



HQ/CS/34 AGM/17006  
August 28, 2020

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: Proceedings and Voting Results of the 34<sup>th</sup> Annual General Meeting ('AGM') of Tata Communications Limited ('the Company')**

In terms of the General Circular No. 14/ 2020 dated 8<sup>th</sup> April 2020, General Circular No. 17/ 2020 dated 13<sup>th</sup> April 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 ('the Act') and the rules made thereunder on account of the threat posed by Covid-19" and General Circular No. 20/ 2020 dated 5<sup>th</sup> May 2020, in relation to 'Clarification on holding of AGM through video conferencing (VC) or other audio visual means (OAVM)' (collectively referred to as 'MCA Circulars') and Securities and Exchange Board of India vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May 2020, in relation to 'Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ('Listing Regulations') - Covid-19 pandemic' ('SEBI Circular') and in compliance with applicable provisions of the Act and the Listing Regulations,, the 34<sup>th</sup> AGM of the Company was held on Friday, August 28, 2020 at 11:00 hours (IST) through two-way Video Conferencing to transact the business as stated in the Notice of the AGM dated June 13, 2020. We would like to inform that all the items of business contained in the said AGM Notice were transacted and passed by the Members with requisite majority. The Company also facilitated the live webcast of the proceedings.

In this regard, please find attached the following -

- a) Summary of the proceedings of the AGM of the Company in compliance with Regulation 30, Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - "**Annexure 1**".
- b) The result of voting by Shareholders through remote e-voting and e-voting at the AGM venue in compliance with Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - "**Annexure 2**".
- c) Consolidated Report of the Scrutinizer dated August 28, 2020, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 - "**Annexure 3**".

The AGM concluded at 13:41 hours (IST).

The Voting Results along with the Consolidated Report of the Scrutinizer dated August 28, 2020 are made available on the Company's website at [www.tatacommunications.com](http://www.tatacommunications.com) and on the website of National Securities Depository Limited at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

This is for your information and records.

Yours faithfully,  
For Tata Communications Limited

DocuSigned by:

PP Manish Sansi

Company Secretary & General Counsel (India)

**TATA COMMUNICATIONS**  
Tata Communications Limited

Regd. Office : VSB Mahatma Gandhi Road Fort Mumbai – 400 001 India  
Tel 91 22 6659 1968 email: [manish.sansi@tatacommunications.com](mailto:manish.sansi@tatacommunications.com)  
website [www.tatacommunications.com](http://www.tatacommunications.com) CIN : L64200MH1986PLC039266



## Annexure 1

### SUMMARY OF PROCEEDINGS OF THE 34<sup>TH</sup> ANNUAL GENERAL MEETING OF TATA COMMUNICATIONS LIMITED

The 34<sup>th</sup> Annual General Meeting ('AGM' or 'Meeting') of the Members of Tata Communications Limited ('the Company') was held on Friday, August 28, 2020 at 11:00 hours (IST) via two-way Video Conferencing ('VC'). The Company, while conducting the Meeting, adhered to the circulars issued by the Ministry of Corporate Affairs ('MCA'), the Securities and Exchange Board of India ('SEBI') and other social distancing norms in view of the outbreak of Covid-19 pandemic.

The Company Secretary welcomed all the Members and informed them that the facility to participate through VC had been made available in accordance with the circulars issued by MCA and SEBI, and briefed the Members on certain points relating to participation at the Meeting through VC. The Company Secretary introduced all the Directors and the Chief Financial Officer of the Company. It was also stated that representatives of the Statutory Auditor, Secretarial Auditor and Scrutinizer were present in the Meeting through VC. The requisite quorum being present, the Company Secretary requested Ms. Renuka Ramnath, the Chairperson of the Board, to Chair the Meeting.

With the permission of the Shareholders, the Notice was taken as read. The Members were informed that there were no qualifications or adverse remarks in the Report of the Statutory Auditors. The Company Secretary then read out the qualification in the Secretarial Auditor's Report and the Board's response thereto.

