



HQ/CS/32<sup>nd</sup> AGM/16485

16 July 2018

**Sub: Notice for 32<sup>nd</sup> Annual General Meeting, Intimation of Book Closure Dates of the Company and E-voting.**

Dear Sir / Madam,

Notice is hereby given that the 32<sup>nd</sup> Annual General Meeting (AGM) of Tata Communications Limited ("the Company") will be held at **1000 hours on Thursday, August 9, 2018, at Pama Thadhani Auditorium, Jai Hind College, 'A' Road, Churchgate, Mumbai – 400020.** A copy of the Notice of AGM is enclosed herewith.

The Directors have recommended a final dividend of 45% i.e. ₹4.50 per share of the face value of ₹10/- each for approval by the shareholders at the forthcoming AGM of the Company.

Pursuant to section 91 of the Companies Act 2013 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer books of the Company shall remain closed from Friday, August 3, 2018 to Thursday, August 9, 2018 (both days inclusive) for ascertaining eligibility for dividend. The final dividend, as recommended by the Board of Directors, if approved at the AGM, shall be paid not later than Tuesday August 14, 2018 as under:

- (i) 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 share transfer requests lodged with the Registrar & Transfer Agents (R&T Agents) as of the close of business hours on Thursday, August 2, 2018;
- (ii) To all Beneficial Owners in respect of shares held in dematerialised form as per the data as made available by the National Securities Depository Limited and Central Depository Services (India) Limited as of the close of business hours on Thursday, August 2, 2018.

In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Members are provided with the facility to cast their vote electronically, through e-voting services, on all resolutions set forth in the Notice of AGM. The facility of casting votes by members using an electronic voting system from a place other than the

**TATA COMMUNICATIONS**

Tata Communications Limited

Communication Address: G Block, C 21 & 36; Bandra Kurla Complex, Mumbai 400098

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

Tel: 91 22 6659 1966 Fax: 91 22 6725 1962 email: manish.sansi@tatacommunications.com

CIN no.: L64200MH1986PLC039266 website: www.tatacommunications.com



venue of the AGM (remote e-voting) will be provided by NSDL. The complete details and procedure for remote e-voting are provided in the Notice of AGM enclosed herewith.

Yours faithfully,  
For Tata Communications Limited

A handwritten signature in blue ink, appearing to read 'Manish Sansi', written over a horizontal line.

Manish Sansi  
Company Secretary &  
General Counsel (India)

To,

- 1) Security Code 500483, BSE Ltd, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001.
- 2) Security Code TATACOMM, National Stock Exchange of India Limited. Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai, Maharashtra 400051.
- 3) TSR Darashaw Limited, 6-10, Haji, Moosa, Patrawal Industrial Estate, Near Famous Studio, 20, Dr. E. Moses Road, Mahalaxmi, Mumbai – 400011.



## NOTICE

NOTICE is hereby given that the 32<sup>nd</sup> Annual General Meeting of Tata Communications Limited (“Company”) will be held at 10:00 hours on Thursday, August 9, 2018, at Pama Thadhani Auditorium, Jai Hind College, ‘A’ Road, Churchgate, Mumbai – 400 020 to transact the following business:

### Ordinary Business

1. To receive, consider and adopt:
  - a. the audited standalone financial statements of the Company for the financial year ended March 31, 2018, together with the reports of the board of directors and the auditors thereon; and
  - b. the audited consolidated financial statements of the Company for the financial year ended March 31, 2018, along with the report of the auditors thereon.
2. To declare a final dividend on equity shares for the financial year 2017-18.
3. To appoint a director in place of Dr. Gopichand Katragadda (DIN: 02475721), who retires by rotation at this annual general meeting and, being eligible, offers himself for re-appointment.
4. To consider and, if thought fit, to pass the following as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment M/s. S.R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration No. 101049W / E300004) as Statutory Auditors of the Company

to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next and 33<sup>rd</sup> AGM of the Company, on such remuneration as may be mutually agreed upon between the Company and the Auditors.”

### Special Business

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), cost auditor, Ms. Ketki D. Visariya, Cost Accountant, appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending March 31, 2019, be paid the remuneration as set out in the statement annexed to this Notice convening the annual general meeting .”

