



HQ/CS/CL.24B/16996  
August 6, 2020

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

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

Dear Sir / Madam,

Sub: Notice of the 34<sup>th</sup> Annual General Meeting ('AGM') of the Company for FY 2019-20 as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')

Pursuant to Regulation 30 read with Para A, Part A of Schedule III of the Listing Regulations, attached herewith is the Notice and the Explanatory Statement of the 34<sup>th</sup> AGM of Tata Communications Limited ('the Company') to be held at 11:00 hours (IST) on Friday, August 28, 2020, through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM'). The said Notice forms part of the Annual Report 2019-20.

The Annual Report for FY 2019-20 is available on the website of the Company at <https://www.tatacommunications.com/investors/results/>.

This is for your information and records.

Thanking you,

Yours faithfully,  
For Tata Communications Limited

pp  
Manish Sansi  
Company Secretary &  
General Counsel (India)

**TATA COMMUNICATIONS**

Tata Communications Limited

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

## NOTICE

NOTICE is hereby given that the 34<sup>th</sup> Annual General Meeting of Tata Communications Limited ('the Company') will be held at 11:00 hours (IST) on Friday, August 28, 2020, through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM') to transact the following business:

### Ordinary Business

#### 1. Adoption of Audited Standalone Financial Statements

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

#### 2. Adoption of Audited Consolidated Financial Statements

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

#### 3. Declaration of Dividend

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

#### 4. Appointment of Dr. Maruthi Prasad Tangirala (DIN: 03609968) as Director, liable to retire by rotation

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

#### 5. Ratification of appointment of Statutory Auditors

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

"RESOLVED THAT pursuant to the provisions of Sections 139 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, and pursuant to the resolution passed by the Members at the 31<sup>st</sup> Annual General Meeting ('AGM')

held on June 27, 2017 in respect of appointment of the auditors, M/s. S.R. Batliboi & Associates LLP, Chartered Accountants (ICAI Firm Registration No. 101049W / E300004) for a period of five years, till the conclusion of the AGM to be held in the 2022, the Company hereby ratifies and confirms the appointment of M/s. S.R. Batliboi & Associates LLP, Chartered Accountants (ICAI Firm Registration No. 101049W / E300004) as Auditors of the Company to hold office from the conclusion of this AGM till the conclusion of the next and 35<sup>th</sup> AGM of the Company to be held in the year 2021, to examine and audit the accounts of the Company for the financial year ending March 31, 2021 on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors."

### Special Business

#### 6. Re-appointment of Ms. Renuka Ramnath (DIN: 00147182) as an Independent Director of the Company

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

"RESOLVED THAT pursuant to provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Ms. Renuka Ramnath (DIN: 00147182), who was appointed as an Independent Director at the twenty-ninth Annual General Meeting of the Company to hold office up to December 7, 2019, and was re-appointed by the Board of Directors as an Independent Director, subject to approval of the Members, to hold office for a second term of five years commencing from December 8, 2019, and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect

and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term commencing with effect from December 8, 2019 up to December 7, 2024.”

**7. Appointment of Mr. Amur Swaminathan Lakshminarayanan (DIN: 08616830) as a Managing Director and Chief Executive Officer of the Company**

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) (including any statutory modifications or re-enactment(s) thereof for the time being in force), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time; and in accordance with Article 66G of Articles of Association of the Company, subject to such other approvals as required under the Act including approval of the Central Government under Part I of Schedule V to the Act, if required, consent of the Company be and is hereby accorded for the appointment and terms and conditions including remuneration of Mr. Amur Swaminathan Lakshminarayanan (DIN: 08616830) as the Managing Director and Chief Executive Officer of the Company for a period of five years commencing from November 26, 2019, on the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment), with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Lakshminarayanan.

RESOLVED FURTHER that the Board of Directors of the Company (which term shall be deemed to include any committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

**8. Ratification of Cost Auditor’s Remuneration**

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

“RESOLVED THAT pursuant to the provisions of Section 148(3) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of ₹6 lakhs plus applicable taxes and out of pocket expenses on actual basis incurred in connection with the audit capped at 3% of the remuneration, payable to Ms. Ketki D. Visariya, Cost Accountant (Membership No: 16028), who has been appointed by the Board of Directors as the Cost Auditor of the Company, to conduct the audit of the cost records maintained by the Company for the financial year ending March 31, 2021.”

**9. Payment of Commission to Non-Whole-time Directors of the Company**

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

“RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), as amended from time to time, a sum not exceeding one percent or three percent per annum, as the case may be, of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act, be paid to and distributed amongst the Directors of the Company or some or any of them (other than the Managing Director and/or Whole-time Directors) in such amounts or proportions and in such manner and in all respects as may be decided by the Board of Directors of the Company and such payments shall be made in respect of the profits of the Company for each year, commencing April 1, 2020.”