The Chairperson addressed the Members and informed them about the major developments, strategic direction and financial highlights of the Company. The Chairperson also acknowledged the contribution of all the employees and other stakeholders during the year.

Mr. A.S. Lakshminarayanan, Managing Director & Chief Executive Officer of the Company then made a presentation covering the Company's Covid-19 initiatives, business overview, financial performance, awards and recognitions, sustainability and CSR initiatives, employee engagement initiatives, strategic shifts etc.

The following items of business as per the Notice of the Annual General Meeting dated June 13, 2020, were transacted at the meeting:

<b>Item No.</b>	<b>Item Description</b>	<b>Resolution Type</b>	<b>Mode of voting</b>	<b>Result</b>
1.	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020, together with the Reports of the Board of Directors and the Auditors thereon.	Ordinary	Remote e-voting prior to and during the AGM	Passed with requisite majority
2.	To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020 along with the Report of the Auditors thereon.	Ordinary	Remote e-voting prior to and during the AGM	Passed with requisite majority
3.	To declare a dividend on equity shares for the financial year ended March 31, 2020.	Ordinary	Remote e-voting prior to and during the AGM	Passed with requisite majority



4.	To appoint a director in place of Dr. Maruthi Prasad Tangirala (DIN: 03609968), who retires by rotation at this annual general meeting and, being eligible, offers himself for re-appointment.	Ordinary	Remote e-voting prior to and during the AGM	Passed with requisite majority
5.	Ratification of appointment of Statutory Auditors	Ordinary	Remote e-voting prior to and during the AGM	Passed with requisite majority
6.	Re-appointment of Ms. Renuka Ramnath (DIN: 00147182) as an Independent Director of the Company.	Special	Remote e-voting prior to and during the AGM	Passed with requisite majority
7.	Appointment of Mr. Amur Swaminathan Lakshminarayanan (DIN: 08616830) as a Managing Director and Chief Executive Officer of the Company.	Ordinary	Remote e-voting prior to and during the AGM	Passed with requisite majority
8.	Ratification of Cost Auditor's remuneration.	Ordinary	Remote e-voting prior to and during the AGM	Passed with requisite majority
9.	Payment of Commission to Non-Whole-time Directors of the Company	Ordinary	Remote e-voting prior to and during the AGM	Passed with requisite majority

Thereafter, the Members were invited to put forth their comments, suggestions and to make enquiries on the performance of the Company and related matters. The queries made by the Members were duly responded to by the Chairperson, Managing Director & CEO and Company Secretary of the Company.

The Chairperson then thanked the Members for their continued support and for participating in the Meeting. She also thanked the Directors for joining the Meeting virtually.


The Company Secretary then stated that the e-voting facility would be kept open for the next 15 minutes to enable the Members, who had not yet cast their votes, to cast their votes on the resolutions proposed in the Notice of AGM. The Company Secretary declared the Meeting closed upon completion of e-voting period.

The meeting concluded at 13:41 hours (IST).

The Scrutinizer's Report was received after conclusion of the Meeting on August 28, 2020. All the Resolutions were passed with requisite majority.

This is for your information and records.

For Tata Communications Limited

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PP Manish Sansi  
 Company Secretary &  
 General Counsel (India)


## TATA COMMUNICATONS LIMITED

34<sup>TH</sup> ANNUAL GENERAL MEETING HELD ON 28 AUGUST 2020


Annexure B

## VOTING RESULTS

<b>Date of Annual General Meeting</b>	<b>28 August 2020</b>
<b>Total Number of Shareholders as on Cut-Off Date (August 21, 2020)</b>	<b>53,555</b>
<b>No. of Shareholders present in the Meeting either in person or by proxy</b>	
Promoters and Promoter Group	The Annual General Meeting was held through Video Conferencing and hence there was no physical presence of Members or appointment of proxy.
Public	
<b>No. of Shareholders who attended the Meeting through Video Conferencing</b>	
Promoters and Promoter Group	7
Public	65