“**RESOLVED FURTHER THAT** the Company Secretary be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

“**RESOLVED THAT** pursuant to the provisions of sections 4, 13 and other applicable provisions if any, of the Companies Act, 2013 and rules made thereunder (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force) consent of the shareholders of the Company be and is hereby accorded for the modification, substitution, addition and deletion in Clause III i.e. the Objects Clause of the Memorandum of Association of the Company as follows:

A. The existing title of Part A of the Memorandum of Association of the Company be deleted and substituted with the following words:

“THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION”.

B. The existing sub-clauses numbered 2 to 6 of Part III A be replaced with the following new sub-clauses numbered 2 to 6:

2.To plan, install, operate, provide and maintain all types of local, national and international communication and telecommunication networks, systems, services, including but not limited to basic / fixed line services, cellular / mobile services, wireless services, satellite services and other telephony or communications services, value added voice, video and data services, new business services related thereto, message relay, facsimile, electronic mail services, television, tele-computing, telematics, audio and video conferencing services, maritime and aeronautical communication services, paging, videotext, audiotext, voice mail, data systems, private switching network services, leased line communication services, broadband services, transmission networks of all types including computer networks, intelligent networks, globally managed data networks, international gateway networks and related services, data transmission, information technology enabled and related services, cloud services, managed services, customer care centres, customer relationship management, multimedia services, data centre services, whether separately or converged together, and to procure all such licenses, authorizations, sanctions, registrations, approvals and permissions from the relevant authorities as may be required from time to time for provision and carrying out of such services, activities and businesses, and to secure any renewals, extensions for all such licenses, authorizations, sanctions, registrations, approvals and permissions.

3.To carry on the business of internet service provider and to provide, render or make available and operate, sell, export, import, trade, maintain, improve, repair, service, research, develop all kinds of services and to provide services in respect of and relating to bandwidth, hosting of websites, broadcasting, content delivery, internet telephony, over-the-top (OTT) services, telecommunications or wireless communications through internet or any other electronic media, and deal or trade in accessories, assemblies, apparatus, spares, hardware and software for such services.

4.To carry on in India or abroad the business of developing, designing, maintaining, supplying, operating, managing, advising on and dealing in services and facilities for or in relation to computer and other electronic device hardware and software, computer technology, security solutions, back office processing, data entry, medical transcription, business process outsourcing services, and information technology products including interface services, applications of all

types including web applications and websites, all kinds of end to end integrated solutions involving information systems, developing, designing, marketing of communication platform(s), with features and functionality including those related to social, commerce, messaging, communication, gaming and other online services, cloud hosted business platforms and computer and web based application products, systems, peripherals and materials, software packages and applications, client server applications, and to undertake the business of system and network integration, development and management, product application and development, computer maintenance and technical support services, internet access, networking and electronic media, telecommunication and web commerce application services and any combination thereof, and to set up, implement, sell and provide other telecommunication, information technology and related businesses as may evolve with advancement or changes in technology.

5.To carry on the business of providing information technology services in the digital space and other emerging technologies including but not limited to enterprise search, data capability, data mining, data analytics, enterprise mobility, system administration, web software engineering, enterprise solutions, managed security solutions, information management including B2B, e-commerce and m-commerce (mobile commerce), business information and other applications, risk management, communication management, network management, facilitation of electronic transactions as well as other internet related services, system integration, intelligent networks, multi-media, enterprise resource planning, electronic communication, client service technologies & solutions, automation systems & processes, Internet of Things (IoT) related products & systems, artificial intelligence technology & systems, robotics engineering & processes, business incubator programs & services anywhere in the world and any combinations thereof and to research, explore, create and develop technology and intellectual properties in key and emerging areas (for example, medicines, health, space, sports, digital education, digital media, e-commerce, Internet of Things (IOT), smart cities, data analytics, speech recognition, big data, social media analytics & cloud, automation, artificial intelligence, robotics, business incubators etc.) and other related businesses, products and services.

