



HQ/CS/32 AGM/16813
August 2, 2019

Sir,

**SUB: PROCEEDINGS AND VOTING RESULTS OF THE 33rd ANNUAL GENERAL MEETING
("AGM") OF TATA COMMUNICATIONS LIMITED ("COMPANY")**

It is hereby informed that the 33rd AGM of the Company was held on August 2, 2019 at BSE International Convention Hall, 1st Floor, BSE Building, P.J. Towers, Fort, Mumbai – 400 001, at 11:30 a.m. to transact the business as stated in the Notice of the AGM dated May 8, 2019.

In this regard, please find attached the following -

- a) Summary of the proceedings of the AGM of the Company in compliance with Regulation 30, Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - "**Annexure 1**".
- b) The result of voting by Shareholders through remote e-voting and e-voting at the AGM venue - "**Annexure 2**".
- c) Scrutinizer's Reports dated August 2, 2019, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 - "**Annexure 3**".

Thanking you,
For Tata Communications Limited

Manish Sansi
Company Secretary &
General Counsel (India)

To,

- 1) BSE Ltd, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001 (Security Code - 500483)
- 2) National Stock Exchange of India Limited. Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai - 400051 (Symbol - TATACOMM)

TATA COMMUNICATIONS
Tata Communications Limited

Address : G Block, C 21 & 36, Bandra Kurla Complex, Mumbai 400098
Regd. Office : VSB Mahatma Gandhi Road Fort Mumbai – 400 001
Tel: 91 22 6659 1966 Fax: 91 22 6725 1962 email: manish.sansi@tatacommunications.com
CIN no. : L64200MH1986PLC039266 web site: www.tatacommunications.com



Annexure 1

SUB: SUMMARY OF PROCEEDINGS OF THE 33RD ANNUAL GENERAL MEETING OF TATA COMMUNICATIONS LIMITED (“COMPANY”) HELD ON AUGUST 2, 2019

Venue: BSE International Convention Hall, 1st Floor, BSE Building, P.J. Towers, Fort, Mumbai – 400 001

Time: 11:30 a.m.

The Company Secretary welcomed all the Shareholders present and briefed the Shareholders on the safety and security arrangements at the venue. He then informed the Shareholders of the proxies and letters of authority received by the Company and placed the same on the table for inspection by Shareholders. The Company Secretary then informed for the benefit of the Shareholders who were present at the meeting and who had not cast their votes through remote e-voting, that the facility for voting at the meeting through electronic means had been arranged for at the venue. He further informed the Shareholders that Mr. Mitesh Dhaliwala (Membership No.:FCS 8331) of M/s. Parikh & Associates, Practicing Company Secretaries, had been appointed as Scrutiniser for scrutinising the remote e-voting process as also the voting at the meeting.

The requisite quorum being present, the Company Secretary requested Ms. Renuka Ramnath, the Chairperson of the Board, to take the Chair in pursuance of Article 49 of the Articles of Association of the Company.

With the permission of the Shareholders, the Notice was taken as read. The Company Secretary then read out the qualification in the Secretarial Auditor's Report and the Board's response thereto.

The Chairperson then addressed the Shareholders and informed them about the major developments, strategic direction and financial highlights of the Company. She then invited Mr. Sumeet Walia, the Chief Sales & Marketing Officer to make a presentation on the affairs of the Company. Mr. Sumeet Walia made his presentation.

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Thereafter, the following items of business as per the Notice of the Annual General Meeting dated May 8, 2019, were transacted at the meeting:


| Item No. | Item Description | Resolution Type | Result |
|----------|---|-----------------|--------------------------------|
| 1. | Approval of Standalone and Consolidated Financial Statements of the Company for the financial year 2018-19 along with the Reports of Board of Directors and Auditors thereon. | Ordinary | Passed with requisite majority |
| 2. | Declaration of Dividend for the year 2018-19 | Ordinary | Passed with requisite majority |
| 3. | Appointment of Mr. Srinath Narasimhan (DIN: 00058133), who retires by rotation at this Annual General Meeting ("AGM") and, being eligible, offers himself for reappointment. | Ordinary | Passed with requisite majority |
| 4. | Ratification of appointment of Statutory Auditors | Ordinary | Passed with requisite majority |
| 5. | Appointment of Dr. Maruthi Prasad Tangirala (DIN: 03609968) as a Director of the Company. | Ordinary | Passed with requisite majority |
| 6. | Appointment of Dr. Rajesh Sharma (DIN: 08200125) as a Director of the Company. | Ordinary | Passed with requisite majority |
| 7. | Re-appointment of Dr. Uday B. Desai (DIN: 01735464) as an Independent Director of the Company. | Special | Passed with requisite majority |
| 8. | Ratification of Cost Auditor's remuneration. | Ordinary | Passed with requisite majority |

