



HQ/CS/CL.24B/17135
June 7, 2021

National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Mumbai – 400 051
SYMBOL: TATACOMM

BSE Limited
P.J. Towers, Dalal Street,
Mumbai – 400 001
Scrip Code: 500483

Dear Sir / Madam,

Sub: Annual Report 2020-21 and Notice of the 35th Annual General Meeting of Tata Communications Limited

The 35th Annual General Meeting ('AGM') of Tata Communications Limited ('the Company') will be held on Wednesday, June 30, 2021, at 11:00 hours (IST) through Video Conferencing / Other Audio Visual Means.

Pursuant to Regulations 30 and 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Annual Report of the Company along with the Notice of AGM for the financial year 2020-21 which is being sent through electronic mode only to the Members of the Company.

The Annual Report containing the Notice is also available on the website of the Company at <https://www.tatacommunications.com/investors/results/>

This is for your information and records.

Thanking you,

Yours faithfully,
For Tata Communications Limited

Zubin Patel
Company Secretary and
Compliance Officer

TATA COMMUNICATIONS

Tata Communications Limited

Regd. Office: VSB Mahatma Gandhi Road Fort Mumbai – 400 001

Tel: 91 22 6659 1968 email: zubin.patel@tatacommunications.com

CIN: L64200MH1986PLC039266 website: www.tatacommunications.com

NOTICE

NOTICE is hereby given that the 35th Annual General Meeting of Tata Communications Limited ('the Company') will be held at 11:00 hours (IST) on Wednesday, June 30, 2021, through Video Conferencing or Other Audio Visual Means to transact the following business:

Ordinary Business

1. Adoption of Audited Standalone Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2021 together with the Reports of the Board of Directors and the Auditors thereon.

2. Adoption of Audited Consolidated Financial Statements

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2021 together with the Report of the Auditors thereon.

3. Declaration of Dividend

To declare a dividend on Equity Shares for the financial year ended March 31, 2021.

4. Appointment of Mr. Srinath Narasimhan (DIN: 00058133) as Director, liable to retire by rotation

To appoint a Director in place of Mr. Srinath Narasimhan, (DIN:00058133), who retires by rotation and being eligible, offers himself for reappointment.

5. Ratification of appointment of Statutory Auditors

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

"RESOLVED that pursuant to the provisions of Section 139 and such other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time and pursuant to the resolution passed by the Members at the 31st Annual General Meeting (AGM) held on June 27, 2017 in respect of appointment of the auditors, M/s. S.R. Batliboi &

Associates LLP, Chartered Accountants (ICAI Firm Registration No. 101049W / E300004) for a period of five years, till the conclusion of the AGM to be held in the year 2022, the Company hereby ratifies and confirms the appointment of M/s. S.R. Batliboi & Associates LLP, Chartered Accountants (ICAI Firm Registration No. 101049W / E300004) as Auditors of the Company to hold office from the conclusion of this AGM till the conclusion of 36th AGM of the Company to be held in the year 2022, to examine and audit the accounts of the Company for the Financial Year ending March 31, 2022 on such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

Special Business

6. Ratification of Cost Auditor's Remuneration

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 ₹6 lakhs plus applicable taxes and out-of-pocket expenses on actual basis incurred in connection with the audit capped at 3% of the remuneration, payable to Ms. Ketki D. Visariya, Cost Accountant (Membership No.: 16028), who has been appointed by the Board of Directors as the Cost Auditor of the Company, to conduct the audit of the cost records maintained by the Company for the financial year March 31, 2022."

7. Alteration of the Objects Clause of the Memorandum of Association of the Company

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

"RESOLVED that pursuant the provisions of Sections 4, 13 and other applicable provisions, if any, of the

Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), subject to all necessary approvals, consents, permissions and/or sanctions as may be necessary and subject to such amendments, modifications, terms and conditions as may be suggested or required by such appropriate authority(ies), which the Board of Directors is authorised to accept, as it may deem fit, consent of the shareholders of the Company be and is hereby accorded for modification, substitution, addition and deletion in the Objects Clause (Clause III) of the Memorandum of Association of the Company as follows:

- A. The existing sub-clause numbered 1 of Clause III A be deleted.
- B. The existing sub-clauses numbered 2 to 8 of Clause III A be re-numbered serially as sub-clauses 1 to 7.
- C. The sub-clauses numbered 9 to 58 under Part B of Clause III be re-numbered serially as sub-clauses 8 to 57.”

“RESOLVED FURTHER that the Board of Directors of the Company (hereinafter referred to as the Board, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this resolution), be and is hereby authorized to take all such actions as may be necessary, desirable or expedient and to do all such necessary acts, deeds and things that may be incidental or pertinent to give effect to the aforesaid resolution(s).”

8. Alteration of Articles of Association of the Company

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

“RESOLVED that pursuant the provisions of Sections 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), consent of the shareholders of the Company be and is hereby accorded for the modification, substitution, additions, and deletion in the Articles of Association of the Company as follows:

A. The following Articles be Deleted:

Article No.	Article Description
Article 1(i)	“The President” means the President of India.
Article 1(u)	“Government of India or Government” means the President of India, as represented by and acting through the Ministry of Communications and Information Technology, Government of India.
Article 1(v)	“Strategic Partner” means Panatone Finvest Limited, a company duly incorporated and existing under the provisions of the Companies Act, 1956 and who has purchased 25% of the equity shareholding of the Company from the Government of India, in the year 2002.
Article 1(w)	“Shareholder(s)” means Panatone and Tata Sons the Strategic Partner and the Government.
Article 1(x)	“Other Shareholders” means the shareholders of the Company other than the Strategic Partner and the Government.
Article 1(y)	“All Shareholders” means collectively the Strategic Partner, Government and Other Shareholders.
Article 1(z)	“Parties” means collectively the Government and the Strategic Partner and Party means either of them.
Article 1(aa)	“Affiliate”, with respect to a specified Person, means any other Person (a) directly or indirectly Controlling, Controlled by or under common Control with such specified Person; and/or (b) which is a holding company or subsidiary of such specified Person; provided, however, that for the purposes of this Agreement: <ul style="list-style-type: none"> (i) the terms “holding company” and “subsidiary” shall have the meanings set forth in Section 2 of the Act and; (ii) in no event shall the Company be deemed an Affiliate of either the Government or the Strategic Partner;

