



HQ/CS/CL.24B/17322  
June 6, 2022

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: Integrated Annual Report FY 2021-22 and Notice of the 36<sup>th</sup> Annual General Meeting ('AGM') of Tata Communications Limited**

The 36<sup>th</sup> Annual General Meeting ('AGM') of Tata Communications Limited ('the Company') will be held on Wednesday, June 29, 2022 at 11:00 hours (IST) through Video Conferencing or Other Audio Visual Means.

Pursuant to Regulations 30, 34(1) and 53(2) of the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Integrated Annual Report of the Company for FY 2021-22 along with the Notice of AGM which is being sent through electronic mode only to the Members of the Company.

The Integrated Annual Report along with the Notice is also available on the website of the Company [here](#).

This is for your information and records.

Thanking you,

Yours faithfully,  
For Tata Communications Limited

Zubin Adil Patel  
Company Secretary and Compliance Officer

# NOTICE

NOTICE is hereby given that the 36<sup>th</sup> Annual General Meeting of Tata Communications Limited ('the Company') will be held at 11:00 hours (IST) on Wednesday, June 29, 2022, through Video Conferencing or Other Audio-Visual Means to transact the following business:

## Ordinary Business

### 1. Adoption of Audited Standalone Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2022 together with the Reports of the Board of Directors and the Auditors thereon.

### 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, 2022 together 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, 2022.

### 4. Appointment of Mr. Srinath Narasimhan (DIN: 00058133) as Director, liable to retire by rotation

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

### 5. Re-appointment of Statutory Auditors

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

"RESOLVED that pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') (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, M/s. S.R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration No. 101049W/E300004), who have confirmed their eligibility to be re-appointed as the Statutory Auditors in terms of Section 141 of the Act read with Rule 4 of the Companies (Audit and Auditors) Rules, 2014, be and

are hereby re-appointed as Statutory Auditors of the Company for a second tenure of five consecutive years, from the conclusion of the 36<sup>th</sup> Annual General Meeting ('AGM') of the Company till the conclusion of the 41<sup>st</sup> AGM of the Company to be held in the year 2027, to examine and audit the accounts of the Company till the financial year ending March 31, 2027, on such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

## Special Business

### 6. Ratification of Cost Auditor's Remuneration

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

"RESOLVED that pursuant to the provisions of Section 148(3) 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, 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 March 31, 2023."

### 7. Appointment of Mr. Krishnakumar Natarajan (DIN:00147772) as a Director and as an Independent Director

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

"RESOLVED that Mr. Krishnakumar Natarajan (DIN:00147772) who was appointed as an Additional Director of the Company with effect from July 15, 2021 by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, and who holds office up to the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 ('Act') but who is eligible for appointment

and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed a Director of the Company.”

“RESOLVED FURTHER that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV to the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, appointment of Mr. Krishnakumar Natarajan (DIN:00147772), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from July 15, 2021 to July 14, 2026 (both days inclusive), be and is hereby approved.”

**8. Appointment of Mr. Ashok Sinha (DIN: 00070477) as a Director and as an Independent Director**

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

“RESOLVED that Mr. Ashok Sinha (DIN: 00070477) who was appointed as an Additional Director of the Company with effect from October 8, 2021 by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, and who holds office up to the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 ('Act') but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed a Director of the Company.”

“RESOLVED FURTHER that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV to the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, appointment of

Mr. Ashok Sinha (DIN: 00070477), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from October 8, 2021 to October 7, 2026 (both days inclusive), be and is hereby approved.”

**9. Appointment of Mr. N. Ganapathy Subramaniam (DIN: 07006215) as a Non-Executive and Non-Independent Director**

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

“RESOLVED that Mr. N. Ganapathy Subramaniam (DIN: 07006215) who was appointed by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, as an Additional Director of the Company effective December 2, 2021 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) and any other applicable provisions, if any, of the Companies Act, 2013 ('Act') (including any modification or re-enactment thereof) and Article 66B of the Articles of Association of the Company and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

By Order of the Board of Directors

**Zubin Adil Patel**

Company Secretary

ACS-30277

Mumbai, April 21, 2022

**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)

**NOTES:**

1. In view of the ongoing 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, General Circulars No. 17/ 2020 dated April 13, 2020, No. 33/2020 dated September 28, 2020 and No. 39/2020 dated December 31, 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" and General Circulars No. 02/2021 dated January 13, 2021 and No. 21/2021 dated December 14, 2021 (collectively referred to as 'MCA Circulars') 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 Wednesday, June 29, 2022 at 11:00 hours (IST). The deemed venue for the 36<sup>th</sup> AGM will be Tata Communications Limited, Plot No. C-21 & C-36, 'G' Block, Bandra Kurla Complex, Mumbai - 400098.
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 OR OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE CIRCULARS ISSUED BY THE SECURITIES AND EXCHANGE BOARD OF INDIA ('SEBI') DATED MAY 12, 2020 AND JANUARY 15, 2021 ('SEBI CIRCULARS'), THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**
3. Institutional Investors who are Members of the Company, are encouraged to attend and vote at the AGM through e-voting facility. Corporate Members

and Institutional Investors 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 or OAVM or to vote through remote e-Voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by email at [cs@parikhassociates.com](mailto:cs@parikhassociates.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

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.