Thereafter, the Chairperson requested the Shareholders to put forth their comments and queries on the performance of the Company and the queries raised by the Shareholders were duly replied by the Chairperson.

Thereafter, voting process was carried out at the venue.

The meeting concluded with a vote of thanks to the Chair.

For Tata Communications Limited


Manish Sansi
Company Secretary &
General Counsel (India)

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TATA COMMUNICATIONS LIMITED
33rd Annual General Meeting
Voting Results

| | |
|---|-----------|
| Date of the AGM | 02-Aug-19 |
| Total number of shareholders on record date | 54118 |
| No. of shareholders present in the meeting either in person or through proxy: | 90 |
| Promoters and Promoter Group: | 10 |
| Public: | 80 |
| No. of shareholders attended the meeting through Video Conferencing: | Nil |



TATA COMMUNICATIONS LIMITED

Resolution (1)

| | |
|--|-----------------|
| Resolution required: (Ordinary / Special) | ORDINARY |
| Whether promoter/ promoter group are interested in the agenda/resolution? | NO |

To receive, consider and adopt:

- a. Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and the Auditors thereon; and**
b. Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 along with the Report of the Auditors thereon.

| | Promoter/Public | Mode of Voting | Total No. of Shares Held | No. of votes polled | % of Votes Polled on outstanding shares [3]=[(2)/(1)]*100 | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled [6]=[(4)/(2)]*100 | % of Votes against on votes polled [7]=[(5)/(2)]*100 | Invalid Votes |
|-------|--------------------------------|-------------------------------|--------------------------|---------------------|--|--------------------------|------------------------|---|---|---------------|
| | | | [1] | [2] | | [4] | [5] | | | [8] |
| 1 | Promoter and Promoter Group | E-Voting | 213707378 | 139260493 | 65.16 | 139260493 | 0 | 100.00 | 0.00 | 0 |
| | | Poll | | 74446885 | 34.84 | 74446885 | 0 | 100.00 | 0.00 | 0 |
| | | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Total | | 213707378 | 100.00 | 213707378 | 0 | 100.00 | 0.00 | 0 |
| 2 | Public - Institutional holders | E-Voting | 58086177 | 42831484 | 73.74 | 42831484 | 0 | 100.00 | 0.00 | 0 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Total | | 42831484 | 73.74 | 42831484 | 0 | 100.00 | 0.00 | 0 |
| 3 | Public-Others | E-Voting | 13206445 | 24531 | 0.19 | 24531 | 0 | 100.00 | 0.00 | 0 |
| | | Poll | | 9863 | 0.07 | 9863 | 0 | 100.00 | 0.00 | 0 |
| | | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Total | | 34394 | 0.26 | 34394 | 0 | 100.00 | 0.00 | 0 |
| Total | Total | E-Voting | 285000000 | 182116508 | 63.90 | 182116508 | 0 | 100.00 | 0.00 | 0 |
| | | Poll | | 74456748 | 26.13 | 74456748 | 0 | 100.00 | 0.00 | 0 |
| | | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Total | | 256573256 | 90.03 | 256573256 | 0 | 100.00 | 0.00 | 0 |

[Handwritten Signature]



TATA COMMUNICATIONS LIMITED

Resolution (2)

| | |
|--|----------|
| Resolution required: (Ordinary / Special) | ORDINARY |
| Whether promoter/ promoter group are interested in the agenda/resolution? | NO |

To declare Dividend for the financial year 2018-19.