6.To lease, let out, license or develop either by itself or in association with any other person or entity, any immovable properties of the Company and to earn income of any nature whatsoever including inter-alia rental / lease / license income etc., from immovable properties of the Company including land (whether freehold or leasehold or other tenure), buildings, tenements, easements, machinery, plant and stock-in-trade and other property of every description, where-so-ever situated and any interests therein and rights connected therewith, and to perform civil work of every type on the land or immovable property belonging to the Company and to build, pull down, rebuild, alter, improve or develop the immovable property of the Company, either by itself or in association with any other person or entity, whether situated in India or abroad and to erect on any lands belonging to the Company buildings, factories, sheds, or other structures and to install plant and machinery, equipment as deemed necessary or convenient for the purposes of the Company.

C. In Part III A, the following two new sub-clauses numbered 7 and 8 be added after sub-clause 6:

7. To manufacture, buy, purchase, hire-purchase, acquire, assemble, repair, design, alter, develop, improve, exchange, let on hire, export, import, sell, re-sell, and deal in all sorts of equipment, plant & machineries, accessories, assemblies, apparatus, instruments, devices, spares, components, parts, sub-parts, tools, goods, articles, hardware and software required for or in furtherance of the business activities of the Company.

8.To establish, promote, acquire or invest in companies, funds, associations, partnerships or body corporates, whether of a private or public character, or entering into any joint venture with any authority, company, association, partnership or body corporate in India or elsewhere and to acquire and dispose of shares, securities, instruments or interest, from time to time, in such entities or funds.

D. The existing title of Part B of Clause III of the Memorandum of Association of the Company be deleted and substituted with the following words:

“MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A)”.

E. The sub-clauses numbered 7 to 54 under Part B of Clause III be re-numbered serially as sub-clauses 9 to 56.

F. Wherever required, the references to various sections of the Companies Act, 1956 be replaced with the corresponding sections of the Companies Act, 2013 in Part B of Clause III of the Memorandum of Association of the Company.

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G. The title of the existing Part C of the Objects Clause of the Memorandum of Association of the Company i.e. “Other Objects” be deleted and the objects mentioned in Part C be included under the ambit of Part B of Clause III and be serially re-numbered as sub-clauses 57 and 58.

**“RESOLVED FURTHER THAT** the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

**“RESOLVED THAT** pursuant to the provisions of sections 4, 13 and other applicable provisions if any, of the Companies Act, 2013 and rules made thereunder (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force) consent of the shareholders of the Company be and is hereby accorded for altering Clause IV i.e. the Liability Clause of the Memorandum of Association of the Company by substituting the existing Clause IV with the following:

“ IV. The liability of the members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.”

**“RESOLVED FURTHER THAT** the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

8. To consider and, if thought fit, to pass with or without modifications the following as a **Special Resolution**:

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

A. The existing Article 1 (a) be replaced as follows:

The Act / or the said Act / or the Companies Act.

(a) “The Act” or “the said Act” or “the Companies Act” means the Companies Act, 2013 and the rules made thereunder, and includes where the context so admits any re-enactment or statutory modification thereof for the time being in force and any previous company law, so far as may be applicable.

B. The existing Article 2 be replaced as follows:

Table “F” not to apply.

**Article 2** - The regulations contained in Table “F” of Schedule I to the Act shall not apply to the Company.

C. The existing Article 3 be replaced as follows:

Company to be governed by these Articles.

**Article 3** - The regulations for the management of the Company and for the observance of the members thereof and their representatives shall, subject to any exercise of the statutory powers of the Company with reference to the repeal or alternation of or addition to, its regulations by resolution, as prescribed or permitted by the Act, be such as are contained in these Articles.

D. The existing Article 5 be replaced as follows:

Share Capital.

**Article 5** - The Authorised Share Capital of the Company is as stated in Clause V of the Memorandum of Association.

**Article 5A** - Subject to the provisions of these Articles and of the Act, the Company shall have power to issue or re-issue preference shares of one or more classes which may, at the option of the Company, be liable to be redeemed out of the profits or out of the proceeds of a fresh issue of shares made for the purposes of such redemption, or converted into shares on such terms and conditions and in such manner as may be determined by the Board in accordance with the Act and the rules made thereunder. The Board may, subject to the provisions of the Act and the rules thereunder, exercise such power in such manner as it may think fit.

E. Wherever required, the references in the Articles of Association of the Company to various sections of the Companies Act, 1956 be replaced with the corresponding sections of the Companies Act, 2013 and the rules made thereunder.