Article No.	Article Description
Article 1(bb)	“Controlling”, “Controlled by” or “Control”, with respect to any Person, means the possession, directly or indirectly, of the power to direct or cause the direction of the management, business or policies or actions of such Person, whether through the ownership of voting securities, by contract or otherwise, or the power to elect or appoint at least 50% of the directors, managers, partners or other individuals exercising similar authority with respect to such Person(s);
Article 1(cc)	“Person” means any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, Government Authority or trust or any other entity or organization;
Article 1(dd)	“Audited Financial Statement” shall mean the accounts of the Company as on 31 March 2001 prepared and audited by M/s. Khandelwal Jain & Co. and M/s. Kalyaniwala & Mistry and that have been made available to the Strategic Partner;
Article 1(ee)	“Principal(s)” means a Person or Person(s), other than the Government, who Control(s) a Shareholder (other than the Government) in relation to the Strategic Partner.
Article 1(gg)	“Shareholders’ Agreement” means the agreement dated 13 th February 2002, entered into between the Government and the Strategic Partner, to record the manner in which the business of the Company is to be conducted as between the Government and the Strategic Partner.
Heading of Article 37	How far new shares to rank with share in original Capital
Article 37	Except so far as otherwise provided by the conditions of issue, or by these Articles, any Capital raised by the creation of new shares shall be considered part of the original Capital and shall be subject to the provisions herein contained with reference to the payment of calls and instalments, transfer and transmission, lien, voting, surrender and otherwise. Such new shares shall rank pari passu with the existing Shares in all respects except for the purposes of dividend that shall be pro rated to the period for which such newly issued shares are in existence.
Article 38(c)	If any offer to subscribe for voting equity shares of the Company pursuant to Article 38(a) (such offer, the “Right”) includes a right to renounce the Right in favour of any other Person, then, no Shareholder shall renounce such Right in favour of any other Person (other than an Affiliate of the renouncing Shareholder) without first giving the other Shareholder a reasonable opportunity to acquire such Right, either directly or through its nominees on the same terms and conditions that such Right is proposed to be renounced in favour of any other Person (other than an Affiliate of the renouncing Shareholder).
Article 45(3)	Notwithstanding the provisions of Article 45(2), at least one authorised representative each of the Government and the Strategic Partner, in case of a general meeting, shall be necessary to constitute quorum for any meeting in which a resolution for any of the matters specified in Article 69(2) is to be passed and a notice of not less than 21 (twenty one) days shall be given to the Government and the Strategic Partner for any such meeting.
Article 50(3)	In the event that no authorised representative of the same Shareholder, whose authorised representative was not present in the meeting referred to in Article 45(3), is present at the adjourned meeting referred to in Article 50(2) above, such meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such later day as may be notified to such Shareholder.
Article 50(4)	Notwithstanding anything to the contrary in Article 45(3) above, in the event that no authorised representative of the same Shareholder, whose authorised representative was not present in the meetings referred to in Articles 45(3) and 50(2), is present at the adjourned meeting referred to in Article 50(3), it shall be deemed that the presence of the authorised representatives of such Shareholder is not required for such meeting and the shareholders present at such adjourned general meeting shall be entitled to proceed with the items on the agenda in such manner as they deem fit even though such items may be relating to matters listed in Article 69(2).
Heading of Article 51	Right of President to appoint any person as his representative

Article No.	Article Description
Article 51	<p>(1) The President, so long as he is a shareholder of the Company, may, from time to time, appoint one or more persons (who need not be a member or members of the Company) to represent him at all or any meeting of the Company.</p> <p>(2) Any one of the persons appointed under sub clause (1) of this Article shall be deemed to be a member of the Company and shall be entitled to vote and be present in person and exercise the same rights and powers (including the right to vote by proxy) as the President could exercise as a member of the Company.</p> <p>(3) The President may, from time to time, cancel any appointment made under sub clause (1) of this Article and make fresh appointment.</p> <p>(4) The production at the meeting of an order of the President evidenced as provided in the Constitution, shall be accepted by the Company as sufficient evidence of any such appointment or cancellation as aforesaid.</p>
Heading of Article 53	How questions be decided at meetings
Article 53	(1) Every question submitted to a meeting shall be decided in the first instance by a show of hands.
Article 65	<p>(2) As long as the Government holds atleast 10% of the voting equity share capital of the Company the composition of the Board shall be as under:</p> <p>(i) Four out of twelve directors shall be permanent or non-retiring directors, of which the Government and the Strategic Partner shall be entitled to appoint two directors each.</p> <p>(ii) The balance eight directors shall be liable to retire by rotation. Of the retiring directors, four directors shall be independent directors on the Board.</p> <p>(iii) Of the four independent directors the Strategic Partner and the Government shall be entitled to nominate and recommend names of two independent directors each.</p> <p>(iv) The composition of the balance four directors i.e. the retiring and non independent directors shall be as under:</p> <p>iv.i As long as the Strategic Partner together with its Affiliates holds 25% of the voting equity share capital of the Company, two directors shall be nominated each by the Government and the Strategic Partner.</p> <p>iv.ii As soon as the Strategic Partner acquires and holds more than 25% but less than 30% of the voting equity share capital of the Company, the Strategic Partner shall have the right to appoint three directors on the Board and the Government shall have the right to appoint one Director on the Board.</p> <p>iv.iii As soon as the Strategic Partner acquires and holds more than 30% of the voting equity share capital of the Company, the Strategic Partner shall have the right to appoint all the four directors.</p> <p>(3) Notwithstanding anything to the contrary herein (i) the Government shall have the right to appoint two non retiring Directors so long as the Government holds atleast 10% of the voting equity share capital of the Company. and (ii) the Government shall be entitled to appoint one non retiring director on the Board so long as the Government is a shareholder in the Company.</p> <p>(4) Notwithstanding the foregoing, at least three-fourths of the total number of directors on the Board shall, at all times, be Indian Nationals.</p>

