



HQ/CS/31ST AGM/16193
5 June 2017

Sub: Notice for Annual General Meeting, Intimation of Book Closure Dates of the Company and E-voting.

Dear Sir,

Notice is hereby given that the 31st Annual General Meeting (AGM) of Tata Communications Limited ("the Company") will be held at **1100 hours on Tuesday, June 27, 2017, at MC Ghia Hall, Bhogilal Hargovindas Building, Second Floor, 18/20 Kaikhushru Debash Road, Kalaghoda, Mumbai - 400023.** A copy of the Notice of AGM is enclosed herewith.

The Directors have recommended a final dividend of 60% (Normal Dividend 45% + a one-time special dividend of 15%) i.e. Rs. 6.00 per share of the face value of Rs. 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 Tuesday, June 20, 2017 to Tuesday, June 27, 2017 (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 July 4, 2017 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 Monday, June 19, 2017;
- (ii) To all Beneficial Owners in respect of shares held in dematerialized 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 Monday, June 19, 2017.

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

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



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 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 faint blue 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 31st Annual General Meeting of Tata Communications Limited (“Company”) will be held at 11:00 hours on Tuesday, June 27, 2017, at MC Ghia Hall, Bhogilal Hargovindas Building, Second Floor, 18/20 Kaikhushru Dubash Road, Kalaghoda, Mumbai – 400001 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, 2017, 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, 2017 along with the report of the auditors thereon.
2. To declare a final dividend on equity shares for the financial year 2016-17.
3. To appoint a director in place of Mr. Bharat Vasani (DIN: 00040243), who retires by rotation at this annual general meeting and, being eligible, offers himself for re-appointment.
4. To appoint a director in place of Mr. N Srinath (DIN: 00058133), who retires by rotation at this annual general meeting and, being eligible, offers himself for re-appointment.
5. To consider and, if thought fit, to pass with or without modifications 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), M/s. S.R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration No. 101049W / E300004) be and are hereby appointed as statutory auditors of the Company, in place of the retiring Statutory Auditors M/s. S.B. Billimoria & Co., Chartered Accountants (Firm Registration No. 101496W), to hold office for a term of five years from the conclusion of the thirty-first annual general meeting (AGM) until the conclusion of the thirty-sixth AGM of the Company, subject to ratification of the appointment by the members at every AGM held after this thirty-first AGM, on such remuneration as may be mutually agreed upon between the board of directors and the auditors.”

Special Business

6. To consider and, if thought fit, to pass with or without modifications the following as an **Ordinary Resolution**:

“RESOLVED THAT Mr. G. Narendra Nath (DIN: 07440439) who was appointed by the board of directors as an additional director of the Company with effect from October 18, 2016 and who holds office upto the date of this annual general meeting in terms of Section 161 of the Companies Act, 2013 (“Act”), and in respect of whom a notice under Section 160 of the Act has been received by the Company from a member signifying his intention to propose Mr. G. Narendra Nath as a candidate for the office of director, be and is hereby appointed as a director not liable to retire by rotation.”

“RESOLVED FURTHER THAT the company secretary 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 with or without modifications 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 thereof, for the time being in force), cost auditor, Mr. Jugal Kishor Puri, 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, 2018, 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 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, May 4, 2017

CIN: L64200MH1986PLC039266

Registered Office:

VSB, M.G. 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. 5, 6 and 7 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 persons seeking appointment/re-appointment as directors under Item Nos. 3, 4 and 6 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 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 authorized representatives to attend the meeting are requested to send a certified copy of the board resolution to the Company, authorizing 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 Tuesday, June 20, 2017 till Tuesday, June 27, 2017 (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, July 4, 2017 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 Monday, June 19, 2017;
 - ii) To all Beneficial Owners in respect of shares held in dematerialized 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 Monday, June 19, 2017.
8. Members, proxies and authorized 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 2016-17 in accordance with Article 93 of the Articles of Association of the Company in respect of dividend for that year when declared.
 10. Members holding shares in electronic (dematerialized) 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.
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 for 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 5, 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. August 1, 2016, on the website of IEPF viz. 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 dates on which the outstanding amount shall be transferred to Investor Education and Protection Fund are given in the table below.