**“RESOLVED FURTHER THAT** the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors

Manish Sansi  
Company Secretary  
ACS-10985

Mumbai, July 5, 2018  
CIN: #L64200MH1986PLC039266

**Registered Office:**

VSB, Mahatma Gandhi Road,  
Fort, Mumbai - 400 001.

**NOTES:**

1. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (“Act”) in respect of the business under Item Nos. 4, 5, 6, 7 and 8 of the Notice, is annexed hereto. The relevant details as required under Regulation 36(3) of the SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015, of person seeking appointment / re-appointment as director under Item No. 3 of the Notice, are also annexed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than FORTY-EIGHT hours before the commencement of the meeting. A person can act as a proxy on behalf of not more than fifty members and holding in the aggregate not more than ten percent of the total share capital of

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the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy but then such person shall not act as a proxy for any other person or shareholder.

3. Corporate members, intending to send their Authorised Representatives to attend the meeting are requested to send a certified copy of the board resolution to the Company, authorising such representative to attend and vote on their behalf at the meeting.
4. During the period beginning twenty-four hours before the time fixed for commencement of the meeting and ending with the conclusion of the meeting, a member entitled to vote at the meeting is entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided that not less than three days of notice of such intention to inspect is given in writing to the Company.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
6. Registers of members and transfer books of the Company shall remain closed from Friday, August 3, 2018 till Thursday, August 9, 2018 (both days inclusive) for the purpose of ascertaining eligibility for dividend.
7. The final dividend, as recommended by the Board of Directors, if approved at the annual general meeting, shall be paid not later than Tuesday, August 14, 2018 as under:
  - i. 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 share transfer requests lodged with the Registrar & Transfer Agents (R&T Agents) as of the close of business hours on Thursday, August 2, 2018;
  - ii. To all Beneficial Owners in respect of shares held in dematerialised form as per the data as made available by the National Securities Depository Limited and Central Depository Services (India) Limited as of the close of business hours on Thursday, August 2, 2018.
8. Members, Proxies and Authorised Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio.
9. This may be taken as notice of declaration of dividend for 2017-18 in accordance with Article 93 of Articles of Association of the Company in respect of dividend for that year when declared.
10. Members holding shares in electronic (dematerialised) form are requested to intimate all changes pertaining to their bank details including bank account number, name of the bank and branch details, MICR Code and IFSC Code, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers etc. to their Depository Participant (DP). Members holding shares in physical form are requested to intimate such changes to the Company's Registrar and Transfer Agents – M/s. TSR Darashaw Limited ("TSRD") at 6-10, Haji Moosa Patrawala Industrial Estate, Near Famous Studio, 20, Dr. E. Moses Road, Mahalaxmi, Mumbai – 400 011.

The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their depository participant(s). Members holding shares in physical form are requested to submit their PAN details to TSRDL.
11. As per Section 72 of the Companies Act, 2013, members are entitled to make nomination in respect of shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13 which is available on the website of TSRDL <http://www.tsrdarashaw.com> (under "Downloads" section). Members holding shares in physical form may submit the same to TSRDL. Members holding shares in electronic form may submit the same to their respective depository participant.

12. Members seeking any information with regard to the accounts, are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the AGM.



## Notice of AGM

13. Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013, dividends which remain unclaimed in the unpaid dividend account for a period of seven years from the date of transfer of the same, will be transferred to the Investor Education and Protection Fund established by the Central Government. The Members who have not encashed their dividend warrant(s) so far for the financial year ended 2010-2011 (no dividend was declared in 2009-10) or any subsequent financial years are requested to lodge their claims with TSRDL. According to the provisions of the Act, no claims shall lie against the said Fund or the Company for the amounts of dividend so transferred nor shall any payment be made in respect of such claims.

The Ministry of Corporate Affairs notified the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, on September 05, 2016 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2016 on 28 February, 2017 (“IEPF Rules”) which are applicable to the Company. The objective of the IEPF Rules is to help shareholders ascertain the status of unclaimed amounts. In terms of the IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends as on the date of the last AGM i.e. June 27, 2017, on the website of IEPF viz. [www.iepf.gov.in](http://www.iepf.gov.in) and under “Investor Relations” section on the website of the Company.