| | Promoter/Public | Mode of Voting | Total No. of Shares Held | No. of votes polled | % of Votes Polled on outstanding shares [3]=[2]/(1)*100 | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled [6]=[4]/(2)*100 | % of Votes against on votes polled [7]=[5]/(2)*100 | Invalid Votes |
|-------|--------------------------------|-------------------------------|--------------------------|---------------------|--|--------------------------|------------------------|---|---|---------------|
| | | | [1] | [2] | [3] | [4] | [5] | [6] | [7] | [8] |
| 1 | Promoter and Promoter Group | E-Voting | 213707378 | 139260493 | 65.16 | 139260493 | 0 | 100.00 | 0.00 | 0 |
| | | Poll | | 74446885 | 34.84 | 74446885 | 0 | 100.00 | 0.00 | 0 |
| | | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Total | | 213707378 | 100.00 | 213707378 | 0 | 100.00 | 0.00 | 0.00 |
| 2 | Public - Institutional holders | E-Voting | 58086177 | 42868984 | 73.80 | 38662137 | 4206847 | 90.19 | 9.81 | 0 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Total | | 42868984 | 73.80 | 38662137 | 4206847 | 90.19 | 9.81 | 0.00 |
| 3 | Public-Others | E-Voting | 13206445 | 24506 | 0.19 | 24506 | 0 | 100.00 | 0.00 | 0 |
| | | Poll | | 9863 | 0.07 | 9863 | 0 | 100.00 | 0.00 | 0 |
| | | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Total | | 34369 | 0.26 | 34369 | 0 | 100.00 | 0.00 | 0.00 |
| Total | | E-Voting | 285000000 | 182153983 | 63.91 | 177947136 | 4206847 | 97.69 | 2.31 | 0 |
| | | Poll | | 74456748 | 26.13 | 74456748 | 0 | 100.00 | 0.00 | 0 |
| | | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Total | | 256610731 | 90.04 | 252403884 | 4206847 | 98.36 | 1.64 | 0 |



TATA COMMUNICATIONS LIMITED

Resolution (3)

Resolution required: (Ordinary / Special)

ORDINARY

Whether promoter/ promoter group are interested in the agenda/resolution?

NO

To re-appoint Mr. Srinath Narasimhan (DIN: 00058133), who retires by rotation and, being eligible, offers himself for re-appointment as a Director.

| | Promoter/Public | Mode of Voting | Total No. of Shares Held | No. of votes polled | % of Votes Polled on outstanding shares [3]=[2]/[1]*100 | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled [6]=[4]/[2]*100 | % of Votes against on votes polled [7]=[5]/[2]*100 | Invalid Votes |
|-------|--------------------------------|-------------------------------|--------------------------|---------------------|--|--------------------------|------------------------|---|---|---------------|
| | | | [1] | [2] | [3]=[2]/[1]*100 | [4] | [5] | [6]=[4]/[2]*100 | [7]=[5]/[2]*100 | [8] |
| 1 | Promoter and Promoter Group | E-Voting | 213707378 | 139260493 | 65.16 | 139260493 | 0 | 100.00 | 0.00 | 0 |
| | | Poll | | 74446885 | 34.84 | 74446885 | 0 | 100.00 | 0.00 | 0 |
| | | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Total | | 213707378 | 100.00 | 213707378 | 0 | 100.00 | 0.00 | 0 |
| 2 | Public - Institutional holders | E-Voting | 58086177 | 42868984 | 73.80 | 42537869 | 331115 | 99.23 | 0.77 | 0 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Total | | 42868984 | 73.80 | 42537869 | 331115 | 99.23 | 0.77 | 0 |
| 3 | Public-Others | E-Voting | 13206445 | 24454 | 0.19 | 23607 | 847 | 96.54 | 3.46 | 0 |
| | | Poll | | 9863 | 0.07 | 9863 | 0 | 100.00 | 0.00 | 0 |
| | | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Total | | 34317 | 0.26 | 33470 | 847 | 97.53 | 2.47 | 0 |
| Total | Total | E-Voting | 285000000 | 182153931 | 63.91 | 181821969 | 331962 | 99.82 | 0.18 | 0 |
| | | Poll | | 74456748 | 26.13 | 74456748 | 0 | 100.00 | 0.00 | 0 |
| | | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Total | | 256610679 | 90.04 | 256278717 | 331962 | 99.87 | 0.13 | 0 |



TATA COMMUNICATIONS LIMITED

Resolution (4)

| | |
|--|-----------------|
| Resolution required: (Ordinary / Special) | ORDINARY |
| Whether promoter/ promoter group are interested in the agenda/resolution? | NO |