By Order of the Board of Directors

**Manish Sansi**

Company Secretary

ACS-10985

New Delhi, June 13, 2020

**Registered Office:**

VSB, Mahatma Gandhi Road,

Fort, Mumbai - 400 001.

CIN: L64200MH1986PLC039266

Email address: investor.relations@tatacommunications.com

Website: www.tatacommunications.com

**NOTES:**

1. In view of the global outbreak of the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 20/2020 dated May 5, 2020 in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" read with General Circular No. 14/ 2020 dated April 8, 2020 and the General Circular No. 17/ 2020 dated April 13, 2020 in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19" (collectively referred to as 'MCA Circulars') and SEBI vide its circular dated May 12, 2020 in relation to "Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 - Covid-19 pandemic" ('SEBI Circular') permitted the holding of the Annual General Meeting ('AGM' or 'Meeting') through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and MCA Circulars, the AGM of the Company is being held through VC / OAVM on Friday, August 28, 2020 at 11.00 a.m. (IST). The deemed venue for the 34<sup>th</sup> AGM will be Tata Communications Limited, 4<sup>th</sup> Floor, Tower 4, Equinox Business Park, LBS Road, Kurla (West), Mumbai 400 070.
2. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC / OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULAR, THE FACILITY FOR APPOINTMENT OF PROXY(IES) BY THE MEMBERS WILL NOT BE AVAILABLE AT THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ATTACHED TO THIS NOTICE.**
3. Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the AGM through VC / OAVM facility. Corporate Members intending to appoint their authorised representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC / OAVM or to vote through remote e-voting / e-voting are requested to send a scanned certified copy (PDF / JPG format) of its Board or governing body Resolution / Authorisation to the Scrutinizer by e-mail at [cs@parikhassociates.com](mailto:cs@parikhassociates.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
4. The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. As per the provisions of Clause 3.A.III. of the General Circular No. 20/ 2020 dated May 5, 2020, the matters of Special Business as appearing at Item Nos. 6 to 9 of the accompanying Notice, are considered to be unavoidable by the Board of Directors ('Board') of the Company, and hence, form part of this Notice.
6. The Explanatory Statement pursuant to section 102 of the Act setting out material facts concerning the business under Item Nos. 5 to 9 of the Notice, is annexed hereto. The relevant details, pursuant to Regulations 26(4) and 36(3) of SEBI Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this AGM are also annexed. Requisite declarations have been received from Director/s for seeking re-appointment.
7. The Members can join the AGM in the VC / OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on National Securities Depository Limited's ('NSDL') e-Voting website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The facility of participation at the AGM through VC / OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars.
8. In compliance with the afore-mentioned MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website [www.tatacommunications.com](http://www.tatacommunications.com); websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively; and on the website of NSDL at <https://www.evoting.nsdl.com>

**9. Book Closure and Dividend:**

The Company has fixed Friday, August 21, 2020 as the 'Record Date' for determining entitlement of Members to final dividend for the financial year ended March 31, 2020, if approved at the AGM. The Register of Members and the Share Transfer Books of the Company will be closed from Saturday, August 22, 2020 to Friday, August 28, 2020 (both days inclusive) for the purpose of payment of the dividend for the financial year ended March 31, 2020 and the AGM. The dividend of ₹4.00 per equity share of ₹10 each (40%), if declared at the AGM, will be paid subject to deduction of tax at source ('TDS') on or after Saturday, August 29, 2020 as under:

- a. to all Beneficial Owners in respect of shares held in electronic form as per the data as made available by the National Securities Depository Limited ('NSDL') and the Central Depository Services (India) Limited ('CDSL') as of the close of business hours on Friday, August 21, 2020.
  - b. to all Members in respect of shares held in physical form whose names appear on the Company's Register of Members after giving effect to all valid transmission or transposition requests lodged with the Company or the Registrar & Transfer Agent ('R&T Agent') as of the close of business hours on Friday, August 21, 2020.
10. Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of the Shareholders w.e.f. April 1, 2020 and the Company is required to deduct TDS from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ('the IT Act'). In general, to enable compliance with TDS requirements, Members are requested to complete and / or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants ('DPs') or in case shares are held in physical form, with the Company / R&T Agent by sending documents through email by 11:59 p.m. IST on Friday, August 14, 2020. For the detailed process, please visit the Company's website at [www.tatacommunications.com/investors](http://www.tatacommunications.com/investors).
11. Further, in order to receive the dividend in a timely manner, Members holding shares in physical form who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means are requested to send a scanned copy of the following details/documents at [csq-unit@tsrdarashaw.com](mailto:csq-unit@tsrdarashaw.com) latest by Friday, August 14, 2020:
- a. A signed request letter mentioning your name, folio number, complete address and following details relating to bank account in which the dividend is to be received:
    - i. Name and Branch of Bank and Bank Account type;
    - ii. Bank Account Number & Type allotted by your bank after implementation of Core Banking Solutions;
    - iii. 11-digit IFSC Code;
  - b. Self-attested scanned copy of cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;
  - c. Self-attested scanned copy of the PAN Card; and
  - d. Self-attested scanned copy of any document (such as AADHAR Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.
- Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change/addition/deletion in such bank details. Accordingly, the Members holding shares in demat form are requested to update their Electronic Bank Mandate with their respective Depository Participants.
- Further, please note that instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form.
12. For the Members who are unable to receive the dividend directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/ Bankers' cheque/ demand draft to such Members, upon normalisation of postal services and other activities.
13. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated

with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact the Company or Company's R&T Agent - TSR Darashaw Consultants Private Limited ('TSRDCPL') for assistance in this regard.

14. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ('IEPF'). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/ Claimants are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in). For details, please refer to the Corporate Governance Report which is a part of this Annual Report.
15. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to TSRDCPL in case the shares are held in physical form quoting their folio number. Further, Members may note that SEBI has mandated the submission of PAN by every participant in securities market.
16. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form SH-14. The said forms can be downloaded from the website of TSRDCPL - [www.tsrdarashaw.com](http://www.tsrdarashaw.com). Members are requested to submit the said form to their DP in case the shares are held in electronic form and to TSRDCPL in case the shares are held in physical form quoting their folio number.
17. The format of the Register of Members prescribed by the MCA under the Act requires the Company/ Registrar and Share Transfer Agents to record additional details of Members, including their PAN details, e-mail address, bank details for payment of dividend etc. A form for capturing additional details is available on the Company's website under the section 'Investor Relations' as also attached to this Annual Report. Members holding shares in physical form are requested to submit the filled in form to the Company at [investor.relations@tatacommunications.com](mailto:investor.relations@tatacommunications.com) or to TSRDCPL in physical mode, after restoring normalcy or in electronic mode at [csq-unit@tsrdarashaw.com](mailto:csq-unit@tsrdarashaw.com), as per instructions mentioned in the form. Members holding shares in electronic form are requested to submit the details to their respective DP only and not to the Company or TSRDCPL.
18. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or TSRDCPL, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
19. During the AGM, Members may access the electronic copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, upon login to NSDL e-Voting system at <https://www.evoting.nsd.com>.
20. Members seeking any information with regard to the accounts or any other matter to be placed at the AGM or who wish to inspect the relevant documents referred to in this Notice, are requested to write to the Company on or before August 21, 2020 through email on [investor.relations@tatacommunications.com](mailto:investor.relations@tatacommunications.com) mentioning their DP ID & Client ID/Physical Folio Number. The same will be replied by the Company suitably.
21. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
22. To support the 'Green Initiative', Members who have not yet registered their email addresses are

requested to register the same with their DPs in case the shares are held by them in electronic form and with TSRDCPL in case the shares are held by them in physical form.

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

- i. **Registration of email addresses with TSRDCPL:** The Company has made special arrangements with TSRDCPL for registration of e-mail addresses of those Members (holding shares either in electronic or physical form) who wish to receive this Notice electronically and cast votes electronically. Eligible Members whose e-mail addresses are not registered with the Company/ DPs are required to provide the same to TSRDCPL on or before 5:00 p.m. IST on Friday, August 14, 2020.

Process to be followed for registration of e-mail address is as follows:

- a. Visit the link <https://green.tsrdarashaw.com/green/events/login/vq>
- b. Select the company name viz. Tata Communications Limited.
- c. Enter the DP ID & Client ID / Physical Folio Number and PAN details. In the event the PAN details are not available on record for Physical Folio, Member to enter one of the share certificate numbers.  
(If PAN details are not available in the system, the system will prompt the Member to upload a self-attested copy of the PAN card for updation and authentication.)
- d. Enter your e-mail address and mobile number
- e. The system will then confirm the e-mail address for receiving this AGM Notice.

After successful submission of the e-mail address, NSDL will e-mail a copy of this AGM Notice and Annual Report for FY 2019-20 along with the e-voting User ID and password. In case of any queries, Members may write to [csg-unit@tsrdarashaw.com](mailto:csg-unit@tsrdarashaw.com) or [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

- ii. **Registration of e-mail address permanently with Company/DP:** Members are requested to register the same with their concerned DPs, in respect of electronic holding and with TSRDCPL, in respect of physical holding, by writing to them at [csg-unit@tsrdarashaw.com](mailto:csg-unit@tsrdarashaw.com). Further, those Members who have already registered

their e-mail addresses are requested to keep their e-mail addresses validated/updated with their DPs / TSRDCPL to enable servicing of notices / documents / Annual Reports and other communications electronically to their e-mail address in future.

