associated with currency movements, credit risks, etc. and necessary deliberations are undertaken to ensure there is an appropriate response to the developments.

The risk management objective of the Company is to hedge risk of change in the foreign currency exchange rates associated with it's direct transactions denominated in foreign currency. Since most of the transactions of the Company are denominated in its functional currency (INR), any foreign exchange fluctuation affects the profitability of the Company and its financial position. Hedging provides stability to the financial performance by estimating the amount of future cash flows and reducing volatility.

The Company follows a consistent policy of mitigating foreign exchange risk by entering into appropriate hedging instruments as considered from time to time. The Company is having a defined risk management policy for exposure in foreign currencies. The Company does not enter into a foreign exchange transaction for speculative purposes.

(iv) Market Risk

The company's activities expose it primarily to the financial risks of changes in foreign currency exchange rates and interest rates. The Company enters into a variety of derivative financial instruments to manage its exposure to foreign currency risk and interest rate risk, including:

- Forward foreign exchange contracts to hedge the exchange rate risk arising on the buyer's credit and foreign currency trade payables.

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- Cross currency interest rate swap
- Interest rate swaps to mitigate risk of rising interest rate

There has been no change to the Company's exposure to market risks or the manner in which these risks are being managed and measured.

Market risk exposures are measured using sensitivity analysis.

(iv) (a) Foreign Currency risk management

The Company undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. Exchange rate exposures are managed within approved policy parameters using forward foreign exchange contracts.

The Company is having risk management policy which provides the guidelines for managing the currency risk exposure. Accordingly, the Company has obtained forward contracts to cover up to 100% of its underlying liabilities due within next one year. For balance underlying liabilities the Company has obtained forward contracts to cover from 0-50%.

Hedging Activities:

The Company uses foreign exchange forward contracts, Interest rate swap to manage some of its exposures. The foreign exchange forward contract is not designated as cash flow hedges and entered into periods consistent with foreign currency exposure of the underlying transactions.

The outstanding derivative contracts of the Company in foreign currency at the end of reporting year:

Particulars	Notional amount (USD in Mns)		Fair value Asset/ (Liability) (Cr)	
	As at March 31, 2022	As at March 31, 2021	**As at March 31, 2022**	As at March 31, 2021
Forwards contracts	**0.50**	0.04	**(0.01)**	-

The carrying amounts of the Company's foreign currency denominated monetary liabilities at the end of the reporting year.

Currency (In Mns)	Liabilities as at	
	As at March 31, 2022	As at March 31, 2021
USD	**0.53**	0.04

The outstanding derivative contracts of the Company in foreign currency at the end of the reporting year.

Currency (USD in Mns)	Liabilities as at	
	As at March 31, 2022	As at March 31, 2021
Forward contracts	**0.50**	0.04

The carrying amounts of the Company's foreign currency denominated monetary assets as at March 31, 2022 is USD 0.03 mns, therefore the foreign currency exposure that are not hedged by derivative instruments is ₹ Nil as at March 31, 2022.

(iv) (a) (i) Foreign Currency sensitivity analysis

The Company's sensitivity to a 5% increase and decrease in the Rupees against the relevant foreign currencies is Nil as at March 31, 2022 (Nil as at March 31, 2021). 5% is the sensitivity rate which represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items that are not hedged by derivative instruments and adjusts their translation at the year end for a 5% change in foreign currency rates. The sensitivity analysis includes external loans and vendors.

(iv) (a) (ii) Interest rate risk management

The Company is exposed to interest rate risk because it borrows funds at both fixed and floating interest rates. The floating interest rate risk on borrowings is managed by the Company by the use of interest rate swap contracts. Hedging activities are evaluated regularly to align with the interest rate views and defined risk appetite, ensuring the most cost-effective hedging strategies are applied. The Company's exposures to interest rate on financial asset and financial liabilities are detailed in the liquidity risk management section of this note.

As at March 31, 2022, the Company has variable rate borrowings of ₹ 1,996.09 Crores (₹ 2,030.22 Crores as at March 31, 2021), out of which net exposure to interest rate risk is ₹ 1,996.09 Crores (₹ 2,030.22 as at March 31, 2021) after considering the effect of derivative instruments.

The sensitivity analysis below have been determined based on floating rate rupee borrowings that are not hedged by derivative instruments , the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting year was outstanding for the whole year. A 50 basis point increase or decrease represents management's assessment of the reasonably possible change in interest rates.

If interest rate had been 50 basis points higher/lower and all other variables were held constant, the Company's loss for the year ended March 31, 2022 would increase and decrease by ₹ 10 Crores (increase and decrease by ₹ 10.18 Crores as at March 31, 2021).