Article No.	Article Description
	<p>(5) For purposes of clarity and avoidance of doubt, the Government and the Strategic Partner agree that if additional independent directors are required to be appointed to the Board to comply with any Laws or regulation or to comply with the provisions of any listing agreement, then, by mutual agreement between the Government and the Strategic Partner, either the strength of the Board shall be increased to the extent required or the number of directors that each of the Government and the Strategic Partner shall be entitled to appoint shall be proportionately reduced.</p>
Article 69(2)	<p>Notwithstanding any other provision of these Articles or otherwise permitted or provided under the Act, no obligation of the Company or any of its subsidiaries shall be entered into, no decision shall be made and no action shall be taken by or with respect to the Company or any of its subsidiaries in relation to the following matters unless such obligation, decision or action as the case may be, is approved, if at any meeting of the Company's shareholders, duly called for the purpose of considering such obligation, decision or action, by an affirmative vote of the one authorised representative of both the Government and the Strategic Partner, and if at the meeting of the Board by an affirmative vote of, at least one nominee director of each of the Government and the Strategic Partner:</p> <ul style="list-style-type: none"> (i) Any change in the Memorandum of Association and Articles of Association; (ii) The granting of any security or the creation of any Encumbrance on the assets of the Company or the incurrence of any indebtedness or guaranteeing the debts of any Person which in the aggregate at any time exceeds the net worth of the Company; (iii) The taking of any steps to wind-up or terminate the corporate existence of the Company or any of its Affiliates or entering into any arrangement with the creditors of the Company in relation to all or substantial part of the assets of the Company; (iv) Any one or a series of transactions which causes a sale lease, exchange or disposition of land and building of the Company or its subsidiary which are acquired by the Company at any time prior to the Closing; (v) Subject to Article 69(2)(xv) hereunder, any sale, lease, exchange or disposition of any property, assets or equipments (other than land and building) of the Company or its subsidiary which are acquired by the Company at any time prior to the Closing; (vi) The making, directly or indirectly, of loans or advances in excess of ₹500 million to any Person other than in the ordinary course of business of the Company; (vii) The entering into of an amalgamation, merger or consolidation with any other company or body corporate; (viii) Any change in the number of directors of the Company from that provided in this Article; (xi) Transfer of any rights or interest in Affiliates of the Company including, without limitation, Transfer of Relevant Interests in securities of such Affiliates held by the Company; (xii) Any agreement, license or permission in respect of the use of the name and/or logo of the Company (except where such agreement, license or permission is for the purpose of, or in connection with, advertising or promotional activities only by the Company); (xiii) The delegation by the Board to any Person of the Board's authority to approve or authorize any matter described in this Article 69(2); (xiv) Change directly or indirectly in the use of land and building of the Company other than for the purposes of the main objects of the Company as defined in the Memorandum of Association of the Company;

Article No.	Article Description
	<p>(xv) Any one or a series of transactions, which causes a sale, lease, exchange or disposition of obsolete equipments or equipments not in use, of the Company or its subsidiary having an aggregate value exceeding 25% of the total value of the net fixed assets of the Company as specified in the Audited Financial Statement;</p> <p>(xvi) Any commitment or agreement to do any of the foregoing. Notwithstanding anything to the contrary contained in these Articles, in the event any of the aforesaid items of business mentioned in Article 69 (2) is not approved by the Board or Shareholders at a meeting or otherwise then such non-approved items shall not be implemented by the Company and the Parties shall not directly or indirectly take any steps to cause the Company to implement such items of business.</p>
<p>Article 75(2), Article 75(3) Article 75(4), Article 75(5)</p>	<p>(2) Notwithstanding anything to the contrary in Article 75(1) above, the presence of atleast one nominee director each of the Government and the Strategic Partner, in case of a Board meeting, shall be necessary to constitute quorum for any meeting in which a resolution for any of the matters specified in Article 69(2) is to be passed and a notice of not less than 7 (seven) days shall be given to the Government and the Strategic Partner for any such meeting, unless the Government and the Strategic Partner agrees to a shorter notice in writing.</p> <p>(3) In the event that no nominee director of either the Government or the Strategic Partner is present at a meeting referred to in Article 75(2) above, such meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such later day as may be notified to the Government or the Strategic Partner as the case may be.</p> <p>(4) In the event that no nominee director of the same Shareholder, whose nominee director was not present in the meeting referred to in Article 75(2), is present at the adjourned meeting referred to in Article 75(3) above, such meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such later day as may be notified to such Shareholder.</p> <p>(5) Notwithstanding anything to the contrary in Article 75(2) above, in the event that no nominee director of the same Shareholder, whose nominee director was not present in the meetings referred to in Articles 75(2) and 75(3), is present at the adjourned meeting referred to in Article 75(4), it shall be deemed that the presence of the nominee director of such Shareholder is not required for such meeting and the directors present at such adjourned Board Meeting shall be entitled to proceed with the items on the agenda in such manner as they deem fit even though such items may be relating to matters listed in Article 69(2).</p>
<p>Article 120</p>	<p>The Company acknowledges that the Government and the Strategic Partner have entered into the Shareholders' Agreement, which is a binding voting and inter se shareholders' agreement between them or any transferees from them and any successors in interest. Salient terms of the Shareholders' Agreement are set out in appendix I* hereto to notify the shareholders of their covenants. The Company has undertaken that it shall not aid and/or abet any violation of the Shareholders' Agreement.</p>
	<p>*Appendix I containing salient features of Shareholders' Agreement is attached.</p>
<p>Appendix I</p>	<p>Extract of the Shareholders' Agreement dated 13 February 2002</p>