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TATA COMMUNICATONS LIMITED									
Resolution (1)									
Resolution required: (Ordinary / Special)						ORDINARY			
Whether promoter/ promoter group are interested in the agenda/resolution?						No			
To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020, together with the Reports of the Board of Directors and the Auditors thereon									
Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
		[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100	[8]
1 Promoter and Promoter Group	E-Voting	213707378	213707378	100.00	213707378	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	Total		213707378	100.00	213707378	0	100.00	0.00	0
2 Public - Institutional holders	E-Voting	54253988	49651153	91.52	49651153	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	Total		49651153	91.52	49651153	0	100.00	0.00	0
3 Public-Others	E-Voting	17038634	17613	0.10	17574	39	99.78	0.22	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	Total		17613	0.10	17574	39	99.78	0.22	0
Total	E-Voting	285000000	263376144	92.41	263376105	39	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>		<b>263376144</b>	<b>92.41</b>	<b>263376105</b>	<b>39</b>	<b>100.00</b>	<b>0.00</b>	<b>0</b>

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TATA COMMUNICATONS LIMITED										
Resolution (2)										
Resolution required: (Ordinary / Special)							ORDINARY			
Whether promoter/ promoter group are interested in the agenda/resolution?							No			
To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020 along with the Report of the Auditors thereon.										
	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
			[1]	[2]	[3]=[2]/(1)*100	[4]	[5]	[6]=[4]/(2)*100	[7]=[5]/(2)*100	[8]
1	Promoter and Promoter Group	E-Voting	213707378	213707378	100.00	213707378	0	100.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		213707378	100.00	213707378	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	54253988	49651153	91.52	49651153	0	100.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		49651153	91.52	49651153	0	100.00	0.00	0
3	Public-Others	E-Voting	17038634	17563	0.10	17514	49	99.72	0.28	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		17563	0.10	17514	49	99.72	0.28	0
Total		E-Voting	285000000	263376094	92.41	263376045	49	100.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>		<b>263376094</b>	<b>92.41</b>	<b>263376045</b>	<b>49</b>	<b>100.00</b>	<b>0.00</b>	<b>0</b>

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TATA COMMUNICATONS LIMITED										
Resolution (3)										
Resolution required: (Ordinary / Special)							ORDINARY			
Whether promoter/ promoter group are interested in the agenda/resolution?							No			
To declare Dividend for the financial year 2019-20										
	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [6]=[(4)/(2)]*100	% of Votes against on votes polled [7]=[(5)/(2)]*100	Invalid Votes
			[1]	[2]	[3]	[4]	[5]	[6]	[7]	[8]
1	Promoter and Promoter Group	E-Voting	213707378	213707378	100.00	213707378	0	100.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		213707378	100.00	213707378	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	54253988	49651153	91.52	49651153	0	100.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		49651153	91.52	49651153	0	100.00	0.00	0
3	Public-Others	E-Voting	17038634	17563	0.10	17504	59	99.66	0.34	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		17563	0.10	17504	59	99.66	0.34	0
Total	Total	E-Voting	285000000	263376094	92.41	263376035	59	100.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>		<b>263376094</b>	<b>92.41</b>	<b>263376035</b>	<b>59</b>	<b>100.00</b>	<b>0.00</b>	<b>0</b>

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TATA COMMUNICATONS LIMITED									
Resolution (4)									
Resolution required: (Ordinary / Special)						ORDINARY			
Whether promoter/ promoter group are interested in the agenda/resolution?						No			
To re-appoint Dr. Maruthi Prasad Tangirala (DIN: 03609968), who retires by rotation and, being eligible, offers himself for re-appointment as a Director									
Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
		[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100	[8]
1 Promoter and Promoter Group	E-Voting	213707378	213707378	100.00	213707378	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	Total		213707378	100.00	213707378	0	100.00	0.00	0
2 Public - Institutional holders	E-Voting	54253988	49651153	91.52	49139741	511412	98.97	1.03	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	Total		49651153	91.52	49139741	511412	98.97	1.03	0
3 Public-Others	E-Voting	17038634	17563	0.10	17307	256	98.54	1.46	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	Total		17563	0.10	17307	256	98.54	1.46	0
Total	E-Voting	285000000	263376094	92.41	262864426	511668	99.81	0.19	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>		<b>263376094</b>	<b>92.41</b>	<b>262864426</b>	<b>511668</b>	<b>99.81</b>	<b>0.19</b>	<b>0</b>