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

as at and for the year ended March 31, 2022

(iv) (a) (iii) Interest rate swap contract

As at March 31, 2022, there is no Interest rate swap contract taken against loans. As at March 31, 2021 also, there was no Interest rate swap contract.

CASH FLOW HEDGE RESERVE	Amount (₹ In Crores)
As at March 31, 2020	**(0.70)**
(+) Change in fair value of Interest rate swaps	0.70
As at March 31, 2021	-
(-) Change in fair value of Interest rate swaps	-
As at March 31, 2022	-

(v) Credit risk management

Financial assets

The Company maintains exposure in cash and cash equivalents, investments, term deposits with banks, security deposits with counter-parties, loans to third parties. Individual risk limits are set for each counterparty based on financial position, credit rating and past experience. Credit limits and concentration of exposures are actively monitored by the Company. The Company's maximum exposure to credit risk as at March 31, 2022 and March 31, 2021 is the carrying value of each class of financial assets as disclosed in the financial statements.

Trade receivables

Trade receivables are typically unsecured and are derived from revenue earned from customers. Trade receivables of the Company consist of a large number of customers, spread across diverse industries and geographical areas and hence the Company has minimal concentration of credit risk of its customers. Credit risk has been managed by the Company through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. On account of adoption of Ind AS 109, the Company uses expected credit loss model to assess the impairment loss or gain. The Company uses a provision matrix and forward looking information and an assessment of the credit risk over the expected life of the financial asset to compute the expected credit loss allowance for trade receivables. The Company's maximum exposure to credit risk for the components of the balance sheet at March 31, 2022 and March 31, 2021 is the carrying amounts as disclosed in Note 10.

(vi) Liquidity risk management

Ultimate responsibility for liquidity risk management rests with the management, which has established an appropriate liquidity risk management framework for the management of the company's short-, medium- and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities. The note below sets out details of additional undrawn facilities that the Company has at its disposal to further reduce liquidity risk. Also, refer note 1.3 on going concern.

As at March 31, 2022, the company has undrawn committed borrowing facilities of ₹ 386.93 Crores (March 31, 2021 – ₹ 327.89 Crores) towards working capital limits expiring within a year and renewable at discretion of the banks.

Liquidity and interest risk tables

The following tables detail the Company's remaining contractual maturity for its financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The tables include both interest and principal cash flows. The contractual maturity is based on the earliest date on which the Company may be required to pay.

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The table below provides details regarding the contractual maturities of financial liabilities including estimated interest payments as at March 31, 2022:

(₹ in Crores)

Particulars	Carrying amount	Upto 1 year	1-2 year	2-5 year	5+ year	Total contracted cash flows
Financial Liabilities						
Non-Derivative Liabilities:						
Non-Current borrowings (including interest accrued but not due*)	10,710.81	145.00	8,613.30	1,573.26	3,146.53	13,478.10
Lease liabilities	89.99	50.28	49.89	-	-	100.17
Current borrowings	8,993.03	9,201.00	-	-	-	9,201.00
Trade payables	224.21	224.21	-	-	-	224.21
Other financial liabilities	31.32	31.32	-	-	-	31.32
Total Non-Derivative Liabilities	**20,049.36**	**9,651.81**	**8,663.20**	**1,573.26**	**3,146.53**	**23,034.80**

* The interest rate is floating for the loan taken from ICICI Bank forming part of Non-current borrowings, therefore an average rate of 7.25% is considered for arriving at Contracted Cash flows.

The table below provides details regarding the contractual maturities of financial liabilities including estimated interest payments as at March 31, 2021:

(₹ in Crores)

Particulars	Carrying amount	Upto 1 year	1-2 year	2-5 year	5+ year	Total contracted cash flows
Financial Liabilities						
Non-Derivative Liabilities:						
Non-Current borrowings (including interest accrued but not due)*	9,868.86	145.00	6,614.36	3,318.19	1,991.73	**12,069.28**
Lease liabilities	136.83	51.99	53.68	53.36	-	**159.03**
Current borrowings	9,560.36	10,079.57	-	-	-	**10,079.57**
Trade payables	258.70	258.70	-	-	-	**258.70**
Other financial liabilities	24.10	24.10	-	-	-	**24.10**
Total Non-Derivative Liabilities	**19,848.85**	**10,559.36**	**6,668.04**	**3,371.55**	**1,991.73**	**22,590.68**

* The interest rate is floating for the loan taken from ICICI Bank forming part of Non-current borrowings, therefore an average rate of 7.25% is considered for arriving at Contracted Cash flows.