B. The following Articles be Replaced / Modified as follows:

Article No.	Article Description
Article 1(f)	"The Chairman" means the Chairman or the Chairperson of the Board of Directors for the time being of the Company.
Article 18	If a share certificate is worn out, defaced, lost, or destroyed, it may be renewed in accordance with the applicable rules under the Act on payment of fee as prescribed under the Act and on such terms, if any, as to evidence and indemnity and the payment of out-of-pocket expenses incurred by the Company in investigating evidence as the Board may think fit.
Article 20(2)(b)	Upon all or any of the moneys so advanced may, until the same would, but for such advance, become presently payable, pay interest at such rate not exceeding, unless the Company in general meeting shall otherwise direct, an amount as prescribed under the Act per annum as may be agreed upon between the Board and the member paying the sum in advance and the Board of Directors may, at any time, repay the amount so advanced upon giving to such members three months notice in writing. Moneys paid in advance of calls shall not in respect thereof confer a right to dividend or to participate in the profits of the Company.
Article 43	1) A general meeting of the Company may be called by giving not less than twenty one days notice in writing. 2) A general meeting may be called after giving shorter notice than that specified in clause (1) of this Article if consent is accorded as per relevant provisions of the Companies Act 2013 as amended from time to time.
Article 44	The ordinary business of an annual general meeting shall be: (i) consideration and approval of the financial statements, consolidated financial statements, if any, and the reports of the Board of Directors and Auditors; (ii) the declaration of any dividend; (iii) the appointment of Directors in the place of those retiring; and (iv) the appointment and fixing of remuneration of the Auditors. All other business transacted at such meeting and all business transacted at an extra ordinary meeting shall be deemed special.
Article 46	The first annual general meeting of the Company shall be held within eighteen months of its incorporation and thereafter, the annual general meeting shall be held within six months after the expiry of each financial year, except in the case when, for any special reason time for holding any annual general meeting (not being the first annual general meeting) is extended by the Registrar under Section 96 of the Act, no greater interval than fifteen months shall be allowed to elapse between the date of one annual general meeting and that of the next. Every annual general meeting shall be held during business hours on a day other than a national holiday either at the registered office of the company or at some other place as the Board may decide, and the notice calling the meeting shall specify it as the annual general meeting. All other meetings of the Company shall be called "Extraordinary General Meeting".
Article 50(2)	If within half an hour from the time appointed for the meeting a quorum is not present, such meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such later day as may be notified by the Company.
Heading of Article 53	Voting at General Meeting
Article 53	At any general meeting a resolution put to vote of the meeting shall be in accordance with the provisions of the Companies Act and other applicable regulations. If a poll is duly demanded, it shall be taken in such manner and at such time and place as the Chairman of the meeting directs and either at once or after an interval or adjournment or otherwise, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand of a poll may be withdrawn anytime before the declaration of the results.
Article 54	Every member present in person or by proxy, or by duly authorised representative and upon a poll shall have one vote for every share held by him.

Article No.	Article Description
Article 57	A member of unsound mind or in respect of whom an order has been made by any Court having jurisdiction, in lunacy, may vote, by his committee or other legal guardian, and any such committee or guardian may on a poll, vote by proxy.
Article 59	A member entitled to attend and vote at a meeting may appoint another person (whether a member or not) as his proxy to attend a meeting. No member shall appoint more than one proxy to attend on the same occasion. The instrument appointing a proxy shall be in writing and be signed by the appointer or his attorney duly authorised in writing or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorised by it.
Article 65	Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 of the Act, the Board shall comprise of a minimum of three and a maximum of fifteen Directors. The Directors are not required to hold any qualification shares. The Board shall also have such number of independent directors as required under the Act or under the applicable regulations of the Securities and Exchange Board of India.
Article 66B	Subject to the provisions of Section 161 of the Act, the Board shall have power at any time and from time to time, appoint any other qualified person(s) to be an Additional Director(s). Any such additional Director (s) shall hold office only upto the date of the next Annual General Meeting.
Heading of Article 66G	Managing Director
Article 66G	The Managing Director shall not, while he continues to hold that office be subject to retirement by rotation in accordance with Article 65 D. If he otherwise, ceases to hold the office of Director he shall ipso facto and immediately cease to be a Managing Director.
Article 66H (a)	A person other than a retiring Director shall be eligible for appointment to the office of Director at any General Meeting, if he or some member intending to propose him has, not less than fourteen days before the Meeting, left at the Registered Office, a notice in writing under his hand, signifying his candidature for the office of Director or the intention of such Member to propose him as a candidate for that office, as the case may be, as may be prescribed by the Act.
Article 68	(1) Subject to the provisions of the Act, the Board may, from time to time, delegate such of its powers as it may think fit to the Chairman, and/or Managing Director(s), subject to such terms, conditions and restrictions as it may deem necessary to impose and may, from time to time, revoke, amend or vary all or any of the powers so delegated. (2) The Chairman, and/or Managing Director(s) may sub-delegate any of the powers delegated to him by the Board to any officer or other employees of the Company, subject to condition that every such sub-delegation of his powers will be reported to the Board.
Heading of Article 69	Powers of Chairman.
Article 69	The property, business and affairs of the Company shall be managed exclusively by and be under the direction of the Board. The Board may exercise all such powers of the Company and have such authority and do all such lawful acts and things as are permitted by applicable Law and the Memorandum of Association and Articles of Association. All decisions, actions and resolutions of the Board shall be adopted by the affirmative vote of a simple majority of the members of Board. In case of an equality of votes, the Chairperson shall have a second or casting vote.