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TATA COMMUNICATONS LIMITED										
Resolution (5)										
Resolution required: (Ordinary / Special)							ORDINARY			
Whether promoter/ promoter group are interested in the agenda/resolution?							No			
To ratify the appointment of Statutory Auditors										
	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=[2]/(1)*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [6]=[4]/(2)*100	% of Votes against on votes polled [7]=[5]/(2)*100	Invalid Votes
			[1]	[2]	[3]=[2]/(1)*100	[4]	[5]	[6]=[4]/(2)*100	[7]=[5]/(2)*100	[8]
1	Promoter and Promoter Group	E-Voting	213707378	213707378	100.00	213707378	0	100.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		213707378	100.00	213707378	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	54253988	49651153	91.52	49442323	208830	99.58	0.42	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		49651153	91.52	49442323	208830	99.58	0.42	0
3	Public-Others	E-Voting	17038634	17563	0.10	17397	166	99.05	0.95	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		17563	0.10	17397	166	99.05	0.95	0
Total	Total	E-Voting	285000000	263376094	92.41	263167098	208996	99.92	0.08	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>		<b>263376094</b>	<b>92.41</b>	<b>263167098</b>	<b>208996</b>	<b>99.92</b>	<b>0.08</b>	<b>0</b>


TATA COMMUNICATONS LIMITED										
Resolution (6)										
Resolution required: (Ordinary / Special)							SPECIAL			
Whether promoter/ promoter group are interested in the agenda/resolution?							No			
To re-appoint Ms. Renuka Ramnath (DIN:00147182) as an Independent Director of the Company.										
	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=[2]/[1]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [6]=[4]/[2]*100	% of Votes against on votes polled [7]=[5]/[2]*100	Invalid Votes
			[1]	[2]	[3]	[4]	[5]	[6]	[7]	[8]
1	Promoter and Promoter Group	E-Voting	213707378	213707378	100.00	213707378	0	100.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		213707378	100.00	213707378	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	54253988	49651153	91.52	49520490	130663	99.74	0.26	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		49651153	91.52	49520490	130663	99.74	0.26	0
3	Public-Others	E-Voting	17038634	17563	0.10	17015	548	96.88	3.12	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		17563	0.10	17015	548	96.88	3.12	0
Total	Total	E-Voting	285000000	263376094	92.41	263244883	131211	99.95	0.05	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>		<b>263376094</b>	<b>92.41</b>	<b>263244883</b>	<b>131211</b>	<b>99.95</b>	<b>0.05</b>	<b>0</b>

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TATA COMMUNICATONS LIMITED									
Resolution (7)									
Resolution required: (Ordinary / Special)						ORDINARY			
Whether promoter/ promoter group are interested in the agenda/resolution?						No			
To appoint Mr. Amur Swaminathan Lakshminarayanan (DIN: 08616830) as a Managing Director and Chief Executive Officer of the Company.									
Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=[2]/(1)*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [6]=[4]/(2)*100	% of Votes against on votes polled [7]=[5]/(2)*100	Invalid Votes
		[1]	[2]		[4]	[5]			[8]
1 Promoter and Promoter Group	E-Voting	213707378	213707378	100.00	213707378	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	Total		213707378	100.00	213707378	0	100.00	0.00	0
2 Public - Institutional holders	E-Voting	54253988	49651153	91.52	49193531	457622	99.08	0.92	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	Total		49651153	91.52	49193531	457622	99.08	0.92	0
3 Public-Others	E-Voting	17038634	17563	0.10	17137	426	97.57	2.43	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	Total		17563	0.10	17137	426	97.57	2.43	0
Total	E-Voting	285000000	263376094	92.41	262918046	458048	99.83	0.17	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>		<b>263376094</b>	<b>92.41</b>	<b>262918046</b>	<b>458048</b>	<b>99.83</b>	<b>0.17</b>	<b>0</b>

