



HQ/CS/CL.24B/15994
03 August 2016

Sir,

Sub: Results of voting in respect of business transacted at the 30th Annual General Meeting of Tata Communications Limited

Ref: Stock Code: TATACOMM / (500483)

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the following documents:

- a. Result of voting under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Attachment 'A')
- b. Scrutinizer's report (Attachment 'B')

Thanking you,

Yours faithfully,
For Tata Communications Limited




Manish Sansi
Company Secretary &
General Counsel (India)

To:

- 1) The Stock Exchange, Mumbai. Fax No.(22) 2272 2037,39,41
- 2) The Asst. Manager (Listing), National Stock Exchange of India Limited. Fax Nos.: (22) 2659 8237,238, 347,348

TATA COMMUNICATIONS

Tata Communications Limited

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 : satish.ranade@tatacommunications.com
CIN no. : L64200MH1986PLC039266 web site : www.tatacommunications.com



TATA COMMUNICATIONS LIMITED
30TH ANNUAL GENERAL MEETING (AGM)
VOTING RESULTS

Attachment 'A'

Date of the AGM	1-Aug-16
Total number of shareholders on record date	54520
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	3
Public:	40
No. of shareholders attended the meeting through Video Conferencing:	NIL
Promoters and Promoter Group:	
Public:	

Agenda- wise disclosure (to be disclosed separately for each agenda item)

Resolution No. 1 : To receive, consider and adopt:

- a. Audited Standalone Financial Statements of the Company for the financial year ended March 31 2016, 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 2016 along with the Report of the Auditors thereon

Whether promoter/ promoter group are interested in the agenda/resolution? **NO**

	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
			[1]	[2]	[3]=[2]/(1)*100	[4]	[5]	[6]=[4]/(2)*100	[7]=[5]/(2)*100
1	Promoter and Promoter Group	E-Voting	213733215	139286330	65.17	139286330	0	100.00	0.00
		Poll	213733215	74446885	34.83	74446885	0	100.00	0.00
		Total	213733215	213733215	100.00	213733215	0	100.00	0.00
2	Public - Institutional holders	E-Voting	57047255	37215241	65.24	32272177	4943064	86.72	13.28
		Poll	57047255	0	0.00	0	0	0.00	0.00
		Total	57047255	37215241	65.24	32272177	4943064	86.72	13.28
3	Public-Others	E-Voting	14219530	11723	0.08	11693	30	99.74	0.26
		Poll	14219530	621	0.00	606	15	97.58	2.42
		Total	14219530	12344	0.09	12299	45	99.64	0.36
Total	Total	E-Voting	285000000	176513294	61.93	171570200	4943094	97.20	2.80
		Poll	285000000	74447506	26.12	74447491	15	100.00	0.00
		Total	285000000	250960800	88.06	246017691	4943109	98.03	1.97

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



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Resolution No. 2 : Declaration of Dividend for the financial year 2015-16.

Whether promoter/ promoter group are interested in the agenda/resolution? **NO**

	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
			[1]	[2]	[3]=[2]/(1)*100	[4]	[5]	[6]=[4]/(2)*100	[7]=[5]/(2)*100
1	Promoter and Promoter Group	E-Voting	213733215	139286330	65.17	139286330	0	100.00	0.00
		Poll	213733215	74446885	34.83	74446885	0	100.00	0.00
		Total	213733215	213733215	100.00	213733215	0	100.00	0.00
2	Public - Institutional holders	E-Voting	57047255	40262127	70.58	40262127	0	100.00	0.00
		Poll	57047255	0	0.00	0	0	0.00	0.00
		Total	57047255	40262127	70.58	40262127	0	100.00	0.00
3	Public-Others	E-Voting	14219530	11733	0.08	11733	0	100.00	0.00
		Poll	14219530	621	0.00	606	15	97.58	2.42
		Total	14219530	12354	0.09	12339	15	99.88	0.12
Total	Total	E-Voting	285000000	179560190	63.00	179560190	0	100.00	0.00
		Poll	285000000	74447506	26.12	74447491	15	100.00	0.00
		Total	285000000	254007696	89.13	254007681	15	100.00	0.00

Resolution No. 3 : Re-appointment of Mr. Kishor A. Chaukar as a Director.