Article No.	Article Description
Article 70	Without prejudice to the general powers conferred by Article 67 and the other powers conferred by these Articles, but subject to the provisions of Sections 179 to 183, of the Act, the Board of Directors shall have the following powers, that is to say power:
Article 73	A Director may at any time convene a meeting of the Board Directors. Questions arising at any meeting shall be decided by majority of votes.
Article 74(2)	Every officer of the company, whose duty is to give notice as aforesaid and who fails to do so shall be punishable with a fine as prescribed under the Act.
Article 78	The Board may, subject to the relevant provisions of the Act, delegate any of their powers to Committees consisting of such number of their body as they think fit, and may, from time to time, revoke such delegation. Any committee so formed, shall in the exercise of the power so delegated, conform to any regulation that may, from time to time, be imposed upon it by the Board of Directors. The proceedings of such a Committee shall be placed before the Board of Directors at its next meeting.
Article 79	The Chairman for any Committee of Directors shall be appointed by the Board. A Committee of Directors may elect a Chairman of their meetings, if no such Chairman is appointed by the Board or if at any meeting the Chairman is not present within 15 minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.
Article 81	Subject to the provisions of Section 179 of the Act, and such other provisions of the Act as may be applicable, resolutions of the Board can be passed by circulation and they shall be as valid and effectual as if they have been passed at a meeting of the Board of Directors duly called and constituted. No resolution shall, however, be deemed to have been duly passed by the Board or by a Committee thereof by circulation unless the resolution has been circulated in draft, together with the necessary papers, if any, to all the Directors, or to all the members of the Committee then in India (not being less in number than the quorum fixed for a meeting of the Board or Committee as the case may be), and to all other Directors or members at their usual address in India, or through electronic means, and has been approved by a majority of Directors, as are entitled to vote on the resolution.

“RESOLVED FURTHER that the Board of Directors of the Company (hereinafter referred to as the Board, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this resolution) be and is hereby authorized to modify and renumber the remaining Articles and sub-clauses thereof including the relevant footnotes and endnotes thereto and to make such other grammatical edits as it may consider appropriate and necessary to the Articles of Association of the Company, such that the structure and intent of any Article is not modified.”

“RESOLVED FURTHER that the Board be and is hereby authorized to take all such actions as may be necessary, desirable or expedient and to do all such necessary acts,

deeds and things that may be incidental or pertinent to give effect to the aforesaid resolution(s).”

By Order of the Board of Directors

Zubin Patel

Company Secretary

ACS-30277

Mumbai, May 28, 2021

Registered Office:

VSB, Mahatma Gandhi Road,

Fort, Mumbai - 400 001.

CIN: L64200MH1986PLC039266

Email address: investor.relations@tatacommunications.com

Website: www.tatacommunications.com

NOTES:

1. In view of the ongoing Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 20/2020 dated May 5, 2020 in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" read with General Circular No. 14/ 2020 dated April 8, 2020 , the General Circular No. 17/ 2020 dated April 13, 2020, No. 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020 in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19" and General Circular No.02/2021 dated January 13, 2021 (collectively referred to as 'MCA Circulars') and the Securities and Exchange Board of India ('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 Annual General Meeting ('AGM' or 'Meeting') 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 ('SEBI Listing Regulations') and MCA Circulars, the AGM of the Company is being held through VC / OAVM on Wednesday, June 30, 2021 at 11:00 hours (IST). The deemed venue for the 35th AGM will be Tata Communications Limited, VSB, Mahatma Gandhi Road, Fort, Mumbai - 400 001.
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 THE SEBI CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**
3. Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the AGM through VC/OAVM facility. Corporate Members and Institutional Investors intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC or 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 cs@parikhassociates.com with a copy marked to evoting@nsdl.co.in.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. As per the provisions of Clause 3.A.II. of the General Circular No. 20/ 2020 dated May 5, 2020, the matters of Special Business as appearing under Item Nos. 6 to 8 of the accompanying Notice, are considered to be unavoidable by the Board and hence, form part of this Notice.
6. The Explanatory Statement setting out material facts concerning the business under Item Nos. 5 to 8 of the Notice is annexed hereto. The relevant details, pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this AGM are also annexed. Requisite declarations have been received from the Director for seeking reappointment.
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 on 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 AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website www.tatacommunications.com; websites of the Stock

Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively; and on the website of NSDL at <https://www.evoting.nsdl.com>.

9. Book Closure and Dividend:

The Company has fixed Friday, June 18, 2021 as the 'Record Date' for determining entitlement of Member to final dividend for the financial year ended March 31, 2021, if approved at the AGM. The Register of Members and the Share Transfer Books of the Company will be closed from Saturday, June 19, 2021 to Wednesday, June 30, 2021, both days inclusive. The dividend of ₹14 per equity share of ₹10 each (140%), if declared at the AGM, will be paid subject to deduction of tax at source ('TDS') on or after Wednesday, June 30, 2021 as under:

- a. to all Beneficial Owners in respect of shares held in electronic form as per the data as made available by the National Securities Depository Limited ('NSDL') and the Central Depository Services (India) Limited ('CDSL') as of the close of business hours on Friday, June 18, 2021 and
 - b. to all Members in respect of shares held in physical form whose names appear on the Company's Register of Members after giving effect to all valid transmission or transposition requests lodged with the Company or the Registrar and Transfer Agent ('R&T Agent') as of the close of business hours on Friday, June 18, 2021.
10. Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of the Shareholders w.e.f. April 1, 2020 and the Company is required to deduct TDS from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ('the IT Act'). In general, to enable compliance with TDS requirements, Members are requested to complete and / or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants ('DPs') or in case shares are held in physical form, with the Company / the Company's Registrar and Share Transfer Agent by sending documents through email as mentioned in the 'Communication on Tax on Dividend' separately sent by the Company to the Members. The detailed process is also available on the Company's website at <https://www.tatacommunications.com/investors/results/>.
11. Further, in order to receive the dividend in a timely manner, Members holding shares in physical form

who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means are requested to send a scanned copy of the following details/documents at csg-unit@tcplindia.co.in latest by Friday, June 18, 2021:

- a. A signed request letter mentioning your name, folio number, complete address and following details relating to bank account in which the dividend is to be received:
 - i. Name and Branch of Bank and Bank Account type;
 - ii. Bank Account Number and Type allotted by your bank after implementation of Core Banking Solutions;
 - iii. 11 digit IFSC Code;
- b. Self-attested scanned copy of cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;
- c. Self-attested scanned copy of the PAN Card; and
- d. Self-attested scanned copy of any document (such as AADHAR Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.

Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change/addition/deletion in such bank details. Accordingly, the Members holding shares in demat form are requested to update their Electronic Bank Mandate with their respective DPs.

Further, please note that instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form.

12. For the Members who are unable to receive the dividend directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall, by July 20, 2021, dispatch the dividend warrant/ Bankers' cheque/ demand draft to such Members, subject to normalisation of postal services and other activities.

13. As per Regulation 40 of the SEBI Listing Regulations, as amended, 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. Further, SEBI vide its circular dated December 2, 2020 had fixed March 31, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact the Company's Registrar and Share Transfer Agent, TSR Darashaw Consultants Private Limited ('Registrar' or 'TCPL') at csg-unit@tcplindia.co.in for assistance in this regard.
14. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ('IEPF'). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/ Claimants are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No. IEPF-5 available on www.iepf.gov.in. For details, please refer to corporate governance report which is a part of this Annual Report.
15. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to TCPL 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.
16. 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 No. SH-14. The said forms can be downloaded from the website of TCPL at www.tcplindia.co.in. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to TCPL at csg-unit@tcplindia.co.in in case the shares are held in physical form, quoting their folio no.
17. The format of the Register of Members prescribed by MCA under the Act requires the Company/ Registrar and Share Transfer Agents to record additional details of Members, including their PAN details, e-mail address, bank details for payment of dividend etc. A form for capturing additional details is available on the Company's website under the section 'Investor Relations'. Members holding shares in physical form are requested to submit the filled in form to the Company at investor.relations@tatacommunications.com or to TCPL in physical mode, after restoring normalcy or in electronic mode at csg-unit@tcplindia.co.in, as per 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 TCPL.
18. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or TCPL, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
- 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.
19. During the AGM, Members may request the Company Secretary for access to the electronic copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act.
20. Members seeking any information with regard to the financial statements or any other matter to be placed at the AGM or who wish to inspect the relevant documents referred to in this Notice, are requested to write to the Company on or before June 23, 2021 through email on investor.relations@

tatacommunications.com mentioning their DP ID and Client ID/Physical Folio Number. The same will be replied to by the Company suitably.

21. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
22. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with TCPL in case the shares are held by them in physical form.

23. Process for registering email addresses to receive this Notice of AGM and Annual Report electronically and cast votes electronically:

(i) Registration of email addresses with TCPL: The Company has made special arrangements with TCPL for registration of e-mail addresses of those Members (holding shares either in electronic or physical form) 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 TCPL on or before 5:00 p.m. IST on Saturday, June 12, 2021.

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 Communications Limited.
Enter the DP ID and Client ID / Physical Folio Number, Name of Member and PAN details. Members holding shares in physical form need to additionally enter one of the share certificate numbers.
- c. Enter mobile number and email address and click on Continue button.
- d. The system will send an OTP on your mobile number and email address.

- e. Upload:
 - i. Self-attested copy of PAN card and
 - ii. Address proof viz. Aadhar Card, passport or front and back side of share certificate in case of Physical folio.
- f. Enter the OTP received on your mobile number and email address.
- g. The system will then confirm the email address for receiving this AGM Notice.

After successful submission of the e-mail address, NSDL will e-mail a copy of this AGM Notice and Annual Report for FY 2020-21 along with the e-voting User ID and password. In case of any queries, Members may write to csg-unit@tcplindia.co.in or evoting@nsdl.co.in.

(ii) Registration of e-mail address permanently with Company/DP:

Members are requested to register the same with their concerned DPs, in respect of electronic holding and with TCPL, 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 / TCPL 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 email addresses are required to send an email request to evoting@nsdl.co.in along with the following documents for procuring user id and password and registration of email addresses 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 or copy of Consolidated Account statement, self-attested scanned copy of PAN card, self-attested scanned copy of Aadhar Card.

24. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI Listing Regulations (as amended), and the MCA 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 authorized 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.
25. The remote e-Voting period commences on Saturday, June 26, 2021 (9:00 a.m. IST) and ends on Tuesday, June 29, 2021 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in electronic form as on Wednesday, June 23, 2021 i.e. cut-off date, may cast their vote electronically. 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 or cast vote again. Those Members, who will be attending the AGM through VC / OAVM and have not cast their vote through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through the e-Voting system during the AGM. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date.
26. 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.
27. 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 e-voting during the AGM. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if the Member is already registered with NSDL for remote e-Voting, then you can use your existing user ID and password for casting your vote. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, the steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system" may be followed.
28. The Chairperson 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 system 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 e-voting module shall be disabled by NSDL for voting 15 minutes after the conclusion of the AGM.
29. The Scrutinizer shall, immediately after the conclusion of voting at the Meeting, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairperson or a person authorized by the Chairperson in writing, who shall countersign the same.
30. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.tatacommunications.com and on the website of NSDL www.evoting.nsdl.com immediately after declaration. The Company shall simultaneously forward the results to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
31. Instructions for attending the AGM through VC / OAVM and remote e-Voting (before and during the AGM) are given below.
 - A. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM**
 - i. Members will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-Voting system. Members may access

by following the steps mentioned hereinbelow 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. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of the Company will be displayed. Please note that the 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 the notice to avoid last minute rush.