- iii. Alternatively, those Shareholders who have not registered their email addresses are required to send an email request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) along with the following documents for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this Notice:

- In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card, self-attested scanned copy of Aadhar Card.
- In case shares are held in demat mode, please provide DP ID-Client ID (8 digit DP ID + 8 digit Client ID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, self-attested scanned copy of PAN card, self-attested scanned copy of Aadhar Card.

24. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), and the MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a member using remote e-voting system as well as remote e-voting during the AGM will be provided by NSDL.
25. The remote e-voting period commences on Tuesday, August 25, 2020 (9:00 a.m. IST) and ends on Thursday, August 27, 2020 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialised form, as on Friday, August 21, 2020 i.e. cut-off date, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently or cast vote again. Those Members, who will be attending the AGM through VC

/ OAVM and have not cast their vote through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date.

26. Members will be provided with the facility for voting through electronic voting system during the video conferencing proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-voting, will be eligible to exercise their right to vote during such proceedings of the AGM. Members who have cast their vote by remote e-voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolution(s) for which the member has already cast the vote through remote e-voting.
27. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting before the AGM as well as e-voting during the AGM. Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the Notice and holding shares as on the cut-off date may obtain the User ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
28. The Chairperson shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of e-voting system for all those Members who are present during the AGM through VC / OAVM but have not cast their votes by availing the remote e-voting facility. The e-voting module shall be disabled by NSDL for voting 15 minutes after the conclusion of the AGM.
29. The Scrutinizer shall, immediately after the conclusion of voting at the Meeting, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairperson or a person authorised by the Chairperson in writing, who shall countersign the same.
30. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.tatacommunications.com](http://www.tatacommunications.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after

declaration. The Company shall simultaneously forward the results to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

31. Instructions for attending the AGM through VC / OAVM and remote e-voting (before and during the AGM) are given below.

#### **A. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM**

- i. Members will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-Voting system and they may access the same at <https://www.evoting.nsdl.com> under the Shareholders/members login by using the remote e-voting credentials, where the EVEN of the Company will be displayed. On clicking this link, the Members will be able to attend and participate in the proceedings of the AGM through a live webcast of the meeting and submit votes on announcement by the Chairperson. Please note that Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice to avoid last minute rush. Further, Members may also use the OTP based login for logging into the e-voting system of NSDL.
- ii. Members may join the Meeting through Laptops, Smartphones, Tablets and iPads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
- iii. Members are encouraged to submit their questions in advance with regard to the financial statements or any other matter to be placed at the 34<sup>th</sup> AGM, from their registered email address, mentioning their name, DP



ID and Client ID number / folio number and mobile number, to reach the Company's email address at investor.relations@tatacommunications.com before 5.00 p.m. (IST) on Monday, August 24, 2020. Queries that remain unanswered at the AGM will be appropriately responded by the Company at the earliest post the conclusion of the AGM.

- iv. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending a request from their registered email address mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at investor.relations@tatacommunications.com between Thursday, August 20, 2020 (9:00 a.m. IST) to Monday, August 24, 2020 (5:00 p.m. IST). Only those Members who have registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- v. Members who need assistance before or during the AGM, can contact NSDL on [evoting@nsdl.co.in/](mailto:evoting@nsdl.co.in) 1800-222-990 or contact Mr. Amit Vishal at [amitv@nsdl.co.in/](mailto:amitv@nsdl.co.in) 022-24994360/ +91 9920264780 or Mr. Sagar Ghosalkar at [sagar.ghosalkar@nsdl.co.in/](mailto:sagar.ghosalkar@nsdl.co.in) 022-24994553/ +91 9326781467.

## B. INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS BEFORE / DURING THE AGM

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

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

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

**Step 1 : 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?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. 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.

4. 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 113255 then user ID is 113255001***

5. 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. In case you have not registered your email address with the Company / Depository, please follow the instructions mentioned below in this Notice
  6. 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.
    - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
  7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  8. Now, you will have to click on "Login" button.
  9. 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?**
1. 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.
  2. 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.
  3. Select "EVEN" of company for which you wish to cast your vote.
  4. Now you are ready for e-Voting as the Voting page opens.
  5. 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.
  6. Upon confirmation, the message "Vote cast successfully" will be displayed.
  7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
  8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- **INSTRUCTIONS FOR E-VOTING DURING THE AGM ARE AS UNDER:**
    - i. The procedure for remote e-Voting during the AGM is same as the instructions mentioned above for remote e-voting since the Meeting is being held through VC / OAVM.
    - ii. Only those Members/ Shareholders, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the

Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.

**General Guidelines for Members:**

1. Institutional / Corporate 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 Scrutinizer by e-mail to cs@parikhassociates.com with a copy marked to evoting@nsdl.co.in.
2. 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.