The summary of the unpaid dividend for the past years and the date on which the outstanding amount shall be transferred to Investor Education and Protection Fund on the dates as given in the table below.

Date of AGM	Balance as on March 31, 2018 (Rs.)	Dividend for the year	Date of Transfer to Investor Education and Protection Fund
October 11, 2011	3,91,898.00	2010-11	November 12, 2018
July 27, 2012	4,13,262.00	2011-12	August 28, 2019
July 26, 2013	5,81,585.00	2012-13	August 27, 2020
August 04, 2014	7,29,459.00	2013-14	September 05, 2021
September 29, 2015	10,50,406.50	2014-15	October 30, 2022
August 01, 2016	10,85,148.00	2015-16	September 02, 2023
June 27, 2017	1,496,880.00	2016-17	July 24, 2024
<b>Total</b>	<b>5,748,638.50</b>		

As per the provisions of Section 124 of the Companies Act, 2013, shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. In accordance with the IEPF Rules, the Company has transferred unpaid / unclaimed dividend for the financial year 2009-10 to the IEPF.

The Company has sent out individual communication to 9412 shareholders whose dividend remains unclaimed for seven years, and published an advertisement in newspapers, inviting such shareholders to claim their dividend.

14. The Notice of the AGM along with the Annual Report 2017-18 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2017-18 will also be available on the Company’s website viz. [www.tatacommunications.com](http://www.tatacommunications.com).

15. **To support the ‘Green Initiative’, the Members who have not registered their e-mail addresses are requested to register the same with their Depository Participants / TSRDL.**

16. **The route map showing directions to reach the venue of the 32<sup>nd</sup> AGM is attached to this Annual Report.**

**17. Voting through electronic means**

In compliance with the provisions of Section 108 of the Companies Act 2013 and the Rules framed thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services, on all resolutions set forth in this Notice. The facility of casting votes by members using an electronic voting system from a place other than the venue of the AGM (“remote e-voting”) will be provided by NSDL.

The facility for voting electronically or through ballot paper will also be made available at the AGM and members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.

The instructions for e-voting are as under:

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

**Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2 : Cast your vote electronically on NSDL e-Voting system.**

Details on Step 1 are mentioned below:

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

In case a shareholder receives an e-mail from NSDL (for shareholders whose e-mail addresses are registered with the Applicant Company / Depositories):

- i. Open the e-mail and also open PDF file namely “TCL e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password / PIN for remote e-voting. Please note that the password is an initial password.
- ii. 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.
- iii. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
- iv. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

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

v. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Applicant Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- vi. 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 enter the 'initial password' and the system will force you to change your password.
  - c. How to retrieve your 'initial password'?
- i. If your email ID is registered in your demat account or with the Applicant Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
- vii. 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](http://www.evoting.nsdl.com).
  - b. Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number / folio number, your PAN, your name and your registered address.
- viii. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- ix. Now, you will have to click on "Login" button.
- x. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

### **How to cast your vote electronically on NSDL e-Voting system?**

- i. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- ii. After click on Active Voting Cycles, you will be able to see the "EVEN" for all companies in which you are holding shares and whose voting cycle is in active status.
- iii. Select "EVEN" of company for which you wish to cast your vote.
- iv. Now you are ready for e-Voting as the Voting page opens.
- v. 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.
- vi. Upon confirmation, the message "Vote cast successfully" will be displayed.
- vii. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- viii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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General Guidelines for shareholders:

- i. Institutional shareholders (i.e. other than individuals, HUF, NRI 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 authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to [preetighiya@hotmail.com](mailto:preetighiya@hotmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://www.evoting.nsdl.com) to reset the password.
- iii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**A. Other Instructions**

- i. The e-voting period commences on Saturday, August 4, 2018 (9.00 a.m. IST) and ends on Wednesday, August 8, 2018 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialised form, as on Friday August 3, 2018 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently or cast vote again.
- ii. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date. 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 as well as voting at the meeting through electronic voting system or ballot.
- iii. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch 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](mailto:evoting@nsdl.co.in). However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using “Forgot User Details / Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free number: 1800-222-990.
- iv. Ms. Preeti Ghiya, Practising Company Secretary (Membership No.: 10077), has been appointed as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.
- v. The Scrutiniser shall, immediately after the conclusion of voting at the general meeting, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutiniser’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
- vi. The results declared along with the Scrutiniser’s Report shall be placed on the Company’s website [www.tatacommunications.com](http://www.tatacommunications.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”), where the shares of the Company are listed.