Excessive risk concentration

There are no significant concentrations of credit risk, whether through exposure to individual customers, specific industry sectors and/or regions. Further, the Company's policies and procedures include specific guidelines to whereby maximum bank wise limits are set up to which the Company can hedge with each of the banks.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

as at and for the year ended March 31, 2022

Note 39: Related party disclosure (in terms of Ind AS - 24)

i) Details of all related parties and their relationships

A Ultimate Holding Company

Tata Sons Private Limited

B Holding Company

Tata Teleservices Limited

C Investing Party of Ultimate Holding Company

Sir Dorabji Tata Trust

Sir Ratan Tata Trust

D Subsidiaries, associate and joint venture companies of holding company and ultimate holding company with whom the Company had transactions:

Fellow Subsidiaries

Air India Limited w.e.f. January 27, 2022

Airasya India Limited

Automotive Stampings and Assemblies Limited

C-Edge Technologies Limited

Ecofirst Services Limited

Ewart Investments Limited

Infiniti Retail Limited

Innovative Retail Concepts Private Limited

Mahaonline Limited

Smart value homes private Limited

Supermarket grocery supplies private Limited

Taj Air Limited

Tata 1MG technologies private Limited w.e.f. June 9, 2021

Tata Advanced Systems Limited

Tata AIG General Insurance Company Limited

Tata Asset Management Limited

Tata Autocomp Hendrickson Suspensions Private Limited (formerly known as Taco Hendrickson Suspensions Private Limited)

Tata Autocomp Systems Limited

Tata Business Hub Limited

Tata Capital Financial Services Limited

Tata Capital Housing Finance Limited

Tata Captital Limited

Tata Communications (America) Inc.

Tata Communications Collaboration Services private Limited

Tata Communications International

Tata Communications Limited

Tata Communications payment solutions Limited

Tata Communications Services (Bermuda)

Tata Communications Transformation Services Limited

Tata Consultancy Services Limited

Tata Consulting Engineers Limited

Tata Digital Limited

Tata Elxsi Limited (w.e.f. 01.12.2020)

Tata Housing Development Company Limited

Tata International DLT private Limited

Tata International Limited

Tata Investment Corporation Limited

Tata Medical and Diagnostics Limited

Tata Realty and Infrastructure Limited

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

as at and for the year ended March 31, 2022

Tata Securities Limited
Tata SIA Airlines Limited
Tata Tele NxtGen Solutions Limited
Tata Toyo Radiator Limited
Tata Trustee Company Limited
Tata Value Homes Limited
TCE Consulting Engineers Limited
TCS e-Serve International Limited
Tejas Network Limited
THDC Management Services Limited (formerly known as THDC Facility Management Limited)
TRIL IT4 Private Limited (formerly known as Albrecht Builder Private Limited)
TRIL Urban Transport Private Limited
TTL Mobile Private Limited (Formerly known as Virgin Mobile (India) Private Limited)

Associate Of Fellow Subsidiary

Alef Mobitech Solutions Private Limited
Indusface Private Limited
STT Global Data Centres India Private Limited (formerly known as Tata Communications Data Centers Private Limited)
Tata Projects Limited
Tema India Limited
The Associated Building Company Limited
TVS Supply Chain Solutions Limited
Vortex Engineering Private Limited

Associate Of Holding/Ultimate Holding Company

Benares Hotels Limited
Booker India Limited (formerly known as Booker India Private Limited)
Carat Lane Trading Private Limited
Coastal Gujarat Power Limited
Conneqt Business Solutions Limited (formerly known as Tata Business Support Services Limited)
Fiora Business Support Services Limited (formerly known as Westland Limited)
Fiora Online Limited
Fiora Services Limited
Jaguar Land Rover India Limited
Jamshedpur Football and Sporting Private Limited
Ncourage Social Enterprise Foundation
Nelco Limited
PIEM Hotels Limited
Rallis India Limited
Roots Corporation Limited
Spark44 Demand Creation Partners Private Limited
Taj Trade & Transport Company Limited
Tata Chemicals Limited
Tata Consumer Products Limited
Tata Global Beverages Limited
Tata Motors Finance Limited
Tata Motors Insurance Broking and Advisory Services Limited
Tata Motors Limited
Tata Power Delhi Distribution Limited
Tata Power Trading company Limited
Tata Smartfoodz Limited
Tata Steel BSL Limited (formerly known as Bhushan Steel Limited)
Tata Steel Downstream Products Limited (formerly known as Tata Steel Processing and Distribution Limited)
Tata Steel Limited
Tata Technologies Limited

