



HQ/CS/CL.24B/17662

February 26, 2024

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: Outcome of Postal Ballot of Tata Communications Limited

Pursuant to Regulation 30 and Regulation 51 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, and with reference to our letter no. HQ/CS/CL.24B/17634 seeking approval of Members of Tata Communications Limited ('Company') on the special business i.e., Alteration to the Articles of Association ('AOA') of the Company by way of special resolution through Postal Ballot (only through remote e-Voting), we wish to inform you that the aforementioned resolution has been passed by the Members of the Company with requisite majority on Sunday, February 25, 2024, the last date of the remote e-Voting.

In this regard, please find attached the Report of the Scrutinizer dated February 26, 2024, pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as modified).

Details of the information as required under SEBI Circular No. SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123 dated July 13, 2023 are as follows:

Brief details of amendment:

The Members have approved the special resolution for alteration of the Articles of Association ('AoA') of the Company, by inserting a new article (clause) in the AoA providing a right to the debenture trustee(s) to appoint a nominee director on the Board of Directors of the Company. Such right shall be exercised by the debenture trustee(s) only in the event of default, as stipulated in Regulation 15(1)(e) of the SEBI (Debenture Trustees) Regulations, 1993.

The alteration is made pursuant to SEBI notification SEBI/LAD-NRO/GN/2023/119 dated February 2, 2023 read with SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021.

This outcome of postal ballot is also available on the website of the Company at www.tatacommunications.com and on the website of NSDL at www.evoting.nsdl.com.

TATA COMMUNICATIONS

Tata Communications Limited

Plot No. C21 & C 36 'G' Block Bandra Kurla Complex Bandra (East) Mumbai 400098 India
Regd. Office: VSB Mahatma Gandhi Road Fort Mumbai 400 001 India
Tel: + 91 22 6659 1968 email: investor.relations@tatacommunications.com
CIN: L64200MH1986PLC039266 website: www.tatacommunications.com



This is for your information and record.

Thanking you,

**Yours faithfully,
For Tata Communications Limited**

Zubin Adil Patel
Company Secretary and Compliance Officer
Encl.: as above

TATA COMMUNICATIONS

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Plot No. C21 & C 36 'G' Block Bandra Kurla Complex Bandra (East) Mumbai 400098 India

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February 26, 2024

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

Kind Attn: Mr. Zubin Patel

Sub.: Report on Postal Ballot Voting of Tata Communications Limited.

Dear Sir,

I refer to my appointment as Scrutinizer to conduct the postal ballot process in respect of the Special Resolution for approval of Alteration to the Articles of Association of the Company.

I now enclose the following:

- a) My report to the Chairperson of the Company on the result of the postal ballots received from shareholders only through the electronic voting process (remote e-voting).
- b) The register showing the particulars of the e-votes registered on the National Securities Depository Limited ('NSDL') e-voting system in respect of the said Resolution.

Thanking-you.

Yours faithfully,

Digitally signed by
Mitesh Dilip
Dhabliwala
Date: 2024.02.26
13:13:12 +05'30'

Mitesh Dhabliwala
Parikh & Associates
Encl.: As above.

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

Report of Scrutinizer

I, Mitesh Dhaliwala, of Parikh & Associates, Practising Company Secretaries (Membership No. FCS 8331), having my office at 111, 11th Floor, Sai Dwar CHS Ltd., Sab TV Lane, Opp. Laxmi Indl. Estate, Off Link Road, Andheri (West), Mumbai-400053, have been appointed as the Scrutinizer to conduct the Postal ballot through electronic voting process (“remote e-voting”) in respect of the Special Resolution for approval of Alteration to the Articles of Association of the Company.

Pursuant to the Postal Ballot Notice dated January 24, 2024, issued under Section 110 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 Rule 22 of the Companies (Management and Administration) Rules, 2014 (the “Rules”), as amended from time to time, read with the General Circular No. 14/ 2020 dated April 8, 2020 and the General Circular No. 17/ 2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, and Circular No.10/2021 dated June 23, 2021 and Circular No. 20/2021 dated December 8, 2021, Circular No. 03/2022 dated May 5, 2022, Circular No. 11/2022 dated December 28, 2022 and Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”) and pursuant to Regulation 44 of the Securities & Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 and other applicable laws and regulations.

The Postal Ballot Notice dated January 24, 2024 along with statement setting out material facts under Section 102 of the Act in respect of the above mentioned resolution, as confirmed by the Company, was sent, via e-mail only to the Members whose names appeared in the Register of Members / List of Beneficial Owners as received from Depositories and whose e-mail addresses were registered with the Company/ Depositories.

The Company had availed the e-voting facility offered by NSDL for conducting remote e-voting by the shareholders of the Company.

The shareholders of the Company holding shares as on the “cut-off” date of Friday, January 19, 2024 were entitled to vote on the resolution as contained in the Notice.

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The voting period for remote e-voting commenced on Saturday, January 27, 2024 at 09:00 a.m. (IST) and ended on Sunday, February 25, 2024 at 05:00 p.m. (IST) and the NSDL e-voting module was disabled thereafter.

The votes cast under remote e-voting facility were thereafter unblocked.

I have scrutinized and reviewed the votes cast through remote e-voting based on the data downloaded from the NSDL e-voting system and have maintained a register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014, as amended.

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013, rules and the MCA Circulars relating to remote e-voting on the Resolution contained in the notice of Postal Ballot.

My responsibility as scrutinizer for the voting on postal ballot through remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the said Resolution.

I now submit my Scrutinizer Report on the results of the voting by postal ballot only through the remote e-voting process in respect of the said Special Resolution as under:

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Resolution 1: Special Resolution**Alteration to the Articles of Association of the Company.**(i) Voted in **favour** of the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
1,475	24,26,87,504	99.55

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

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
75	11,08,509	0.45

(iii) **Invalid** votes:

Number of members voted	Number of valid votes cast (Shares)
NIL	NIL

Shareholders who have split their votes in "assent" as well as "dissent", while their votes are taken as cast, they have been counted only once for the purpose of number of members under the head "assent"

Mitesh Dilip Dhabliwala
 Digitally signed by Mitesh Dilip Dhabliwala
 Date: 2024.02.26 12:54:13 +05'30'
 Signature: Dhabliwala
 Name: Mitesh Dhabliwala
 Scrutinizer
 FCS: 8331 CP: 9511
 UDIN: F008331E003489886
 P/R No. 1129/2021

Dated: February 26, 2024

Place: Mumbai