Date of AGM	Balance as on March 31, 2017 (₹)	Dividend for the year	Date of Transfer to Investor Education & Protection Fund
August 6, 2010	Not Applicable	2009-10	Not Applicable
October 11, 2011	405,104.00	2010-11	November 12, 2018
July 27, 2012	444,202.00	2011-12	August 28, 2019
July 26, 2013	652,077.00	2012-13	August 27, 2020
August 4, 2014	783,801.00	2013-14	September 5, 2021
September 29, 2015	1,104,323.00	2014-15	October 30, 2022
August 1, 2016	1,142,424.00	2015-16	September 2, 2023

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 2008-09 to the IEPF.

The Company has sent out individual communication to 978 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 2016-17 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 2016-17 will also be available on the Company's website viz. 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 31st AGM is annexed.**
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, Members are provided with the facility to cast their vote electronically, through 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:

- A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the 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. Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>.
 - iii. Click on Shareholder – Login.
 - iv. If you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password / PIN for casting your vote.
 - v. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential. If you forget your password, you can reset your password by using the “Forgot User Details/Password” option available on www.evoting.nsdl.com.
 - vi. Once the e-voting home page opens, click on: e-voting : Active Voting Cycles.
 - vii. Select “EVEN” (E-Voting Event Number) of Tata Communications Limited which is 106178. Now you are ready for e-voting as "Cast Vote" page opens.
 - viii. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - ix. Upon confirmation, the message “Vote cast successfully” will be displayed.
 - x. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
 - xi. 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., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to preetighiya@hotmail.com, with a copy marked to evoting@nsdl.co.in.
 - xii. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) - for members and e-voting user manual - for members, available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- B. In case a Member receives physical copy of the Notice of AGM (for members whose email IDs are not registered with the Company / Depositories or members who request for a physical copy):
- i. Initial password is provided in the enclosed attendance slip: EVEN (E-voting Event Number) + USER ID and PASSWORD
 - ii. Please follow all steps from Sl. No. 17. A (i) to (xii) above, to cast vote.
- C. Other Instructions
- i. The e-voting period commences on Thursday, June 22, 2017 (9.00 a.m. IST) and ends on Monday, June 26, 2017 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Tuesday June 20, 2017 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. Only 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 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. 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.
- iv. Ms. Preeti Ghiya, Practising Company Secretary (Membership No.: 10077), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - v. The Scrutinizer 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 Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairperson or a person authorized by the Chairperson in writing who shall countersign the same.
 - vi. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.tatacommunications.com and on the website of NSDL www.evoting.nsdl.com immediately after declaration. The Company shall simultaneously forward the results to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), where the shares of the Company are listed.

Annexure to the Notice dated May 04, 2017**The Statement of Material Facts pursuant to Section 102(1) of the Companies Act, 2013 ("Act").****In respect of Item No. 5**

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

Section 139 of the Companies Act, 2013 prescribes the maximum term for which Statutory Auditors may be appointed. The term of the existing Statutory Auditors – M/s. S.B. Billimoria & Co. is due to end at the conclusion of the Thirty-First Annual General Meeting (AGM). Hence, in compliance with the provisions of the Companies Act, 2013, it is proposed to appoint M/s. S.R. Batliboi & Associates LLP (Firm Registration No. 101049W/ E300004) as the new Statutory Auditors of the Company.

M/s. S.R. Batliboi & Associates LLP, being eligible for appointment, shall hold office for a period of five years from the conclusion of the Thirty-First Annual General Meeting till the conclusion of the Thirty-Sixth 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.

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

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

In respect of Item No. 6

Under the Shareholders Agreement of February 2002, the Government of India, vide its letter dated 18 December, 2015 indicated the appointment of Mr. G. Narendra Nath, Deputy Director General (Security), Department of Telecommunications, Government of India, as a Government nominated Director on the Board of Directors of the Company.

After obtaining the requisite security clearance under the Company's TV uplinking license from the Ministry of Information and Broadcasting, Government of India, Mr. G. Narendra Nath was appointed as an Additional Director on the Board with effect from 18 October, 2016 pursuant to the provisions of Section 161 of the Companies Act, 2013 read with Article 66B of the Articles of Association of the Company. Under Section 161 of the Companies Act 2013 and under the said Article, Mr. G. Narendra Nath holds office up to the date of the forthcoming Annual General Meeting. Mr. G. Narendra Nath is eligible for appointment as a director of the Company and the Company has, pursuant to Section 160 of the Companies Act, 2013 received a notice in writing proposing his candidature for appointment.