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

as at and for the year ended March 31, 2022

Tatanet Services Limited
The Indian Hotels Company Limited
The TATA Power company Limited
Titan Company Limited
TML Business Services Limited
Trent Limited
Voltas Limited

Joint venture of fellow subsidiary
Air India SATS Airport Services Private Limited
Industrial Minerals and Chemicals Company Private Limited
Pune IT City Metro Rail Limited
Pune Solapur Expressways Private Limited
Tata Autocomp GY Batteries private Limited
Tata Ficosa Automotive Systems Private Limited (Formerly known as Tata Ficosa Automotive Systems Limited)

Joint Venture of Ultimate Holding Company
Tata AIA Life Insurance Company Limited
Tata Industries Limited
Tata Sky Broadband private Limited
Tata Sky Limited

Post employment benefit plans of Company
Tata Teleservices (Maharashtra) Gratuity Fund
Tata Teleservices (Maharashtra) Superannuation Fund

E Key Management Personnel
Ms. Hiroo Mirchandani - Independent, Non-Executive Director
Dr. Narendra Damodar Jadhav - Independent, Non-Executive Director
Mr. Kumar Ramanathan - Independent, Non-Executive Director
Mr. Srinath Narasimhan - Non-Executive Director
Mr. Ankur Verma - Non-Executive Director
Mr. Thambiah Elango - Non-Executive Director
Mr. Harjit Singh - Chief Excecutive Officer
Mr. Kush S. Bhatnagar - Chief Financial Officer

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

as at and for the year ended March 31, 2022

RELATED PARTY DISCLOSURE (IN TERMS OF IND AS - 24)

ii) Details of transactions with related parties for the year ended March 31, 2022

(₹ in Crores)

	Ultimate Holding Company	Holding Company	Fellow subsidiaries	Joint Venture Of Fellow Subsidiary	Associate Of Holding/ Ultimate Holding Company	Associate Of Fellow Subsidiary	Joint Venture Of Ultimate Holding Company	Investing Party of Ultimate Holding Company	Key Management Personnel	Total
1) Expenses										
- Customer service and call centre cost	-	-	4.90	-	-	-	-	-	-	**4.90**
- Network operation cost	0.01	0.74	116.87	-	0.04	4.09	0.00	-	-	**121.75**
- Administrative and other expenses	0.00	0.00	1.29	-	0.82	0.00	0.16	-	-	**2.27**
- Rent	-	1.74	-	-	-	-	-	-	-	**1.74**
- Interconnect and other access costs	-	11.41	15.97	-	-	-	-	-	-	**27.38**
- Directors sitting fees	-	-	-	-	-	-	-	-	0.69	**0.69**
- Managerial remuneration	-	-	-	-	-	-	-	-	1.22	**1.22**
- Interest expense on liability component of Compound Financial Instruments:	-									
Redeemable preference shares	-	169.34	-	-	-	-	-	-	-	**169.34**
Inter corporate deposits	-	821.20	-	-	-	-	-	-	-	**821.20**
2) Income										
- Rent income	-	(3.09)	-	-	-	-	-	-	-	**(3.09)**
- Service revenue	(0.06)	(10.56)	(96.06)	(0.13)	(7.41)	(0.23)	(5.55)	(0.03)	-	**(120.03)**
- Other operating income	-	-	(15.09)	-	-	-	-	-	-	**(15.09)**
3) Other Transactions										
- Reimbursement of expenses paid	-	19.72	0.04	-	0.00	-	-	-	-	**19.76**
- Reimbursement of expenses received	-	(16.74)	-	-	-	-	(0.00)	-	-	**(16.74)**
- Sale of fixed assets	-	(0.02)	-	-	-	-	-	-	-	**(0.02)**
- Purchase of fixed asset	-	0.60	-	-	-	-	-	-	-	**0.60**
- Purchase of Traded goods	-	1.67	1.77	-	0.69	-	-	-	-	**4.13**
- Sales of Traded goods	-	(0.06)	-	-	-	-	-	-	-	**(0.06)**
4) Outstanding as at										
Borrowings (Refer Note 18 and 21)	-	(11,715.09)	-	-	-	-	-	-	-	**(11,715.09)**
Trade receivables	0.01	5.17	10.74	0.01	0.24	0.03	0.87	0.00	-	**17.07**
Trade payables	(0.02)	(6.67)	(47.85)	-	(0.12)	(0.33)	-	-	-	**(54.99)**

In the above table Income, receipts and liabilities are shown in brackets.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

as at and for the year ended March 31, 2022

RELATED PARTY DISCLOSURE (IN TERMS OF IND AS - 24)

ii) Details of transactions with related parties for the year ended March 31, 2021