## **ANNEXURE TO THE NOTICE DATED JULY 5, 2018**

### **The Statement of Material Facts pursuant to Section 102(1) of the Companies Act, 2013 (“Act”).**

#### **In respect of Item No. 4**

This statement is provided though strictly not required as per Section 102 of the Act.

At the 31<sup>st</sup> Annual General Meeting of the Company held on June 27, 2017, the shareholders 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 31<sup>st</sup> Annual General Meeting till the conclusion of the 36<sup>th</sup> Annual General Meeting to be held in the year 2022. As per provisions of Section 139(1) of the Act, their appointment for the above tenure is 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.

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. 4 of the accompanying Notice.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members.

#### **In respect of Item No. 5**

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, 2019. Accordingly, under the authority from the Board of Directors, the remuneration of the Cost Auditor was fixed at ₹ 6,00,000/- plus out of pocket expenses on actual basis subject to a maximum of ₹ 60,000/-. 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 Auditor has to be ratified by the shareholders of the Company. Accordingly, the resolution at Item No.5 is placed before the shareholders for ratification.

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.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members.

#### **In respect of Item No. 6**

The Memorandum & Articles of Association of the Company (“MoA” and “AoA”) were framed in 1986 under the form prescribed under the Companies Act, 1956 and contain references to specific sections of Companies Act, 1956. Pursuant to the applicability of the Companies Act, 2013, it is necessary to align the provisions of the MoA and AoA to the prescribed provisions of the Companies Act, 2013.

Further, the main objects are proposed to be altered as the Company looks towards widening the sphere of its main business and activities to cover new and emerging areas of business and technology. It is also proposed to alter the main objects by including various modes of monetizing like leasing, letting out, giving on license, etc. the idle assets such as land and buildings, which are not expected to be used for the business of the Company in the foreseeable future, so as to include the rental income from these as part of the operating income of the Company.

In view of the said requirements and the strategic expansion plans of the Company, the Objects Clause is proposed to be amended as follows:

- i. The Objects Clause will now have 2 parts viz. Part A – “The Objects to be pursued by the Company on its incorporation” and Part B – “Matters which are necessary for furtherance of the Objects specified in Clause III(A)”.

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- ii. Sub-clauses numbered 2 to 6 of the existing Part A (main objects) are proposed to be replaced with new objects which will cover an expanded scope of activities to be pursued by the Company in line with the emerging trends in technology and industry and to enable the Company to actively monetize its idle assets.
- iii. Two new clauses numbered 7 and 8 will be added to the existing Part A (main objects) to enable the Company to widen the scope of its business activities.
- iv. The existing Part B of Clause III of the MOA is proposed to be retained except that the reference to various sections of the Companies Act, 1956 are proposed to be replaced with the reference to the corresponding sections of the Companies Act, 2013. The sub-clauses of Part B of Clause III will also be re-numbered consequent to the addition of two new clauses in Part A of Clause III.
- v. The title of the existing Part C - "Other Objects" is proposed to be deleted and the two sub-clauses falling under the existing Part C are to be included under the ambit of Part B of Clause III and are to re-numbered.

Copies of the existing and amended Memorandum of Association will be available for inspection by shareholders during business hours at the registered office of the Company for 21 days before the Annual General Meeting and can also be viewed on the Company's website at <https://www.tatacommunications.com/investors/filings/>.

Any alteration of the Memorandum of Association of the Company requires approval of the shareholders of the Company by means of a Special Resolution under section 13 of the Companies Act, 2013.