Whether promoter/ promoter group are interested in the agenda/resolution? **NO**

	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
			[1]	[2]	[3]=[2]/(1)*100	[4]	[5]	[6]=[4]/(2)*100	[7]=[5]/(2)*100
1	Promoter and Promoter Group	E-Voting	213733215	139286330	65.17	139286330	0	100.00	0.00
		Poll	213733215	74446885	34.83	74446885	0	100.00	0.00
		Total	213733215	213733215	100.00	213733215	0	100.00	0.00
2	Public - Institutional holders	E-Voting	57047255	40262127	70.58	32853126	7409001	81.60	18.40
		Poll	57047255	0	0.00	0	0	0.00	0.00
		Total	57047255	40262127	70.58	32853126	7409001	81.60	18.40
3	Public-Others	E-Voting	14219530	10475	0.07	10005	470	95.51	4.49
		Poll	14219530	621	0.00	606	15	97.58	2.42
		Total	14219530	11096	0.08	10611	485	95.63	4.37
Total	Total	E-Voting	285000000	179558932	63.00	172149461	7409471	95.87	4.13
		Poll	285000000	74447506	26.12	74447491	15	100.00	0.00
		Total	285000000	254006438	89.13	246596952	7409486	97.08	2.92

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Resolution No. 4 : Re-appointment of Mr. Saurabh Kumar Tiwari as a Director.

Whether promoter/ promoter group are interested in the agenda/resolution? **NO**

	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
			[1]	[2]	[3]=[2]/(1)*100	[4]	[5]	[6]=[4]/(2)*100	[7]=[5]/(2)*100
1	Promoter and Promoter Group	E-Voting	213733215	139286330	65.17	139286330	0	100.00	0.00
		Poll	213733215	74446885	34.83	74446885	0	100.00	0.00
		Total	213733215	213733215	100.00	213733215	0	100.00	0.00
2	Public - Institutional holders	E-Voting	57047255	40262127	70.58	32975361	7286766	81.90	18.10
		Poll	57047255	0	0.00	0	0	0.00	0.00
		Total	57047255	40262127	70.58	32975361	7286766	81.90	18.10
3	Public-Others	E-Voting	14219530	11395	0.08	11095	300	97.37	2.63
		Poll	14219530	621	0.00	606	15	97.58	2.42
		Total	14219530	12016	0.08	11701	315	97.38	2.62
Total	-	E-Voting	285000000	179559852	63.00	172272786	7287066	95.94	4.06
		Poll	285000000	74447506	26.12	74447491	15	100.00	0.00
		Total	285000000	254007358	89.13	246720277	7287081	97.13	2.87

Resolution No. 5 : Ratification of appointment of Statutory Auditors

Whether promoter/ promoter group are interested in the agenda/resolution? **NO**

	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
			[1]	[2]	[3]=[2]/(1)*100	[4]	[5]	[6]=[4]/(2)*100	[7]=[5]/(2)*100
1	Promoter and Promoter Group	E-Voting	213733215	139286330	65.17	139286330	0	100.00	0.00
		Poll	213733215	74446885	34.83	74446885	0	100.00	0.00
		Total	213733215	213733215	100.00	213733215	0	100.00	0.00
2	Public - Institutional holders	E-Voting	57047255	37995873	66.60	33418094	4577779	87.95	12.05
		Poll	57047255	0	0.00	0	0	0.00	0.00
		Total	57047255	37995873	66.60	33418094	4577779	87.95	12.05
3	Public-Others	E-Voting	14219530	11675	0.08	11409	266	97.72	2.28
		Poll	14219530	621	0.00	606	15	97.58	2.42
		Total	14219530	12296	0.09	12015	281	97.71	2.29
Total		E-Voting	285000000	177293878	62.21	172715833	4578045	97.42	2.58
		Poll	285000000	74447506	26.12	74447491	15	100.00	0.00
		Total	285000000	251741384	88.33	247163324	4578060	98.18	1.82

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Resolution No. 6 : Re-appointment of Mr. Vinod Kumar as Managing Director and Group CEO and fixing of his remuneration.