(₹ in Crores)

	Ultimate Holding Company	Holding Company	Fellow sub-sidiaries	Joint Venture Of Fellow Subsidiary	Associate Of Holding/ Ultimate Holding Company	Associate Of Fellow Subsidiary	Joint Venture Of Ultimate Holding Company	Investing Party of Ultimate Holding Company	Key Man-agement Personnel	Total
1) Expenses										
- Customer service and call centre cost	-	-	16.27	-	0.07	-	-	-	-	**16.34**
- Network operation cost	-		125.36	-	55.75	4.43	-	-	-	**185.54**
- Administrative and other expenses	-	0.03	1.04	-	0.00	-	0.11	-	-	**1.18**
- Rent	-	0.67	-	-	-	-	-	-	-	**0.67**
- Interconnect and other access costs	-	9.39	2.23	-	-	-	-	-	-	**11.62**
- Directors sitting fees	-	-	-	-	-	-	-	-	0.44	**0.44**
- Managerial remuneration	-	-	-	-	-	-	-	-	1.27	**1.27**
- Interest expense on liability component of Compound Financial Instruments:										
Redeemable preference shares	-	177.86	-	-	-	-	-	-	-	**177.86**
Inter corporate deposits	-	837.08	-	-	-	-	-	-	-	**837.08**
Interest on Loan	-	0.16	-	-	-	-	-	-	-	**0.16**
2) Income										
- Rent income	-	(3.09)	(0.44)	-	-	-	-	-	-	**(3.53)**
- Service revenue	(0.03)	(22.67)	(130.99)	(0.03)	(10.18)	(0.09)	(3.90)	(0.09)	-	**(167.98)**
- Other operating income	-	(1.43)	(17.95)	-	-	-	-	-	-	**(19.38)**
3) Other Transactions										
- Reimbursement of expenses paid	-	23.40	-	-	-	-	-	-	-	**23.40**
- Reimbursement of expenses received	-	(24.80)	-	-	-	-	(0.04)	-	-	**(24.84)**
- Sale of fixed assets	-	(0.27)	-	-	-	-	-	-	-	**(0.27)**
- Purchase of fixed asset	-	0.55	1.32	-	1.86	-	-	-	-	**3.73**
4) Loans										
- Inter corporate deposits received (Refer Note 17 and 18)	-	(409.00)	-	-	-	-	-	-	-	**(409.00)**
- Loan repaid (Refer Note 18 and 21)	-	6.94	-	-	-	-	-	-	-	**6.94**
4) Outstanding as at										
Borrowings (Refer Note 18 and 22)	-	(11,608.67)	-	-	-	-	-	-	-	**(11,608.67)**
Trade receivables	-	8.85	33.56	-	0.49	0.01	0.68	-	-	**43.59**
Trade payables	-	(9.18)	(46.80)	-	(17.10)	-	-	-	-	**(73.08)**

In the above table Income, receipts and liabilities are shown in brackets.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

as at and for the year ended March 31, 2022

(₹ in Crores)

	March 31, 2022	March 31, 2021
Short term employee benefits	1.17	1.22
Post-employment benefits	0.05	0.05
Directors sitting fee	0.69	0.44
Total	1.91	1.71

As the liabilities for the gratuity and compensated absences are provided on an actuarial basis, and calculated for the Company as a whole rather than each of the individual employees, the said liabilities pertaining specifically to KMP are not known and hence, not included in the above table.

Note 40: Lease liabilities

A. Background of leasing activity:

The Company has lease contracts for various Network Sites, buildings and dark fibre (IRU). Company is using Network Sites for transmission and for in door network coverage purpose. The properties taken on lease are used as offices. The average lease period for the sites is 4 years with an average escalation of 3-5% per annum. The average lease period for properties is 2-3 years with an average escalation of 3-5%. Generally the company is restricted to sublet the sites taken on lease.

B. Set out below are the carrying amounts of lease liabilities

(₹ in Crores)

	As at March 31, 2022	As at March 31, 2021
Balance at the beginning of the year	136.83	193.64
Additions	0.58	7.00
Deletion	(8.39)	(24.35)
Accretion of interest	10.92	15.89
Payments	(49.95)	(54.62)
Modification adjustment	-	(0.74)
Balance at the end of the year	89.99	136.83
Current	43.51	34.60
Non-current	46.48	102.23

Refer note 38 for Maturity Analysis of Lease liabilities

C. Total cash outflow

The Company has a total cash flow for leases of ₹ 62.19 Crores for the year ended March 31, 2022 (₹ 64.55 Crores - March 31, 2021), out of which the amount paid against interest component is ₹ 10.92 Crores (₹ 15.89 Crores - March 31, 2021) and against principal is ₹ 39.03 Crores (₹ 38.72 Crores - March 31, 2021) for the sites considered for ROU and Lease Liability calculation, the balance payment is made for short term leases and variable rent.