The alteration of objects clause of the Memorandum of Association is an item required to be transacted by means of postal ballot under the provisions of section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014. However, in terms of the proviso to section 110 of the Companies Act, 2013 introduced as per the Companies (Amendment) Act, 2017, read with Rule 20 and 22 of the Companies (Companies Management and Administration) Rules, 2014 including any statutory modifications and amendments thereto, approval of shareholders for any item of business required to be transacted by means of postal ballot may be transacted at a general meeting by a company which is required to provide the facility of voting by electronic means to its shareholders. The Company, being a listed Company is required to provide the facility of voting by electronic means to its shareholders and hence, may obtain the approval of its shareholders to the alteration of the objects clause of the Memorandum of Association at the Annual General Meeting. The Board of Directors vide its resolution dated July 5, 2018 has accorded its approval to the proposed alteration of the Memorandum of Association.

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.

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

**In respect of Item No. 7**

The Memorandum of Association of the Company ("MoA") was framed in 1986 under the form prescribed under the Companies Act, 1956. The liability clause has been re-stated under the Companies Act, 2013, and hence, it is necessary to align the liability clause of the MoA to the prescribed provisions of the Companies Act, 2013.

In view of the said requirements, it is proposed to replace the existing Clause IV - Liability Clause of the MoA with a re-stated clause as prescribed under Companies Act, 2013.

Copies of the existing and amended Memorandum of Association will be available for inspection by shareholders during business hours at the registered office of the Company for 21 days before the Annual General Meeting and can also be viewed on the Company's website at <https://www.tatacommunications.com/investors/filings/>.

Any alteration of the Memorandum of Association of the Company requires approval of the shareholders of the Company by means of a Special Resolution under section 13 of the Companies Act, 2013. The Board of Directors vide its resolution dated July 5, 2018 has accorded its approval to the proposed alteration of the Memorandum of Association.

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. 7 of the accompanying Notice.

The Board recommends the Special Resolution set out at Item No.7 of the Notice for approval by the shareholders.

### **In respect of Item No. 8**

The Memorandum & Articles of Association of the Company (“MoA” and “AoA”) were framed in 1986 under the form prescribed under the Companies Act, 1956 and contain references to specific sections of Companies Act, 1956. Pursuant to the applicability of the Companies Act, 2013, it is necessary to align the provisions of the MoA and AoA to the prescribed provisions of the Companies Act, 2013 and the rules made thereunder.

In view of the said requirements the following amendments are proposed to be made to the Articles of Association of the Company:

- i. The existing Article 1(a) is proposed to be replaced to define the Companies Act, 2013 and the rules made thereunder as the governing regulation for the Articles of Association.
- ii. The existing Article 2 is proposed to be replaced to refer to the regulations of Table F of the Companies Act, 2013 which shall not be applicable to the Company.
- iii. The existing Article 3 is proposed to be amended to reflect the current provisions of the Companies Act, 2013.
- iv. The existing Article 5 is proposed to be replaced to refer to the relevant clause in the Memorandum of Association i.e. Clause V for the Authorized Share Capital.
- v. A new article - Article 5A is proposed to be inserted to empower the Company to issue or re-issue preference shares as a form of capital.
- vi. References to various sections of the Companies Act, 1956 are proposed to be replaced with the reference to the corresponding sections of the Companies Act, 2013 and the rules made thereunder, throughout the Articles of Association.

Copies of the existing and amended Articles of Association will be available for inspection by shareholders during business hours at the registered office of the Company for 21 days before the Annual General Meeting and can also be viewed on the Company's website at <https://www.tatacommunications.com/investors/filings/>.

The alteration of the Articles of Association of the Company requires approval of the shareholders of the Company by means of a Special Resolution under section 14 of the Companies Act, 2013. The Board of Directors vide its resolution dated July 5, 2018 has accorded its approval to the proposed alteration of the Articles of Association.

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. 8 of the accompanying Notice.

The Board recommends the Special Resolution set out at Item No. 8 of the Notice for approval by the shareholders.