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TATA COMMUNICATONS LIMITED									
Resolution (8)									
Resolution required: (Ordinary / Special)						ORDINARY			
Whether promoter/ promoter group are interested in the agenda/resolution?						No			
To ratify remuneration of Cost Auditor.									
Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
		[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$	[8]
1 Promoter and Promoter Group	E-Voting	213707378	213707378	100.00	213707378	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	Total		213707378	100.00	213707378	0	100.00	0.00	0
2 Public - Institutional holders	E-Voting	54253988	49651153	91.52	49651153	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	Total		49651153	91.52	49651153	0	100.00	0.00	0
3 Public-Others	E-Voting	17038634	17563	0.10	17366	197	98.88	1.12	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	Total		17563	0.10	17366	197	98.88	1.12	0
Total	E-Voting	285000000	263376094	92.41	263375897	197	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>		<b>263376094</b>	<b>92.41</b>	<b>263375897</b>	<b>197</b>	<b>100.00</b>	<b>0.00</b>	<b>0</b>

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TATA COMMUNICATONS LIMITED									
Resolution (9)									
Resolution required: (Ordinary / Special)						ORDINARY			
Whether promoter/ promoter group are interested in the agenda/resolution?						No			
To pay Commission to Non-Whole-time Directors of the Company									
Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
		[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$	[8]
1 Promoter and Promoter Group	E-Voting	213707378	213707378	100.00	213707378	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	Total		213707378	100.00	213707378	0	100.00	0.00	0
2 Public - Institutional holders	E-Voting	54253988	49651153	91.52	37785376	11865777	76.10	23.90	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	Total		49651153	91.52	37785376	11865777	76.10	23.90	0
3 Public-Others	E-Voting	17038634	17513	0.10	15983	1530	91.26	8.74	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	Total		17513	0.10	15983	1530	91.26	8.74	0
Total	E-Voting	285000000	263376044	92.41	251508737	11867307	95.49	4.51	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>		<b>263376044</b>	<b>92.41</b>	<b>251508737</b>	<b>11867307</b>	<b>95.49</b>	<b>4.51</b>	<b>0</b>

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**PARIKH & ASSOCIATES**  
**COMPANY SECRETARIES**

Office

111, 11<sup>th</sup> Floor, Sai-Dwar CHS Ltd  
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Estate, Off Link Road, Above Shabari  
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400053  
Tel No 26301232 / 26301233 /  
26301240  
Email: [cs@parikhassociates.com](mailto:cs@parikhassociates.com)  
[parikh.associates@rediffmail.com](mailto:parikh.associates@rediffmail.com)

To,  
The Chairperson  
Tata Communications Limited  
VSB, Mahatma Gandhi Road, Fort,  
Mumbai – 400 001

Dear Madam,

**Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and remote e-voting during the AGM for the 34<sup>th</sup> Annual General Meeting of Tata Communications Limited held on Friday, August 28, 2020 at 11.00 a.m. (IST) through video conferencing ('VC') / other audio visual means ('OAVM').**

I, Mitesh Dhaliwala, of Parikh & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Tata Communications Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 34<sup>th</sup> Annual General Meeting ("AGM") of Tata Communications Limited on Friday, August 28, 2020 at 11.00 a.m.(IST) through VC/OAVM.

I was also appointed as Scrutinizer to scrutinize the remote e-voting process during the said AGM.

The notice dated June 13, 2020, convening the AGM, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions proposed to be passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the MCA Circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020.

*Continuation Sheet*

The Company had availed the e-voting facility offered by National Securities Depository Limited's ('NSDL') for conducting remote e-voting by the Shareholders of the Company.