Whether promoter/ promoter group are interested in the agenda/resolution? **NO**

	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
			[1]	[2]	[3]=[2]/(1)*100	[4]	[5]	[6]=[4]/(2)*100	[7]=[5]/(2)*100
1	Promoter and Promoter Group	E-Voting	213733215	139286330	65.17	139286330	0	100.00	0.00
		Poll	213733215	74446885	34.83	74446885	0	100.00	0.00
		Total	213733215	213733215	100.00	213733215	0	100.00	0.00
2	Public - Institutional holders	E-Voting	57047255	40227127	70.52	34468774	5758353	85.69	14.31
		Poll	57047255	0	0.00	0	0	0.00	0.00
		Total	57047255	40227127	70.52	34468774	5758353	85.69	14.31
3	Public-Others	E-Voting	14219530	11325	0.08	11235	90	99.21	0.79
		Poll	14219530	621	0.00	606	15	97.58	2.42
		Total	14219530	11946	0.08	11841	105	99.12	0.88
Total	Total	E-Voting	285000000	179524782	62.99	173766339	5758443	96.79	3.21
		Poll	285000000	74447506	26.12	74447491	15	100.00	0.00
		Total	285000000	253972288	89.11	248213830	5758458	97.73	2.27

Resolution No. 7 : Ratification of Cost Auditor's Remuneration

Whether promoter/ promoter group are interested in the agenda/resolution? **NO**

	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
			[1]	[2]	[3]=[2]/(1)*100	[4]	[5]	[6]=[4]/(2)*100	[7]=[5]/(2)*100
1	Promoter and Promoter Group	E-Voting	213733215	139286330	65.17	139286330	0	100.00	0.00
		Poll	213733215	74446885	34.83	74446885	0	100.00	0.00
		Total	213733215	213733215	100.00	213733215	0	100.00	0.00
2	Public - Institutional holders	E-Voting	57047255	40262127	70.58	40241474	20653	99.95	0.05
		Poll	57047255	0	0.00	0	0	0.00	0.00
		Total	57047255	40262127	70.58	40241474	20653	99.95	0.05
3	Public-Others	E-Voting	14219530	11675	0.08	11229	446	96.18	3.82
		Poll	14219530	621	0.00	606	15	97.58	2.42
		Total	14219530	12296	0.09	11835	461	96.25	3.75
Total	Total	E-Voting	285000000	179560132	63.00	179539033	21099	99.99	0.01
		Poll	285000000	74447506	26.12	74447491	15	100.00	0.00
		Total	285000000	254007638	89.13	253986524	21114	99.99	0.01

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Mehul J. Shah
Advocate, High Court Bombay

91 Rustomjee Riviera, Wing A, Marve Road,
Malad (West), Mumbai 400064
Tel: (M) 9820616724
email: adv.mehul@gmail.com

To

2 August 2016

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

The Thirtieth Annual General Meeting of the Equity Shareholders of Tata Communications Limited held on 1 August 2016, at NSE Auditorium, Ground Floor, The National Stock Exchange of India Ltd., Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051.

Dear Sir,

I, Mehul J. Shah, Advocate, Mumbai was 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 by Companies (Management and Administration) Amendment Rules, 2015, to conduct the remote e-voting process in respect of the below mentioned resolutions passed, at the Twenty Ninth Annual General Meeting of the Equity Shareholders of Tata Communications Limited, held on Monday, 1 August 2016 at NSE Auditorium, Ground Floor, The National Stock Exchange of India Ltd., Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051.

I was also appointed as Scrutinizer to scrutinize the voting process at the said Annual General Meeting held on 1 August 2016.

The Notice dated 27 May 2016 along with statement setting out material facts as required under the provisions of Section 102 of the Act was sent to the shareholders in respect of the below mentioned resolutions passed at the Annual General Meeting of the Company.

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

The Company had also provided e-voting facility to the shareholders present at the Annual General Meeting and who had not cast their vote earlier through remote e-voting facility.

The shareholders of the company holding shares as on the 'cut-off' date of Monday, 25 July 2016 were entitled to vote on the resolutions as contained in the Notice of the Annual General Meeting.

The voting period for remote e-voting commenced on Friday, 29 July 2016 at 09:00 a.m. (IST) and ended on Sunday, 31 July 2016 at 05:00 p.m. (IST). The e-voting platform provided by NSDL was disabled thereafter.

After the closure of the voting process at the Annual General Meeting, the report on votes cast during the meeting was generated in my presence and the voting was diligently scrutinized.

The votes cast under remote e-voting facility were unblocked after the conclusion of the voting at the Annual General Meeting in the presence of two witnesses who were not in the employment of

company and the votes cast there under were counted.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the National Securities Depository Limited (NSDL) e-voting system and the e-voting done at the venue of AGM respectively.

I now submit my consolidated Report as under on the result of the remote e- voting, postal ballot forms and e-voting at the meeting in respect of the said Resolutions.