3. 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 to Ms. Pallavi Mhatre at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

By Order of the Board of Directors

**Manish Sansi**

Company Secretary  
ACS-10985

New Delhi, June 13, 2020

**Registered Office:**

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

CIN: L64200MH1986PLC039266

Email address: [investor.relations@tatacommunications.com](mailto:investor.relations@tatacommunications.com)

Website: [www.tatacommunications.com](http://www.tatacommunications.com)

## Explanatory Statement

**Pursuant to Section 102(1) of the Companies Act, 2013 ('Act') the following Explanatory Statement sets out material facts relating to business mentioned under Item Nos. 5 to 9 of the accompanying Notice.**

### In respect of Item No. 5

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 members had appointed M/s. S.R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration No. 101049W / E300004) as the statutory auditors of the Company to hold office from the conclusion of the 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, subject to ratification by Members at every AGM.

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

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

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

### In respect of Item No. 6

At the Annual General Meeting held on September 29, 2015, the members of the Company had approved the appointment of Ms. Renuka Ramnath (DIN:00147182) as an Independent Director of the Company to hold office for a period of five years commencing with effect from 8 December 2014 till 7 December 2019.

As per the provisions of Section 149 of the Companies Act, 2013, an Independent Director can be re-appointed with the approval of shareholders by a special resolution and may hold office for a maximum of two consecutive terms of up to five years each.

Based on the recommendation of the Nomination & Remuneration Committee and keeping in view the contribution of Ms. Ramnath to the Company, the Board of Directors approved the re-appointment of

Ms. Ramnath as an Independent Director of the Company for a second term of five years commencing from 8 December 2019 up to 7 December 2024, subject to approval of the members.

The Company has received a declaration from Ms. Ramnath that, she is not disqualified from being re-appointed as an Independent Director in terms of Section 164 of the Act, and that she meets the criteria for independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and her consent to be re-appointed as an Independent Director. In terms of Regulation 25(8) of SEBI Listing Regulations, Ms. Ramnath has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company. She has further affirmed that she has completed requisite steps towards the inclusion of her name in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs in terms of Section 150 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

The Company has received a notice in writing from a Member under Section 160(1) of the Act proposing Ms. Ramnath's candidature for the office of Director. The resolution set-forth in Item No. 6 seeks the approval of members in terms of Section 149 and other applicable provisions of the Act, read with Schedule IV of the Act and Rules made thereunder, for re-appointment of Ms. Ramnath as an Independent Director of the Company for a second term of five years commencing from 8 December 2019 up to 7 December 2024.

Based on the performance evaluation of the Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, given her background, integrity, experience and contribution, the Board is of the opinion that Ms. Ramnath's continued association would be of immense benefit to the Company and it is therefore desirable to continue her appointment as an Independent Director. In the opinion of the Board, Ms. Ramnath fulfills the conditions for her re-appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and is independent of the management. A copy of the draft

letter of appointment of Ms. Renuka Ramnath, setting out the terms and conditions is available for inspection by the members. Members who wish to inspect the same may write to the Company Secretary at investor.relations@tatacomunications.com.

If re-appointed, Ms. Ramnath will act as a Non-Executive Independent Director whose office shall not be liable to retire by rotation.

Keeping in view Ms. Ramnath's experience and contributions to the Company, her re-appointment as an Independent Director is recommended.

The Board recommends the Resolution at Item No. 6 for approval by the Members.

None of the Directors or Key Managerial Personnel (KMP) or their respective relatives except Ms. Ramnath is concerned or interested in the Resolution at Item No. 6 of the accompanying Notice.

#### **Brief profile of Ms. Ramnath is given below:**

Ms. Ramnath is the Founder, Managing Director and CEO of Multiples Alternate Asset Management, a private equity manager and advisor to funds of ~ \$1.6 bn. She has over 30 years of experience in the Indian financial sector across private equity, investment banking and structured finance. Ms. Ramnath started her career with the ICICI Group and had leadership roles in investment banking, structured finance and e-commerce. She led ICICI Venture as the MD & CEO to become one of the largest private equity funds in India. One of the most experienced private equity fund managers in India, Ms. Ramnath has a full cycle track record of investing capital raised from global Institutions. She is a Board member of EMPEA, the global industry association for private capital in emerging markets. She is also the Chairperson of the Executive Committee of Indian Venture Capital Association. She is a recent winner of the IVCJ Special Achievement Award.

Ms. Ramnath has obtained a graduate degree in textile engineering from V.J. Technological Institute ('VJTI'), University of Mumbai and a post graduate degree in management studies from University of Mumbai. She has also completed the Advanced Management Program from the Graduate School of Business Administration, Harvard University.