Ratification of appointment of Statutory Auditors

| | Promoter/Public | Mode of Voting | Total No. of Shares Held | No. of votes polled | % of Votes Polled on outstanding shares [3]=[2]/(1)*100 | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled [6]=[4]/(2)*100 | % of Votes against on votes polled [7]=[5]/(2)*100 | Invalid Votes |
|-------|--------------------------------|-------------------------------|--------------------------|---------------------|--|--------------------------|------------------------|---|---|---------------|
| | | | [1] | [2] | | [4] | [5] | | | [8] |
| 1 | Promoter and Promoter Group | E-Voting | 213707378 | 139260493 | 65.16 | 139260493 | 0 | 100.00 | 0.00 | 0 |
| | | Poll | | 74446885 | 34.84 | 74446885 | 0 | 100.00 | 0.00 | 0 |
| | | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Total | | 213707378 | 100.00 | 213707378 | 0 | 100.00 | 0.00 | 0 |
| 2 | Public - Institutional holders | E-Voting | 58086177 | 42868984 | 73.80 | 42495730 | 373254 | 99.13 | 0.87 | 0 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Total | | 42868984 | 73.80 | 42495730 | 373254 | 99.13 | 0.87 | 0 |
| 3 | Public-Others | E-Voting | 13206445 | 24506 | 0.19 | 24024 | 482 | 98.03 | 1.97 | 0 |
| | | Poll | | 9863 | 0.07 | 9858 | 5 | 99.95 | 0.05 | 0 |
| | | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Total | | 34369 | 0.26 | 33882 | 487 | 98.58 | 1.42 | 0 |
| Total | Total | E-Voting | 285000000 | 182153983 | 63.91 | 181780247 | 373736 | 99.79 | 0.21 | 0 |
| | | Poll | | 74456748 | 26.13 | 74456743 | 5 | 100.00 | 0.00 | 0 |
| | | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Total | | 256610731 | 90.04 | 256236990 | 373741 | 99.85 | 0.15 | 0 |



TATA COMMUNICATONS LIMITED

Resolution (5)

| | |
|--|-----------------|
| Resolution required: (Ordinary / Special) | ORDINARY |
| Whether promoter/ promoter group are interested in the agenda/resolution? | NO |

Appointment of Dr. Maruthi Prasad Tangirala (DIN: 03609968) as a Director of the Company.

| | Promoter/Public | Mode of Voting | Total No. of Shares Held | No. of votes polled | % of Votes Polled on outstanding shares [3]=[2]/(1)*100 | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled [6]=[4]/(2)*100 | % of Votes against on votes polled [7]=[5]/(2)*100 | Invalid Votes |
|-------|--------------------------------|-------------------------------|--------------------------|---------------------|--|--------------------------|------------------------|---|---|---------------|
| | | | [1] | [2] | | [4] | [5] | | | [8] |
| 1 | Promoter and Promoter Group | E-Voting | 213707378 | 139260493 | 65.16 | 139260493 | 0 | 100.00 | 0.00 | 0 |
| | | Poll | | 74446885 | 34.84 | 74446885 | 0 | 100.00 | 0.00 | 0 |
| | | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Total | | 213707378 | 100.00 | 213707378 | 0 | 100.00 | 0.00 | 0 |
| 2 | Public - Institutional holders | E-Voting | 58086177 | 42868984 | 73.80 | 42449549 | 419435 | 99.02 | 0.98 | 0 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Total | | 42868984 | 73.80 | 42449549 | 419435 | 99.02 | 0.98 | 0 |
| 3 | Public-Others | E-Voting | 13206445 | 24491 | 0.19 | 23594 | 897 | 96.34 | 3.66 | 0 |
| | | Poll | | 9863 | 0.07 | 9863 | 0 | 100.00 | 0.00 | 0 |
| | | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Total | | 34354 | 0.26 | 33457 | 897 | 97.39 | 2.61 | 0 |
| Total | Total | E-Voting | 285000000 | 182153968 | 63.91 | 181733636 | 420332 | 99.77 | 0.23 | 0 |
| | | Poll | | 74456748 | 26.13 | 74456748 | 0 | 100.00 | 0.00 | 0 |
| | | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Total | | 256610716 | 90.04 | 256190384 | 420332 | 99.84 | 0.16 | 0 |