D. Amount recognised in Statement of Profit and Loss

(₹ in Crores)

	For the year ended March 31, 2022	For the year ended March 31, 2021
Depreciation charge on Right-of-use assets (Refer note 4)	43.50	49.85
Interest expense (included in finance costs) (Refer note 31)	10.92	15.89
Expenses relating to short term leases (included in other expenses)	8.89	6.06
Expenses relating to variable lease payments not included in lease liabilities (included in other expenses)	3.35	3.88
Gain on discontinuation of lease included in other income	1.66	4.40

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

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E. Future Variable Lease Payments

(₹ in Crores)

Future cash outflows not reflected in the measurement of lease liabilties	1 year or less	1 to 5 years	Over 5 years	Total
2021-22	**3.52**	**3.70**	**-**	**7.22**
2020-21	4.80	10.32	-	15.12

The average escalation rate of 5% is used to calculate the future variable payments.

Additional information pertaining to variable lease payments

The company has lease contracts for Network sites where a part of the total rent is variable. The additional rent paid is ₹ 3.35 Crores for financial year ended March 31, 2022 and ₹ 3.88 Crores for the financial year ended March 31, 2021.

F. Additional information on short term and low value leases

The Company had a leases of a building and MSC sites which are short term i.e. lease term of less then 1 year. These leases were short term lease and the company elected not to recognise right to use assets and lease liabilities for these leases. The lease payment of such leases are directly debited to Statement of Profit and Loss.

G. Additional information on extension and termination option

Under IND AS 116, lease term is defined as non-cancellable period together with any renewal option or termination option with lessee if it is reasonably certain to exercise the option. Both these options with the Company are only considered for the purpose of determination of lease term and the options with lessor is ignored. Most of the lease contracts have an option of extension and termination on mutual concession. The company reassesses whether it is reasonably certain to exercise the options if there is a significant event or significant change in circumstances within its control. Generally, the company assesses at lease commencement whether it is reasonably certain to exercise the options. The Company assesses the probability of options basis the review of the network design and the technology and business plans.

Note 41: Segment Reporting

The Company is engaged in providing telecommunication services under Unified License. These, in the context of Ind AS 108 on "Segment reporting", are considered to constitute a single reportable segment. Further, the Company provide telecommunication services only in the Indian domestic market and accordingly secondary segment reporting disclosure are not required. Revenues of approximately ₹ 172.51 Crores (March 31, 2021 ₹ 115 Crores) are derived from a single external customer.

Note 42: Loss per equity share

	For the year ended March 31, 2022	For the year ended March 31, 2021
i) (Loss) for the year (₹ in Crores)	**(1,215.00)**	(1,996.69)
ii) Weighted average number of shares outstanding	**1,95,49,27,727**	1,95,49,27,727
iii) Nominal value of equity shares (₹)	**10.00**	10.00
iv) Basic and Diluted (Loss) per Share (₹)	**(6.22)**	**(10.21)**

Note 43: Deferred tax

No provision for current Tax expense is required to be made as there is taxable losses arisen for the current financial year on the basis of computation of total income made by the company. There are carry forward of business losses and unabsorbed depreciation which will aggravate the accumulated business loss and unabsorbed forward brought forward from last year and effectively, there will be tax loss carried forward situation. Since, it is not probable that the company will generate future taxable profits; no deferred tax asset has been recognized on unused tax losses. Accordingly, the Company has restricted recognition of deferred tax asset to the extent of deferred tax liability.

Given that uncertainty over future taxable profits available for set off against unabsorbed depreciation and unabsorbed business losses, the Company has not recognised deferred tax assets of ₹ 6,586.65 Crores (March 31, 2021: ₹ 6,498.60 Crores) in respect of unabsorbed depreciation and business losses amounting to ₹ 18,849.74 Crores (March 31, 2021: ₹ 18,597.19 Crores) in aggregate which can be carried forward against future taxable income. Tax losses carry forward for which no deferred tax assets were recorded amounted to:

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

as at and for the year ended March 31, 2022

(₹ in Crores)

	For the year ended March 31, 2022	For the year ended March 31, 2021
Expiring within 1 year	-	-
Expiring within 1 to 5 years	974.85	176.83
Expiring within 5 to 8 years	11,826.53	12,510.48
Expiring without limitation	6,048.36	5,909.88
Total	18,849.74	18,597.19

The tax rate for March 2022 was 34.94% (March 2021: 34.94%).