By Order of the Board of Directors

Manish Sansi  
Company Secretary  
ACS-10985

Mumbai, July 5, 2018  
CIN: L64200MH1986PLC039266  
Registered Office:

**Details of Directors Seeking Appointment / Re-Appointment at the 32<sup>nd</sup> Annual General Meeting**

Particulars	Dr. Gopichand Katragadda
Date of Birth	8 May 1968
Age	50
Date of Appointment	26 March 2015
Qualifications	MS and PhD degrees in Electrical Engineering from Iowa State University, Ames, Iowa.
Expertise in Specific Functional Area	General Management
Directorships held in other Public Companies (excluding foreign, private companies and Section 8 companies)	3 Tata Elxsi Limited Tata Autocomp Systems Limited Tata Teleservices Limited
Memberships / Chairmanships of Committees in other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee)	Nil
Shareholding In TCL	Nil
DIN	02475721

**Notes:**

1. Detailed résumé of each Director can be viewed under the “Board of Directors” section of the Annual Report.
2. Other details such as number of meetings of the board attended during the year, remuneration drawn and relationship with other directors and key managerial personnel are provided in the Report on Corporate Governance.



# TATA COMMUNICATIONS LIMITED

Corporate Identification No.(CIN) - L64200MH1986PLC039266  
Registered Office: VSB, Mahatma Gandhi Road, Fort, Mumbai - 400 001.  
Tel : +91 22 6657 8765, Fax : +91 22 6725 1962,  
Email : investor.relations@tatacommunications.com, Website : [www.tatacommunications.com](http://www.tatacommunications.com)



## ATTENDANCE SLIP

(To be presented at the entrance)

### 32<sup>nd</sup> ANNUAL GENERAL MEETING ON THURSDAY, AUGUST 9, 2018 AT 10.00 A.M. at Pama Thadhani Auditorium, Jai Hind College, 'A' Road, Churchgate, Mumbai - 400 020

Folio No. \_\_\_\_\_ DP ID No. \_\_\_\_\_ Client ID No. \_\_\_\_\_  
Name of the Member \_\_\_\_\_ Signature \_\_\_\_\_  
Name of the Proxyholder \_\_\_\_\_ Signature \_\_\_\_\_

1. Only Member / Proxyholder can attend the Meeting.
2. Member / Proxyholder should bring his / her copy of the Annual Report for reference at the Meeting.



# TATA COMMUNICATIONS LIMITED

Corporate Identification No.(CIN) - L64200MH1986PLC039266  
Registered Office: VSB, Mahatma Gandhi Road, Fort, Mumbai - 400 001.  
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Email : investor.relations@tatacommunications.com, Website : [www.tatacommunications.com](http://www.tatacommunications.com)



## PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s) : .....

Registered address : .....

E-mail Id : .....

Folio No. / Client ID No. : ..... DP ID No. ....

I / We, being the member(s) holding ..... Shares of Tata Communications Limited, hereby appoint

1. Name: ..... E-mail Id: .....

Address: ..... Signature: .....

.....

or failing him

2. Name: ..... E-mail Id: .....

Address: ..... Signature: .....

.....

or failing him

3. Name: ..... E-mail Id: .....

Address: ..... Signature: .....

.....

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 32<sup>nd</sup> Annual General Meeting of the Company to be held on Thursday, August 9, 2018 at 10.00 a.m. at Pama Thadhani Auditorium, Jai Hind College, 'A' Road, Churchgate, Mumbai - 400 020 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. To receive, consider and adopt:
  - a. Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2018, together with the Reports of the Board of Directors and the Auditors thereon; and
  - b. Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018 along with the Report of the Auditors thereon.
2. Declaration of Dividend for the financial year 2017-18.
3. Re-appointment of Dr. Gopichand Katragadda as a Director.
4. Ratification of appointment of Statutory Auditors.
5. Ratification of Cost Auditor's Remuneration.
6. Approval for Amendment to Object Clause of the Memorandum of Association.
7. Approval for Amendment to Liability Clause Of the Memorandum of Association.
8. Approval for Amendment to Articles of Association.

Signed this ..... day of ..... 2018

Signature of shareholder.....

Signature of Proxyholder(s)..... REVENUE STAMP HOLDER

- NOTES:**
1. This Form in order to be effective should be duly completed and deposited at the Registered Office of the Company at VSB, Mahatma Gandhi Road, Fort, Mumbai - 400 001, not less than 48 hours before the commencement of the Meeting.
  2. Those Members who have multiple folios with different joint-holders may use copies of this Attendance slip / Proxy.

**ROUTE MAP TO THE AGM VENUE**

Pama Thadhani Auditorium,  
Jai Hind College, 'A' Road, Churchgate,  
Mumbai - 400 020