1. **RESOLUTION NO. 1:**

To receive, consider and adopt:

- a) the audited Standalone Financial Statements of the Company for the financial year ended 31 March 2016, the Report of the Board of Directors and the Auditors' Report thereon; and
- b) the audited Consolidated Financial Statements of the Company for the financial year ended 31 March 2016 and the Auditors' Report thereon

(i) Votes in favour of the resolution:

Number of members voted	Number of Votes (Shares) cast by them	% of total number of valid votes
216	246017691	98.03

(ii) Votes cast against the resolution

Number of members voted	Number of Votes (Shares) cast by them	% of total number of valid votes
44	4943109	1.97

(ii) Invalid votes:

No. of members	Total number of votes cast by them (Shares)
0	0

2. **RESOLUTION NO. 2:**

Declare dividend for the financial year 2015-16

(i) Votes in favour of the resolution:

Number of members voted	Number of Votes (Shares) cast by them	% of total number of valid votes cast
273	254007681	100

Mehul J. Shah

Advocate, High Court Bombay

91 Rustomjee Riviera, Wing A, Marve Road,
Malad (West), Mumbai 400064
Tel: (M) 9820616724
email: adv.mehul@gmail.com

(ii) Votes cast against the resolution

Number of members voted	Number of Votes cast by them (Shares)	% of total number of valid votes
2	15	0.00

(iii) Invalid votes:

No. of members	Total number of votes cast by them (Shares)
0	0

3. RESOLUTION NO. 3:

To appoint a Director in place of Mr. Kishor Anant Chaukar (DIN: 0033830), who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment.

(i) Votes in favour of the resolution:

Number of members voted	Number of Votes cast by them (Shares)	% of total number of valid votes cast
199	246596952	97.08

(ii) Votes cast against the resolution:

Number of members voted	Number of Votes cast by them (Shares)	% of total number of valid votes cast
73	7409486	2.92

(iii) Invalid votes:

Number of members	Total number of votes cast by them (Shares)
0	0

4. RESOLUTION NO. 4:

To appoint a Director in place of Mr. Saurabh Kumar Tiwari (DIN: 03606497), who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment.

(i) Votes in favour of the resolution:

Number of members voted	Number of Votes cast by them (Shares)	% of total number of valid votes cast
202	246720277	97.13



(ii) Votes cast against the resolution:

Number of members voted	Number of Votes cast by them (Shares)	% of total number of valid votes cast
68	7287081	2.87

(iii) Invalid votes:

Number of members	Total number of votes cast by them (Shares)
0	0

5. **RESOLUTION NO. 5:**

Ratification of Appointment of Statutory Auditors

(i) Votes in favour of the resolution:

Number of members voted	Number of Votes cast by them (Shares)	% of total number of valid votes cast
231	247163324	98.18

(ii) Votes cast against the resolution:

Number of members voted	Number of Votes cast by them (Shares)	% of total number of valid votes cast
37	4578060	1.82

(iii) Invalid votes:

Number of members	Total number of votes cast by them (Shares)
0	0

6. **RESOLUTION NO. 6:**

Re-appointment of Mr. Vinod Kumar as Managing Director and Group CEO and fixing of his remuneration.

(i) Votes in favour of the resolution:

Number of members voted	Number of Votes cast by them (Shares)	% of total number of valid votes cast
212	24,82,13,830	97.73

(ii) Votes cast against the resolution:

Number of members voted	Number of Votes cast by them (Shares)	% of total number of valid votes cast
56	5758458	2.27

(iii) Invalid votes:

Number of members	Total number of votes cast by them (Shares)
0	0

7. **RESOLUTION NO. 7:**

Ratification of Cost Auditor's Remuneration.

(i) Votes in favour of the resolution:

Number of members voted	Number of Votes cast by them (Shares)	% of total number of valid votes cast
266	253986524	99.99

(ii) Votes cast against the resolution:

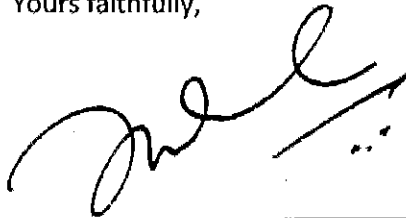
Number of members voted	Number of Votes cast by them (Shares)	% of total number of valid votes cast
7	21114	0.01

(iii) Invalid votes:

Number of members	Total number of votes cast by them (Shares)
0	0

6. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
7. All relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Yours faithfully,



(Mehul J. Shah)
Advocate