#### **In respect of Item No. 7**

The Nomination and Remuneration Committee (NRC), at its meeting held on 30 July 2019, after due deliberations had recommended to the Board, the name of Mr. Amur

Swaminathan Lakshminarayanan (DIN: 08616830) for appointment as Managing Director and Chief Executive Officer (MD & CEO) of the Company. Based on the NRC's recommendation, the Board of Directors, at its meeting held on 30 July 2019, had appointed Mr. Lakshminarayanan as the MD & CEO - Designate subject to receipt of necessary regulatory approval. Thereafter, in accordance with the terms of its TV uplinking license, the Company had applied to the Ministry of Information and Broadcasting ('MIB') for obtaining its permission for the said appointment.

The Company vide letter dated 22 November 2019, received the approval from MIB for appointment of Mr. Lakshminarayanan as MD & CEO. The Company had also received the necessary consent and declarations from Mr. Lakshminarayanan confirming his eligibility to be appointed as the MD & CEO of the Company. The NRC, at its meeting held on 26 November 2019, recommended the appointment of Mr. Lakshminarayanan as MD & CEO.

Based on the afore-mentioned recommendation and approvals, the Board of Directors at its meeting held on November 26, 2019 approved the appointment of Mr. Amur Swaminathan Lakshminarayanan (DIN: 08616830) as the Managing Director and Chief Executive Officer of the Company for a period of five years commencing from the date of the Board Meeting i.e. November 26, 2019, subject to approval of the Members and other applicable regulatory approval from the Government of India and all other statutory authorities. The approval of Government of India is required since at the time of his appointment, Mr. Lakshminarayanan was not a resident of India as prescribed under Schedule V of the Companies Act, 2013 and as per Part I of Schedule V of the Companies Act 2013, his appointment is subject to approval of the Central Government.

Extracts of the key terms and conditions of appointment, including remuneration, forming part of the agreement executed with Mr. Lakshminarayanan for his appointment as MD & CEO are given as below and the same may also be read and treated as disclosure in compliance with the requirements of the Companies Act, 2013:

#### **A. Term and Termination**

1. Subject as hereinafter provided, this Agreement is effective from 26<sup>th</sup> November 2019 and shall remain in force up to five years, till 25<sup>th</sup> November 2024 unless terminated earlier.
2. This appointment may be terminated earlier, without any cause, by either Party by giving to the other Party six months' notice of such

termination or the Company paying six months' remuneration which shall be limited to provision of Salary, Benefits, Perquisites, Allowances and any pro-rated Incentive Remuneration (paid at the discretion of the Board), in lieu of such notice.

## B. Duties & Powers

- The MD&CEO shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of one or more of its associated companies and / or subsidiaries, including performing duties as assigned by the Board from time to time by serving on the boards of such associated companies and / or subsidiaries or any other executive body or any committee of such a company.

## C. Remuneration

- So long as the MD&CEO performs his duties and conforms to the terms and conditions contained in this Appointment, he shall, subject to such approvals as may be required, be entitled to the following remuneration, subject to deduction at source of all applicable taxes in accordance with the laws for the time being in force:

a) Basic Salary: ₹ 18.67 Lacs per month

b) Benefits, Perquisites, Allowances as follows:

- Rent-free residential accommodation (furnished or otherwise) the Company bearing the cost of repairs, maintenance, society charges and utilities (e.g. gas, electricity and water charges) for company provided accommodation

OR

- House Rent Allowance aggregating 50% of the basic salary (in case residential accommodation is not provided by the Company) and Utilities allowance (incl. maintenance) aggregating 35% of the basic salary
- Hospitalisation, Transport, Telecommunication and other facilities:

- Health Insurance coverage for self, spouse and dependent (minor) children as per policy;

- Car, with driver provided, maintained by the Company for official and personal use

- Telecommunication facilities including broadband, internet and mobile.

- Other perquisites and allowances (flexible component) with an option to choose from the components given below, as per your requirement subject to a maximum of 26.21% of the basic salary, comprising of the following:

- Children's Education & Hostel expenses

- Leave Travel Assistance

- Special Residual Allowance (SRA): Any amount lying unallocated from the flexible allowance after distribution across the components specified above will be paid as Special Residual Allowance

- Contribution to Provident Fund and Gratuity Fund as per the Rules of the Company.

- Membership and joining fees for one club.

c) **Incentive Remuneration:** Such Incentive Remuneration at a target value of ₹3,00,00,000 to be paid annually at the discretion of the Board, based on certain performance criteria and such other parameters as may be considered appropriate from time to time.

d) **Long term Incentive:** With the objective of achieving long term value creation through retention and continuity of the leadership, it is intended that a long term incentive plan would be made available as per the LTIP Plan applicable in the Company. The Target Incentive under the LTIP that covers the period FY20, FY21 and FY22 is intended to be ₹4,75,00,000. As per the terms of the Plan, the payment would be made in one tranche on June 30, 2022 after the Plan matures. This incentive would be payable subject to the achievement of certain performance criteria and such other parameters as may

be considered appropriate from time to time by the Board. No amount would be payable if termination of the agreement is initiated by the MD&CEO prior to completion of the Term.