- ii. Members may join the Meeting 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 Meeting. 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.
- iii. Members are encouraged to submit their questions in advance with regard to the financial statements or any other matter to be placed at the 35th AGM, from their registered email address, mentioning their name, DP ID and Client ID number /folio number and mobile number, to reach the Company’s email address at investor.relations@tatacommunications.com before 5:00 p.m. (IST) on Wednesday, June 23, 2021. Queries that remain unanswered will be appropriately responded by the Company.
- iv. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending a request from their registered email address mentioning their name, DP ID and Client ID / folio number, PAN and mobile number at investor.relations@tatacommunications.com between Monday, June

21, 2021 (9:00 a.m. IST) and Friday, June 25, 2021 (5:00 p.m. IST). The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

Members who need assistance before or during the AGM may contact Ms. Sarita Mote or Mr. Sagar Ghosalkar at evoting@nsdl.co.in or call on the toll free numbers 1800 1020 990 / 1800 224 430.

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

The Board of Directors has appointed Mr. P.N. Parikh (Membership No. FCS 327) or failing him Mr. Mitesh Dhabliwala (Membership No. FCS 8331) or failing him Ms. Sarvari Shah (Membership No. FCS 9679) of M/s. Parikh & Associates, Practising Company Secretaries, as the Scrutinizer to scrutinize the voting during the AGM and remote e-Voting process in a fair and transparent manner.

• INSTRUCTIONS FOR REMOTE E-VOTING BEFORE THE AGM ARE AS UNDER:

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

Step 1: Access to NSDL e-Voting system

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

Details on Step 1 are mentioned below:

Access to NSDL e-Voting website

A. 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 email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> a. 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 device. 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 and voting during the meeting. b. 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 c. 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 held 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 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 and voting during the meeting. d. Shareholders/Members can also download the NSDL Mobile App “NSDL Speede” for seamless voting experience.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 and email 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.

Type of shareholders	Login Method
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 and 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

B. 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?

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

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-

in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- iv. Your User ID details are given below:

Manner of holding Your User ID is: shares i.e. Demat (NSDL or CDSL) or Physical

- | | |
|--|--|
| i) 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***** |
|--|--|

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
ii) 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*****
iii) 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 123456 then user ID is 123456001***

v. 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'?

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'.

- vi. 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.
- vii. After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box.
- viii. Now, you will have to click on 'Login' button.
- ix. After you click on the 'Login' button, Home page of e-Voting will open.

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

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

- i. 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.
- ii. 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".

- iii. Now you are ready for e-Voting as the Voting page opens.
- iv. 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.
- v. Upon confirmation, the message 'Vote cast successfully' will be displayed.
- vi. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- vii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

• **INSTRUCTIONS FOR E-VOTING DURING THE AGM ARE AS UNDER:**

- i. The procedure for remote e-voting during the AGM is same as the instructions mentioned above for remote e-voting since the Meeting is being held through VC / OAVM.
- ii. Only those Members/ Shareholders, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- iii. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- iv. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for remote e-voting.

General Guidelines for Members

- i. Institutional/ Corporate Shareholders (i.e. other than individuals, HUF, NRIs, etc.) are

required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs@parikhassociates.com with a copy marked to evoting@nsdl.co.in.

- ii. 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.
- iii. In case of any queries /grievances pertaining to remote e-Voting (before the AGM and during the AGM), you may refer to the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available in the download section of www.evoting.nsdl.com or call on the toll-free numbers 1800 1020 990 / 1800 22 44 30 or send a request to Ms. Sarita Mote or Mr. Sagar Ghosalkar at evoting@nsdl.co.in.

By Order of the Board of Directors

Zubin Patel

Company Secretary

ACS-30277

Mumbai, May 28, 2021

Registered Office:

VSB, Mahatma Gandhi Road,

Fort, Mumbai - 400 001.

CIN: L64200MH1986PLC039266

Email address: investor.relations@tatacommunications.com

Website: www.tatacommunications.com

Explanatory Statement

The following Explanatory Statement sets out material facts relating to business mentioned under Item Nos. 5 to 8 of the accompanying Notice.

In respect of Item No. 5

This statement is provided though strictly not required as per Section 102 of the Companies Act, 2013 ('Act').

At the 31st Annual General Meeting of the Company held on June 27, 2017, the Members had appointed M/s. S.R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration No. 101049W / E300004) as the statutory auditors of the Company to hold office from the conclusion of the 31st Annual General Meeting till the conclusion of the 36th Annual General Meeting to be held in the year 2022, subject to ratification by Members at every AGM.

In view of the above, and M/s. S.R. Batliboi & Associates LLP, being eligible for re-appointment, it is proposed that the Members may ratify the appointment of M/s. S.R. Batliboi & Associates LLP as Statutory Auditors from the conclusion of this AGM till the conclusion of the next AGM.

The Board recommends the Resolution at Item No. 5 for approval by the Members.

None of the Directors and Key Managerial Personnel (KMP) or relatives of directors and KMPs are concerned or interested in the Resolution at Item No. 5 of the accompanying Notice.

In respect of Item No. 6

The Company is required under the provisions of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, to have the audit of its cost records conducted by a Cost Accountant. Further, in accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company.

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of Ms. Ketki D. Visariya, Cost Accountant, as Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending March 31, 2022. Accordingly, under the authority from the Board of Directors, the remuneration of the Cost Auditor

was fixed at ₹6 lakhs plus applicable taxes and out of pocket expenses on actual basis capped at 3% of the remuneration.