TATA COMMUNICATONS LIMITED

Resolution (6)

| | |
|--|-----------------|
| Resolution required: (Ordinary / Special) | ORDINARY |
| Whether promoter/ promoter group are interested in the agenda/resolution? | NO |

Appointment of Dr. Rajesh Sharma (DIN: 08200125) as a Director of the Company

| | Promoter/Public | Mode of Voting | Total No. of Shares Held | No. of votes polled | % of Votes Polled on outstanding shares [3]=[2]/(1)*100 | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled [6]=[4]/(2)*100 | % of Votes against on votes polled [7]=[5]/(2)*100 | Invalid Votes |
|-------|--------------------------------|-------------------------------|--------------------------|---------------------|--|--------------------------|------------------------|---|---|---------------|
| | | | [1] | [2] | | [4] | [5] | | | [8] |
| 1 | Promoter and Promoter Group | E-Voting | 213707378 | 139260493 | 65.16 | 139260493 | 0 | 100.00 | 0.00 | 0 |
| | | Poll | | 74446885 | 34.84 | 74446885 | 0 | 100.00 | 0.00 | 0 |
| | | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Total | | 213707378 | 100.00 | 213707378 | 0 | 100.00 | 0.00 | 0 |
| 2 | Public - Institutional holders | E-Voting | 58086177 | 42868984 | 73.80 | 42462894 | 406090 | 99.05 | 0.95 | 0 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Total | | 42868984 | 73.80 | 42462894 | 406090 | 99.05 | 0.95 | 0 |
| 3 | Public-Others | E-Voting | 13206445 | 23301 | 0.18 | 22437 | 864 | 96.29 | 3.71 | 0 |
| | | Poll | | 9863 | 0.07 | 9863 | 0 | 100.00 | 0.00 | 0 |
| | | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Total | | 33164 | 0.25 | 32300 | 864 | 97.39 | 2.61 | 0 |
| Total | | E-Voting | 285000000 | 182152778 | 63.91 | 181745824 | 406954 | 99.78 | 0.22 | 0 |
| | | Poll | | 74456748 | 26.13 | 74456748 | 0 | 100.00 | 0.00 | 0 |
| | | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Total | | 256609526 | 90.04 | 256202572 | 406954 | 99.84 | 0.16 | 0 |



TATA COMMUNICATONS LIMITED

Resolution (7)

Resolution required: (Ordinary / Special)

SPECIAL

Whether promoter/ promoter group are interested in the agenda/resolution?

NO

Re-appointment of Dr. Uday B. Desai (DIN: 01735464) as an Independent Director of the Company

| | Promoter/Public | Mode of Voting | Total No. of Shares Held | No. of votes polled | % of Votes Polled on outstanding shares [3]=[(2)/(1)]*100 | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled [6]=[(4)/(2)]*100 | % of Votes against on votes polled [7]=[(5)/(2)]*100 | Invalid Votes |
|-------|--------------------------------|-------------------------------|--------------------------|---------------------|--|--------------------------|------------------------|---|---|---------------|
| | | | [1] | [2] | | [4] | [5] | | | [8] |
| 1 | Promoter and Promoter Group | E-Voting | 213707378 | 139260493 | 65.16 | 139260493 | 0 | 100.00 | 0.00 | 0 |
| | | Poll | | 74446885 | 34.84 | 74446885 | 0 | 100.00 | 0.00 | 0 |
| | | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Total | | 213707378 | 100.00 | 213707378 | 0 | 100.00 | 0.00 | 0 |
| 2 | Public - Institutional holders | E-Voting | 58086177 | 42868984 | 73.80 | 42845810 | 23174 | 99.95 | 0.05 | 0 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Total | | 42868984 | 73.80 | 42845810 | 23174 | 99.95 | 0.05 | 0 |
| 3 | Public-Others | E-Voting | 13206445 | 24501 | 0.19 | 23559 | 942 | 96.16 | 3.84 | 0 |
| | | Poll | | 9863 | 0.07 | 9863 | 0 | 100.00 | 0.00 | 0 |
| | | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Total | | 34364 | 0.26 | 33422 | 942 | 97.26 | 2.74 | 0 |
| Total | | E-Voting | 285000000 | 182153978 | 63.91 | 182129862 | 24116 | 99.99 | 0.01 | 0 |
| | | Poll | | 74456748 | 26.13 | 74456748 | 0 | 100.00 | 0.00 | 0 |
| | | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Total | | 256610726 | 90.04 | 256586610 | 24116 | 99.99 | 0.01 | 0 |



TATA COMMUNICATIONS LIMITED

Resolution (8)

Resolution required: (Ordinary / Special)

ORDINARY

Whether promoter/ promoter group are interested in the agenda/resolution?