- e) **Relocation expenses:** An amount not exceeding ₹1.20 crore.
2. **Minimum Remuneration:** Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the MD&CEO, the Company has no profits or its profits are inadequate, the Company will pay to the MD&CEO remuneration by way of salary, Benefits, Perquisites and Allowances, and Incentive Remuneration as specified above.
3. **Insurance:** The Company shall keep and maintain the following insurance policies as per Company's rules and policy, which are currently as follows:
- i. Directors and Officers Liability Insurance Policies
  - ii. Accident Insurance Policy
  - iii. Life Insurance Policy.

#### D. Other Terms

##### 1. Variation

The terms and conditions of the appointment of the MD&CEO may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the MD&CEO, subject to such approvals as may be required.

##### 2. Tata Code of Conduct

The provisions of the Tata Code of Conduct shall be deemed to have been incorporated by reference. The MD&CEO shall during his term, abide by the provisions of the Tata Code of Conduct in spirit and in letter and commit to assure its implementation.

##### 3. Summary termination of employment

The employment of the MD&CEO may be terminated by the Company without notice:

- a. if the MD&CEO is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of

the Company or any subsidiary or associated company to which he is required by the Appointment to render services;

or

- b. in the event of any serious or repeated or continuing breach (after prior warning) or non-observance by the MD&CEO of any of the stipulations contained in the Appointment.

##### 4. Termination due to physical/ mental incapacity

In the event the MD&CEO is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate this appointment on such terms as the Board may consider appropriate in the circumstances.

##### 5. Resignation from directorships

Upon the termination by whatever means of his employment under the Appointment:

- a. the MD&CEO shall immediately cease to hold offices held by him in any holding company, subsidiaries or associate companies by virtue of Section 167 (1)(h) of the Act, without claim for compensation for loss of office.
- b. the MD&CEO shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of the subsidiaries and associated companies.

##### 6. Appointment co-terminus with employment/ directorship

If and when this Appointment expires or is terminated for any reason whatsoever, Mr. Lakshminarayanan will cease to be the MD&CEO and also cease to be a Director.

##### 7. Personnel Policies

All Personnel Policies of the Company and the related Rules which are applicable to other employees of the Company shall also be applicable to the MD&CEO, unless specifically provided otherwise.

The terms and conditions of appointment of the MD & CEO also *inter alia* include clauses pertaining to no conflict of interest with the Company, protection and use of intellectual properties

and maintenance of confidentiality. Members who wish to inspect the agreement executed between the Company and MD & CEO, setting out the terms and conditions of his appointment may write to the Company Secretary at investor.relations@tatacommunications.com.

Details of remuneration paid /drawn by Mr. Lakshminarayanan for the financial year 2019-20 are given in the Corporate Governance Report, which is part of this Annual Report. Further details of Mr. Lakshminarayanan have been given in the Annexure to this Notice.

Mr. Lakshminarayanan is not disqualified from being a Director in terms of Section 164 of the Act. In compliance with the provisions of Sections 196 and 197 and other applicable provisions of the Act, read with Schedule V to the Act, the terms of appointment and remuneration of Mr. Lakshminarayanan as specified above, are placed before the Members for their approval.

The Board recommends the Resolution at Item No. 7 for approval by the Members.

None of the Directors or Key Managerial Personnel (KMP) or their respective relatives except Mr. Lakshminarayanan is concerned or interested in the Resolution at Item No. 7 of the accompanying Notice.

Brief profile of Mr. Lakshminarayanan is given below:

Mr. Lakshminarayanan has over 35 years of experience in a broad range of leadership roles across regions and industries. Through the course of his career, he has managed and developed scalable businesses, with deep understanding of the global technology market and enterprises' growing digital needs.

Prior to joining Tata Communications, Mr. Lakshminarayanan was President and CEO of Tata Consultancy Services Japan, Ltd. where he was in charge of accelerating the company's market opportunity and developing the brand in the region.

Other leadership positions within TCS also include: Global Head of four P&L units (Telecom, Media & Information Services, HiTech and Utilities) that grew to contribute a combined revenue of over \$2.4b under his leadership.

He had also held the position of Head of UK & Europe where he brought significant growth of the business, resulting in it being recognised as a major IT player locally in the market.

Mr. Lakshminarayanan has worked in USA, Hong Kong, Australia, UK, Japan and India. He holds a Degree in Mechanical Engineering from BITS, Pilani and is an alumnus of London Business School. He is also a long-standing member of IEEE.