Accordingly, consent of the Members is sought by way of an Ordinary Resolution as set out at Item No. 6 of the accompanying Notice for ratification of the remuneration amounting to ₹6 lakhs plus applicable taxes and out of pocket expenses on actual basis capped at 3% of the remuneration, payable to the Cost Auditor for the financial year ending March 31, 2022.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the Members.

None of the Directors and Key Managerial Personnel (KMP) or relatives of directors and KMPs are concerned or interested in the Resolution at Item No. 6 of the accompanying Notice.

In respect of Item No. 7

The Memorandum of Association ('MoA') of the Company was framed in 1986, when Tata Communications Limited was incorporated under the name of Videsh Sanchar Nigam Limited for the main object of taking over the entire management, control, operations and maintenance of the Overseas Communications Service ('OCS') of the Department of Telecommunications, Ministry of Communications. Since then, Tata Communications Limited has evolved into a global Digital Ecosystem Enabler providing a gamut of network and connectivity services and a host of digital experiences to enable digital transformation of enterprises globally. Accordingly, sub-clause 1 of the Objects Clause enshrined in the MoA of Tata Communications Limited relating to take over of management, control and operations of OCS has become redundant. Hence, it is proposed to amend the Objects Clause of the MoA by deleting sub-clause 1 and re-numbering the remaining sub-clauses of the Objects Clause.

Approval of the Members is sought in terms of Sections 4, 13 and other applicable provisions, if any, of the Act, to alter the Objects Clause of the Memorandum of Association of the Company.

Members may request the Company Secretary for access to the copy of the amended Memorandum of Association of the Company by sending an email to investor.relations@tatacommunications.com.

The Board of Directors of the Company is of the opinion that Item No. 7 of the accompanying Notice is in the best interest of the Company and its Members and hence, recommends the Resolution at Item No. 7 of the accompanying Notice for approval of Members of the Company as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the Special Resolution as set out at Item No. 7 of this Notice.

In respect of Item No. 8

In 2002, the Government of India ('Gol') had conducted a disinvestment exercise in respect of 25% of its shareholding in the Company. Panatone Finvest Limited ('Panatone'), current promoter of the Company, had emerged as the successful bidder in the disinvestment process. Consequently, a share purchase agreement ('SPA') dated February 6, 2002 was executed between Gol and amongst others, Panatone and the Company for sale of equity shares of the Company to Panatone. A Shareholders' Agreement ('SHA') dated February 13, 2002 was also executed between Gol and amongst others, Panatone, setting out the rights and responsibilities of the promoter shareholders of the Company. The terms and conditions of the SHA have since been enshrined in the Articles of Association ('AoA') of the Company.

The Gol, vide Offer for Sale ('OFS') dated March 15, 2021, initiate divestment of its shareholding in the Company, offering 16.12% shares for subscription by the general public which were acquired by the general public on March 16 and March 17, 2021. Subsequently, on March 18, 2021, Panatone acquired the remaining 10% of the shares held by the Gol and an amendment to the Shareholders' Agreement dated March 12, 2021 has been executed between Gol, Panatone, Tata Sons Private Limited and the Company. Thus, with effect from March 18, 2021, Gol no longer holds any shares in the Company. Accordingly, it is proposed to amend relevant clauses of the AoA

of the Company to *inter alia* delete references and provisions enshrined therein pertaining to the old SHA dated February 13, 2002 entered into between Gol and amongst others, Panatone and re-number the existing articles as may be required and to align the AoA with the provisions of the Companies Act, 2013.

Approval of the Members is sought in terms of Sections 5, 14 and other applicable provisions, if any, of the Act, to alter the Articles of Association of the Company.

Members may request the Company Secretary for access to the copy of the amended Articles of Association of the Company by sending an email to investor.relations@tatacommunications.com.

The Board of Directors of the Company is of the opinion that Resolution in Item No. 8 of the accompanying Notice is in the best interest of the Company and its Members and hence, recommends the Resolution at Item No. 8 of the Notice for approval of Members of the Company as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the Special Resolution as set out at Item No. 8 of this Notice.

By Order of the Board of Directors

Zubin Patel

Company Secretary
ACS-30277
Mumbai, May 28, 2021

Registered Office:

VSB, Mahatma Gandhi Road,
Fort, Mumbai - 400 001.
CIN: L64200MH1986PLC039266
Email address: investor.relations@tatacommunications.com
Website: www.tatacommunications.com

Details of Director Seeking Reappointment at the 35th Annual General Meeting

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 – Secretarial Standards on General Meetings]

Particulars	Mr. Srinath Narasimhan
Designation	Non-executive, Non-Independent Director
Date of Birth	July 8, 1962
Age	59
DIN	00058133
Date of Appointment	February 13, 2002
Qualifications	Degrees in Mechanical Engineering and Management
Expertise / experience in specific functional area	Marketing and Systems
Directorships held in other companies (excluding foreign companies)	<ul style="list-style-type: none"> • Tata Teleservices (Maharashtra) Limited • Tata Teleservices Limited • Tata Industries Limited • Alamelu Charitable Foundation • Assam Cancer Care Foundation
Memberships/ Chairmanships of committees in other companies	<p>Tata Industries Limited</p> <ul style="list-style-type: none"> • Approvals Committee <p>Tata Teleservices (Maharashtra) Limited</p> <ul style="list-style-type: none"> • Stakeholders' Relationship Committee • Corporate Social Responsibility Committee • Finance Committee • Nomination and Remuneration Committee <p>Tata Teleservices Limited</p> <ul style="list-style-type: none"> • Nomination and Remuneration Committee • Corporate Social Responsibility Committee
Shareholding in Tata Communications Limited	Nil

Note:

Other details such as number of meetings of the board attended during the year, remuneration drawn and sought to be paid, terms and conditions of reappointment and relationship with other directors and key managerial personnel are provided in the Corporate Governance Report.