NO

Ratification of Cost Auditor's Remuneration

| | Promoter/Public | Mode of Voting | Total No. of Shares Held | No. of votes polled | % of Votes Polled on outstanding shares [3]=[2]/(1)*100 | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled [6]=[4]/(2)*100 | % of Votes against on votes polled [7]=[5]/(2)*100 | Invalid Votes |
|-------|--------------------------------|-------------------------------|--------------------------|---------------------|--|--------------------------|------------------------|---|---|---------------|
| | | | [1] | [2] | [3]=[2]/(1)*100 | [4] | [5] | [6]=[4]/(2)*100 | [7]=[5]/(2)*100 | [8] |
| 1 | Promoter and Promoter Group | E-Voting | 213707378 | 139260493 | 65.16 | 139260493 | 0 | 100.00 | 0.00 | 0 |
| | | Poll | | 74446885 | 34.84 | 74446885 | 0 | 100.00 | 0.00 | 0 |
| | | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Total | | 213707378 | 100.00 | 213707378 | 0 | 100.00 | 0.00 | 0 |
| 2 | Public - Institutional holders | E-Voting | 58086177 | 42868984 | 73.80 | 42868984 | 0 | 100.00 | 0.00 | 0 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Total | | 42868984 | 73.80 | 42868984 | 0 | 100.00 | 0.00 | 0 |
| 3 | Public-Others | E-Voting | 13206445 | 23306 | 0.18 | 22769 | 537 | 97.70 | 2.30 | 0 |
| | | Poll | | 9863 | 0.07 | 9863 | 0 | 100.00 | 0.00 | 0 |
| | | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Total | | 33169 | 0.25 | 32632 | 537 | 98.38 | 1.62 | 0 |
| Total | Total | E-Voting | 285000000 | 182152783 | 63.91 | 182152246 | 537 | 100.00 | 0.00 | 0 |
| | | Poll | | 74456748 | 26.13 | 74456748 | 0 | 100.00 | 0.00 | 0 |
| | | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Total | | 256609531 | 90.04 | 256608994 | 537 | 100.00 | 0.00 | 0 |



PARIKH & ASSOCIATES
COMPANY SECRETARIES

Office :
111, 11th Floor, Sai-Dwar CHS Ltd,
Sab TV Lane, Opp Laxmi Industrial Estate
Off Link Road, Above Shabari Restaurant,
Andheri (W), Mumbai : 400 053
Tel. : 26301232 / 26301233 / 26301240
Email : cs@parikhassociates.com
parikh.associates@rediffmail.com

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

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and voting through electronic voting system at the 33rd Annual General Meeting of Tata Communications Limited held on Friday, August 02, 2019 at 11.30 a.m. at BSE International Convention Hall, 1st Floor, BSE Building, P. J. Towers, Fort, Mumbai - 400001.

I, Mitesh Dhaliwala, of Parikh & Associates, Practising Company Secretaries, was appointed as the Scrutinizer by the Board of Directors of Tata Communications Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 33rd Annual General Meeting (AGM) of Tata Communications Limited on Friday, August 02, 2019 at 11.30 a.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said AGM held on August 02, 2019.

The Notice dated May 08, 2019 along with statement setting out material facts under Section 102 of the Act as confirmed by the Company were sent to the shareholders in respect of the below mentioned resolutions proposed at the AGM of the Company.



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

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

The shareholders of the Company holding shares as on the "cut-off" date, Friday, July 26, 2019 were entitled to vote on the resolutions as contained in the Notice of the AGM.

The voting period for remote e-voting commenced on Tuesday, July 30, 2019 (9.00 a.m. IST) and ended on Thursday, August 01, 2019 (5.00 p.m. IST) and the NSDL e-voting platform was blocked thereafter.