### In respect of Item No. 8

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

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of Ms. Ketki D. Visariya, Cost Accountant, (Membership No: 16028) as Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending March 31, 2021. Accordingly, under the authority from the Board of Directors, the remuneration of the Cost Auditor was fixed at ₹6 lakhs plus applicable taxes and out of pocket expenses on actual basis capped at 3% of the remuneration.

Accordingly, consent of the Members is sought by way of an Ordinary Resolution as set out at Item No. 8 of the accompanying Notice for ratification of the remuneration amounting to ₹6 lakhs plus applicable taxes and out of pocket expenses on actual basis capped at 3% of the remuneration, payable to the Cost Auditor for the financial year ending March 31, 2021.

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

None of the Directors and Key Managerial Personnel (KMP) or their respective relatives are concerned or interested in the Resolution at Item No. 8 of the accompanying Notice.

### In respect of Item No. 9

At the Annual General Meeting of the Company held on September 29, 2015, the Members had approved the



payment of commission to the Directors of the Company [other than the Managing Director and Whole-time Director(s)] not exceeding 1% (one percent) per annum of the net profits of the Company for each year of a period of five years commencing from April 1, 2015.

According to Section 197 of the Companies Act, 2013 the approval of the Members is required for the payment of commission to the non-executive directors (director other than Managing Director and Whole-time Directors) up to 1% (one percent) or 3% (three percent) as the case may be, of the Net profits of the Company.

Further, as per the provisions of Clause 17(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all fees/ compensation (except sitting fees), if any, paid to the non-executive directors including independent directors shall be recommended by the Board of Directors and shall require approval of the shareholders at a General Meeting.

Accordingly, it is proposed to seek fresh approval of the Members of the Company by way of an Ordinary Resolution as required under Section 197 of the Companies Act, 2013 and also under the SEBI Listing Regulations for payment of commission for a period commencing from April 1, 2020, at the rate not exceeding 1% (one percent) or 3% (three percent) as the case may be, of the net profits of the Company for each financial year computed in accordance with the provisions of the Act. This remuneration will be distributed amongst all or some of

the Directors in accordance with the directions given by the Board (which includes any committee thereof). The above remuneration shall be over and above the sitting fees paid to the Directors for attending the meeting of the Board and/or Committees thereof.

The Board recommends the Ordinary Resolution set out at Item No. 9 of the Notice for approval of the members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except the Non-Executive Directors of the Company to the extent of remuneration that may be received by such directors, is concerned or interested in the Resolution mentioned at Item No.9 of the Notice.

By Order of the Board of Directors

**Manish Sansi**

Company Secretary  
ACS-10985

New Delhi, June 13, 2020

**Registered Office:**

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

CIN: L64200MH1986PLC039266

Email address: investor.relations@tatacommunications.com

Website: www.tatacommunications.com

## Details of Directors Seeking Appointment / Re-Appointment at the 34<sup>th</sup> Annual General Meeting

Particulars	Dr. Maruthi Prasad Tangirala	Ms. Renuka Ramnath	Mr. Amur Swaminathan Lakshminarayanan
Date of Birth	July 25, 1965	September 14, 1961	April 13, 1961
Age	54	58	59
DIN	03609968	00147182	08616830
Date of Appointment	March 5, 2019	December 8, 2019	November 26, 2019
Qualifications	Bachelor's Degree in Civil Engineering, PGDM, MPhil, Ph.D	Bachelor of Engineering from VJTI, University of Mumbai, MBA from the University of Mumbai, Advanced Management Program, the International Senior Managers Program from the Graduate School of Business Administration, Harvard University.	Degree in Mechanical Engineering from BITS, Pilani, Alumnus of London Business School.
Expertise in specific functional area	Revenue assurance, Law, Governance and Civil Engineering	Over 30 years of experience in the Indian financial sector across private equity, investment banking and structured finance.	Deep understanding of the global technology market and enterprises' growing digital needs.
Directorships held in other public companies (excluding foreign companies, private companies and Section 8 companies)	Nil	<ul style="list-style-type: none"> <li>• Arvind Limited</li> <li>• PVR Limited</li> <li>• Vastu Housing Finance Corporation Limited.</li> <li>• TV18 Broadcast Limited</li> <li>• Institutional Investor Advisory Services India Limited</li> </ul>	NIL
Memberships/ Chairmanships of committees in other public companies (includes Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Risk Management Committee and Stakeholders' Relationship Committee)	Nil	Nomination and Remuneration Committee: <ul style="list-style-type: none"> <li>• Arvind Limited (Member)</li> <li>• PVR Limited (Member)</li> </ul>	Nil
Shareholding in Tata Communications Limited	Nil	Nil	Nil

### Notes:

- 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 Corporate Governance Report.