Note 44: Provision for contingencies

The following table sets forth the movement in the provision for contingencies:

(₹ in Crores)

	As at March 31, 2021	Provision made/ (reversed) during the year	Payments adjusted against provision	Transferred to Deffered payment Liability/ LF payable	As At March 31, 2022
Provision for contingencies (refer note 8 and 24)	**25.39**	-	-	-	**25.39**
	1,809.27	*927.82*	*(2.89)*	*(2,708.81)*	*25.39*

a) Figures pertaining to the previous period have been disclosed in italics.

b) Provision for contingencies is primarily towards the outstanding claims/litigations against the Company. The Company has evaluated the obligations through Probable, Possible and Remote (PPR) model and reassessed the estimates as a result of more information or experience gained and to reflect the current best estimate. In making the evaluation for PPR, the Company has taken into consideration the Industry perspective, legal and technical view, availability of documentation/agreements, recent court judgments, interpretation of the matter, independent opinion from professionals (specific matters) etc.

Note 45: Provision for foreseeable losses on long term contracts

The following table sets forth the movement in the Provision for foreseeable losses on long term contracts:

(₹ in Crores)

	As at March 31, 2021	Provision during the year	Actualisation/ (Reversal)	As At March 31, 2022
Provision for foreseeable losses on long term contracts	**19.43**	-	**(0.02)**	**19.41**
	47.34	-	*(27.91)*	*19.43*

a) Figures pertaining to the previous period have been disclosed in italics.

b) Provision for foreseeable loss on long term contracts pertains to true up and exit penalty provision on account of early exit from IP sites where lock in period is not completed.

Note 46: Other provisions

The following table sets forth the movement in other provisions:

(₹ in Crores)

	As at March 31, 2021	Movement during the year	As At March 31, 2022
Other provisions	2.23	-	**2.23**
	2.23	-	*2.23*

Figures pertaining to the previous period have been disclosed in italics.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

as at and for the year ended March 31, 2022

Note 47: Provision for asset retirement obligation (ARO)

The provision for ARO is the expected cost to dismantle and remove the infrastructure equipment from the site and the expected timing of these costs. Discount rates are determined based on the government bond rate of a similar period as the liability.

(₹ in Crores)

	As at March 31, 2021	Movement during the year	**As At March 31, 2022**
Other provisions	0.77	(0.31)	**0.46**
	1.96	*(1.19)*	*0.77*

Figures pertaining to the previous period have been disclosed in italics.

Note 48: Net debt reconciliation

(₹ in Crores)

	As at March 31, 2022	As at March 31, 2021
Borrowings		
Current borrowings	**8,993.03**	9,560.36
Non-current borrowings (including current maturities of long term debt and liabilities directly associated with assets classified as held for sale)	**10,710.81**	9,868.86
Total Borrowings	**19,703.84**	19,429.22
Cash and cash equivalents	**16.70**	43.01
Current investments (mutual funds)	**100.50**	70.23
	117.20	113.24
Total Net debt	**19,586.64**	19,315.98

(₹ in Crores)

	Cash and cash equivalents	Current investments (mutual funds)	Total Borrowings	Total Net Debt
Net debt as at April 1, 2020	**84.53**	**-**	**16,718.79**	**16,634.26**
Cash flows	(41.52)	70.11	(28.97)	(57.56)
Interest expense	-	-	1,545.25	1,545.25
Interest paid	-	-	(348.65)	(348.65)
Other non-cash movements				-
Fair value adjustments	-	0.12	-	(0.12)
Adjustments for equity component of compound financial instruments	-	-	(983.52)	(983.52)
Deferred payment liability for LF/SUC	-	-	2,526.32	2,526.32
Net debt as at March 31, 2021	**43.01**	**70.23**	**19,429.22**	**19,315.98**
Cash flows	(26.31)	30.27	(91.36)	(95.32)
Interest expense	-	-	1,525.13	1,525.13
Interest paid	-	-	(285.57)	(285.57)
Other non-cash movements				
Adjustments for equity component of compound financial instruments	-	-	(873.58)	(873.58)
Net debt as at March 31, 2022	**16.70**	**100.50**	**19,703.84**	**19,586.64**

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

as at and for the year ended March 31, 2022

Note 49: Disclosure of Struck off Companies

Details of transactions entered into by the Company with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956 are as follows:

				As at March 31, 2022	As At March 31, 2021
Sr. No.	**Name of Struck off Company**	**Nature of Transactions**	**Relationship with Struck off Company**	**Receivable/ (Payables)**	**Receivable/ (Payables)**
1	Dream Touch Trade India Private Limited	Trade Receivables	Not related	0.04	0.04
2	FIS Staffing Solution Private Limited	Trade Payables	Not related	(0.03)	(0.03)
3	Just Call Helpline Private Limited	Trade Receivables	Not related	0.04	0.04
4	Pensa Media Solutions Private Limited	Trade Receivables	Not related	0.00	0.00
5	Tejraj Y Max Services Private Limited	Trade Receivables	Not related	0.05	0.05

Note 50: Additional regulatory information required by Schedule III

(i) Details of benami property held

No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

(ii) Wilful defaulter

The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(iii) Compliance with number of layers of companies

The Company is in compliance with number of layers of companies.

(iv) Compliance with approved scheme(s) of arrangements

The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

(v) Utilisation of borrowed funds and share premium

(1) The Company has not advanced or loaned or invested funds to any other persons or entities, including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or

b. provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

(2) The Company has not received any fund from any persons or entities, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

b. provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

(vi) Undisclosed income

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

(vii) Details of crypto currency or virtual currency

The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

(viii) Title deeds of immovable properties not held in name of the company

All the title deeds of immovable properties are held in the name of company .

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

as at and for the year ended March 31, 2022

Note 51: Disclosure of Ratios

	As at March 31, 2022	As At March 31, 2021	% of Variance
(i) Debt Equity ratio - [no. of times]	**(1.05)**	(1.05)	(0.43)
Total debt***/Total equity			
(ii) Debt service coverage ratio ('DSCR') - [no. of times]	**0.07**	0.07	3.98
EBITDA/(Interest expenses** + Principal repayments of long term borrowings due within 12 months from the balance sheet date)			
(iii) Current ratio [no. of times]	**0.88**	1.09	(19.13)
(Total current assets - Derivatives financial assets)/(Total current liabilities - Short term borrowings****)			
(iv) Debtors turnover - [no. of days] [1]	**22**	35	(37.67)
(Average trade receivables/Revenue from operations) x No. of days during the period			
(v) Net profit/(loss) margin [%] [2]	**(111.08)**	(191.32)	(41.94)
Profit/(Loss) after tax/Revenue from operations			
(vi) Return on Equity Ratio [%] [3]	**NA**	NA	NA
Profit/(Loss) after tax/Average equity			
(vii) Net Capital turnover Ratio [no. of times] [4]	**(20.99)**	26.75	(178.47)
(Total revenue from operations/(Total current asset- Derivative financial asset)-(Total current liability- Short term borrowings****))			
(viii) Return on Capital Employed Ratio [%]	**35.28**	34.12	3.40
{Earnings before Interest & Taxes (EBIT)}*****/Total Capital Employed)			
(ix) Return on Investment [%]	**0.22**	0.18	23.40
(Current market value of Investment - Cost of investment)/ Cost of investment			
(x) Trade payables turnover [no. of days]	**156**	199	(21.59)
(Average Trade payables/Total operating and other expenses (excluding Bad debts & forex losses)) x No. of days during the period			

** Interest expenses exclude notional interest and other finance charges.

*** Total debt represents Total borrowings + Interest accrued but not due.

**** Short term borrowings represents current borrowings including current maturities of long term debt + Interest accrued but not due.

***** Earning before interest and taxes (EBIT) = (EBITDA- Depreciation- Other income)

Reasons for variation more than 25%

1. Recovery of Old outstanding
2. Additional provision of LF/SUC in previous year (Refer note 33)
3. Total equity is negative (Refer note 16 and 17)
4. Increase in revenue and change in working capital

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

as at and for the year ended March 31, 2022

Note 52:

Previous year figures have been regrouped/reclassified where necessary, to conform with current period's presentation for the purpose of comparability.

Signatures to Notes 1 to 52

In terms of our report attached

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number - 012754N/N500016

For and on behalf of the Board of Directors

Nitin Khatri
Partner
Membership Number: 110282
Place: Mumbai

Hiroo Mirchandani
(Director)
(DIN No. 06992518)
Place: Mumbai

Ankur Verma
(Director)
(DIN No. 07972892)
Place: Mumbai

Kush S. Bhatnagar
(Chief Financial Officer)
Place: Mumbai

Vrushali Dhamnaskar
(Company Secretary)
Place: Mumbai

Date: April 26, 2022

TATA TELESERVICES (MAHARASHTRA) LIMITED

D-26, TTC Industrial Area, MIDC Sanpada P. O., Turbhe,
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