After the closure of the voting at the AGM, the report on voting done through electronic voting system at the meeting was generated in my presence and the voting was diligently scrutinized.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the NSDL e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and the voting through electronic voting system at the meeting on the resolutions contained in the Notice of the AGM.

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

I now submit my consolidated Report as under on the result of the remote e-voting and voting through electronic voting system at the AGM in respect of the said resolutions.



Resolution 1: Ordinary Resolution

To receive, consider and adopt:

a. Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and the Auditors thereon; and,

b. Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019, along with the Report of the Auditors thereon.

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

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 235 | 25,65,73,256 | 100.00 |

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

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| NIL | NIL | N.A. |

(iii) **Invalid** votes:

| Number of members whose votes were declared invalid | Number of invalid votes cast by them |
|---|--------------------------------------|
| NIL | N.A. |



Resolution 2: Ordinary Resolution

To declare Dividend for the financial year 2018-2019.

(i) Voted in favour of the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 231 | 25,24,03,884 | 98.36 |

(ii) Voted against the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 4 | 42,06,847 | 1.64 |

(iii) Invalid votes:

| Number of members whose votes were declared invalid | Number of invalid votes cast by them |
|---|--------------------------------------|
| NIL | N.A. |



Resolution 3: Ordinary Resolution

To re-appoint Mr. Srinath Narasimhan (DIN: 00058133), who retires by rotation and, being eligible, offers himself for re-appointment as a Director.

(i) Voted in favour of the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 214 | 25,62,78,717 | 99.87 |

(ii) Voted against the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 19 | 3,31,962 | 0.13 |

(iii) Invalid votes:

| Number of members whose votes were declared invalid | Number of invalid votes cast by them |
|---|--------------------------------------|
| NIL | N.A. |



Resolution 4: Ordinary Resolution

Ratification of appointment of Statutory Auditors.

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

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 221 | 25,62,36,990 | 99.85 |

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

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 14 | 3,73,741 | 0.15 |

(iii) **Invalid** votes:

| Number of members whose votes were declared invalid | Number of invalid votes cast by them |
|---|--------------------------------------|
| NIL | N.A. |



Resolution 5: Ordinary Resolution

Appointment of Dr. Maruthi Prasad Tangirala (DIN: 03609968) as a Director of the Company.

(i) Voted in favour of the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 212 | 25,61,90,384 | 99.84 |

(ii) Voted against the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 21 | 4,20,332 | 0.16 |

(iii) Invalid votes:

| Number of members whose votes were declared invalid | Number of invalid votes cast by them |
|---|--------------------------------------|
| NIL | N.A. |



Resolution 6: Ordinary Resolution

Appointment of Dr. Rajesh Sharma (DIN: 08200125) as a Director of the Company.

(i) Voted in favour of the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 214 | 25,62,02,572 | 99.84 |

(ii) Voted against the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 19 | 4,06,954 | 0.16 |

(iii) Invalid votes:

| Number of members whose votes were declared invalid | Number of invalid votes cast by them |
|---|--------------------------------------|
| NIL | N.A. |



Resolution 7: Special Resolution

Re-appointment of Dr. Uday B. Desai Sharma (DIN: 01735464) as an Independent Director of the Company.

(i) Voted in favour of the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 220 | 25,65,86,610 | 99.99 |

(ii) Voted against the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 14 | 24,116 | 0.01 |

(iii) Invalid votes:

| Number of members whose votes were declared invalid | Number of invalid votes cast by them |
|---|--------------------------------------|
| NIL | N.A. |



Resolution 8: Ordinary Resolution

Ratification of Cost Auditor's Remuneration.

(i) Voted in favour of the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 229 | 25,66,08,994 | 100.00 Rounded Off f) |

(ii) Voted against the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 5 | 537 | 0.00 |

(iii) Invalid votes:

| Number of members whose votes were declared invalid | Number of invalid votes cast by them |
|---|--------------------------------------|
| NIL | N.A. |

Thanking you,
Yours faithfully,

M. Dhabliwala

Parikh & Associates**Practising Company Secretaries**

FCS: 8331 CP No.: 9511

111, 11th Floor, Sai Dwar CHS Ltd

Sab TV Lane, Opp. Laxmi Indl. Estate,

Off Link Road, Above Shabari Restaurant,

Andheri West, Mumbai - 400053

Place: Mumbai

Dated: August 02, 2019