In the opinion of the Board, Mr. G. Narendra Nath is a person of integrity and possesses relevant expertise and experience and fulfils the conditions for appointment as a director as specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

If appointed, Mr. G. Narendra Nath will act as a non-executive, government nominee director, not liable to retire by rotation.

Keeping in view the experience and expertise, his appointment as Director of the Company is recommended.

Except for Mr. G. Narendra Nath, 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.

Brief profile of Mr. G. Narendra Nath is given below:

Mr. G. Narendra Nath, is working as Deputy Director General (Security), Department of Telecommunications, Government of India since July 2, 2014 with overall responsibilities for the policy formulation and implementation and matters pertaining to Telecom network security of India. Responsibilities include coordination on matters of national security with other wings. Prior to this he was Deputy Director General (Security Audit) for a year responsible for the finalization of the processes and procedures to conduct of security audit of the networks of Telecom Service Providers.

He has over 27 years of experience in telecom including 17 years of senior management experience in the areas of telecom network planning, installation, operation and maintenance, marketing & business development and training.

He started his professional career with Oil and Natural Gas Commission in maintenance of Real Time Geophysical Data Acquisition, and UHF and VHF communication systems. In 1987 he joined the Indian Telecommunication Service, Department of Telecommunications (DoT), Government of India. He was instrumental in the planning, engineering, deployment and operation and maintenance of 2G GSM network for 500 thousand lines and planning of the 3G network in the Indian state of Jharkhand. He was a faculty at Advanced Level Telecommunication Training Centre an ITU, UNDP and Government of India established training facility for a period of nine years in the areas of CCS#7, GSM Network planning, Intelligent Networks and Marketing of Telecom Services and was head of the Faculty of Management Courses. He was deputed to Nairobi, Kenya as an expert to conduct a four day Commonwealth Telecommunication Organization Course on Management of Universal Service Funds. He was awarded a certificate of 'Sanchar Shiromani' by the Department of Telecommunications for the services in the telecom sector.

He holds a Masters in Technology from Indian Institute of Technology, Delhi with specialization in VLSI design. He is trained as a Lead Auditor for ISO 9001:2008. He is a member of the National Working Group for ITU-T SG-17 on Security.

In respect of Item No. 7

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of Mr. Jugal Kishor Puri, Cost Accountant, as Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending March 31, 2018. Accordingly, under the authority from the Board of Directors, the remuneration of the Cost Auditor was fixed at ₹600,000/- 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. 7 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. 7 of the accompanying Notice.

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

By Order of the Board of Directors
Manish Sansi
Company Secretary
ACS-10985

Mumbai, May 4, 2017
CIN: L64200MH1986PLC039266

Registered Office:

VSB, M.G. Road,
Fort, Mumbai - 400 001.

Details of Directors Seeking Appointment / Re-Appointment at the 31st Annual General Meeting

Particulars	Mr. Bharat Vasani	Mr. N. Srinath	Mr. G. Narendra Nath
Date of Birth	24-08-1958	08-07-1962	07-10-1960
Age	58	54	56
Date of Appointment	16-12-2013	13-02-2002	18-10-2016
Qualifications	B.Com., LL.B, A.C.S.	Degrees in Mechanical Engineering from IIT Madras, Management degree from IIM Calcutta	Masters in Technology from IIT, Delhi (specialization in VLSI design)
Expertise in Specific Functional Area	Law	Marketing and Systems	Technology
Directorships held in other Public Companies (excluding foreign, private companies and Section 8 companies)	1. Rallis India Limited 2. Tata Sky Limited	1. Tata Business Support Services Limited 2. Tata Teleservices Limited 3. Tata Teleservices (Maharashtra) Limited 4. Tata Industries Limited 5. Honeywell Automation India Limited	Nil
Memberships/ Chairmanships of Committees in other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee)	Nil	1. Tata Teleservices (Maharashtra) Limited - Stakeholders Relationship Committee 2. Honeywell Automation India Limited – Audit Committee	Nil
Shareholding in Tata Communications Limited	Nil	Nil	Nil
DIN number	00040243	00058133	07440439

Notes:

1. Detailed résumé of each Director is appended at the end 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.