The voting period for remote e-voting commenced on Tuesday, August 25, 2020 (9:00 a.m. IST) and ended on Thursday, August 27, 2020 (5:00 p.m. IST) and the NSDL e-voting platform was disabled thereafter.

The Company had also provided remote e-voting facility to the shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier.

The shareholders of the Company holding shares as on the "cut-off" date of Friday, August 21, 2020 were entitled to vote on the resolutions as contained in the Notice of the AGM.

After the closure of e-voting at the AGM, the report on remote voting done during the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and counted.

I have scrutinized and reviewed the remote e-voting prior to and during the AGM and votes cast therein based on the data downloaded from the NSDL e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting prior to and during the AGM on the resolutions contained in the notice of the AGM.

My responsibility as scrutinizer for the remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

I now submit my consolidated report as under on the result of the remote e-voting prior to and during the AGM in respect of the said resolutions.

*Continuation Sheet***Resolution 1: Ordinary Resolution**

**To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020, together with the Reports of the Board of Directors and the Auditors thereon**

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
322	26,33,76,105	100.00 (Rounded Off)

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
5	39	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



*Continuation Sheet***Resolution 2: Ordinary Resolution**

**To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020 along with the Report of the Auditors thereon.**

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
320	26,33,76,045	100.00(Rounded Off)

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
6	49	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

*Continuation Sheet***Resolution 3: Ordinary Resolution**

**To declare a dividend on equity shares for the financial year ended March 31, 2020.**

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
320	26,33,76,035	100.00 (Rounded Off)

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
6	59	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

*Continuation Sheet***Resolution 4: Ordinary Resolution**

**To appoint a director in place of Dr. Maruthi Prasad Tangirala (DIN: 03609968), who retires by rotation at this annual general meeting and, being eligible, offers himself for re-appointment.**

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
299	26,28,64,426	99.81

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
27	5,11,668	0.19

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

*Continuation Sheet***Resolution 5: Ordinary Resolution****Ratification of appointment of Statutory Auditors**(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
310	26,31,67,098	99.92

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
16	2,08,996	0.08

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

*Continuation Sheet***Resolution 6: Special Resolution****Re-appointment of Ms. Renuka Ramnath (DIN: 00147182) as an Independent Director of the Company**(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
308	26,32,44,883	99.95

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
18	1,31,211	0.05

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

*Continuation Sheet***Resolution 7: Ordinary Resolution****Appointment of Mr. Amur Swaminathan Lakshminarayanan (DIN: 08616830) as a Managing Director and Chief Executive Officer of the Company**(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
306	26,29,18,046	99.83

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
20	4,58,048	0.17

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

*Continuation Sheet***Resolution 8: Ordinary Resolution****Ratification of Cost Auditor's Remuneration**(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
317	26,33,75,897	100.00 (Rounded Off)

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
9	197	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

**Continuation Sheet****Resolution 9: Ordinary Resolution****Payment of Commission to Non-Whole-time Directors of the Company**(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
212	25,15,08,737	95.49

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
113	1,18,67,307	4.51

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Thanking you,  
Yours faithfully,

**Mitesh  
Dhabliwala**

Digitally signed by Mitesh Dhabliwala  
DN: c=IN, o=Personal, postalCode=400056,  
st=Maharashtra,  
2.5.4.20=93dfe8136c49c0a2dd48d81e0a324bccd88397  
ae00205ac7cb12d6b568b7f9,  
serialNumber=276a7ae95c804fa7001ebcf53a8edc032726  
35de80558851e40027f5756775fa, cn=Mitesh Dhabliwala  
Date: 2020.08.28 15:51:44 +05'30'

Mitesh Dhabliwala  
**Parikh & Associates**  
**Practising Company Secretaries**  
FCS: 8331 CP No.: 9511  
111,11th Floor, Sai Dwar CHS Ltd  
Sab TV Lane, Opp. Laxmi Indl. Estate,  
Off Link Road, Above Shabari Restaurant,  
Andheri West, Mumbai – 400053

Place: Mumbai  
Dated: August 28, 2020