4. As per the provisions of Clause 3.A.II. of the General Circular No. 20/2020 dated May 5, 2020, the matters of Special Business as appearing under Item Nos. 6 to 9 of the accompanying Notice, are considered to be unavoidable by the Board and hence, form part of this Notice.

The Explanatory Statement 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 36(3) and 36(5) of the 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 and statutory auditors seeking appointment/re-appointment.

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. 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.

5. In accordance with the MCA Circulars and SEBI Circulars, the Notice of the AGM along with the Annual Report 2021-22 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2021-22 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 [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

**6. Book Closure and Dividend:**

The Company has fixed Monday, June 13, 2022 as the 'Record Date' for determining entitlement of members to receive final dividend for the financial year ended March 31, 2022, if approved at the AGM. The Register of Members and the Share Transfer Books of the Company will be closed from Tuesday, June 14, 2022 to Thursday, June 16, 2022, both days inclusive. The dividend of ₹20.70 per equity share of ₹10 each (207%), if declared at the AGM, will be paid subject to deduction of tax at source ('TDS') on or after Thursday, June 30, 2022 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 Monday, June 13, 2022 and
  - 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 and Share Transfer Agent as of the close of business hours on Monday, June 13, 2022.
7. 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/the Company's Registrar and Share Transfer Agent by sending documents through email as mentioned in the 'Communication on Tax on Dividend' separately sent by the Company to the Members. The detailed process is also available on the Company's website at [www.tatacommunications.com/investors/results/](http://www.tatacommunications.com/investors/results/).
8. 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 dividends directly in their bank accounts through Electronic Clearing Service or any other means are requested to submit duly filled form ISR-1 along with necessary supporting documents in physical form, to

the Company's Registrar and Share Transfer Agent latest by Monday, June 13, 2022.

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, Members holding shares in demat form are requested to update their Electronic Bank Mandate with their respective DPs. 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.

9. 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, in due course, dispatch the demand draft to such Members.
10. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can be transferred, transmitted and transposed only in dematerialised form. 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's Registrar and Share Transfer Agent, TSR Consultants Private Limited ('Registrar' or 'TCPL') at [csg-unit@tcplindia.co.in](mailto:csg-unit@tcplindia.co.in) for assistance in this regard.

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 Corporate Governance Report which is a part of this Integrated Report.

11. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), 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 TCPL, through Form ISR-1/ISR-2, as applicable, along with necessary supporting documents, either by emailing e-signed copies to [kyc@tcplindia.co.in](mailto:kyc@tcplindia.co.in) or sending physical copies by post/ delivery to any of the offices of TCPL. Further, Members may note that SEBI has mandated the submission of PAN by every participant in securities market.
12. 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/she may submit the same in Form No. SH-14. If a Member desires to opt out from Nomination facility, then he/she may submit the same in Form No. ISR-3. The said forms can be downloaded from the website of TCPL at [www.tcplindia.co.in/](http://www.tcplindia.co.in/) or from the website of the Company at [www.tatacommunications.com/investors/shares/](http://www.tatacommunications.com/investors/shares/). Members are requested to submit the said details to their DP in case the shares are held in electronic form and to TCPL either by emailing e-signed copies to [kyc@tcplindia.co.in](mailto:kyc@tcplindia.co.in) or sending physical copies by post/delivery to any of the offices of TCPL, in case the shares are held in physical form, quoting their folio no.
13. SEBI vide its circular dated November 3, 2021 read with clarification dated December 14, 2021 has mandated compulsory furnishing of PAN, Nomination (for all eligible folios), Contact details, Bank account details and specimen signature by holders of physical securities. It has also mandated compulsory linking of PAN and Aadhaar by all holders of physical securities. It has prescribed freezing of folios by Registrar and Share Transfer Agents, wherein any of the cited document/details are not available on or after April 1, 2023.

Folios in which PAN is missing/is not valid, i.e., PAN is not linked to Aadhaar, as on the notified cut-off date of March 31, 2022 or any other date as may be specified

by the Central Board of Direct Taxes ('CBDT'), shall be frozen by the Registrar and Share Transfer Agent.

The Registrar and Share Transfer Agent may revert the frozen folios to normal status upon:

- receipt of all the aforesaid documents/details or
- dematerialisation of all the securities in such folios.

Shareholders of physical securities are requested to take note of the same and furnish their KYC details at the earliest, to the Company's Registrar. The relevant forms for updation of KYC are available on the websites of the Company and the Registrar.

The Company, through the Registrar, has sent individual letters, alongwith the relevant forms, to the shareholders of physical securities with incomplete KYC details requesting them to furnish/update their KYC details at the earliest.

The details of various forms for updating KYC details for shareholders holding physical shares, for your reference, are as follows:

Form	Description
ISR-1	Request For Registering PAN, KYC Details or Changes/Updation thereof
ISR-2	Confirmation of Signature of securities holder by the Banker
ISR-3	Declaration Form for Opting-out of Nomination
SH-13	Registration of Nomination
SH-14	Cancellation or Variation of Nomination

The Members can submit the necessary forms alongwith the necessary documentary evidence to the Registrar in following manners:

- through self-attested hard copies addressed to the registered office of the Registrar
- through electronic mode with e-sign at [kyc@tcplindia.co.in](mailto:kyc@tcplindia.co.in).
- through 'In Person Verification' ('IPV'): the authorized person of the Registrar shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials
- through service portal of the Registrar at [www.tcplindia.co.in/](http://www.tcplindia.co.in/) - Investor Services - KYC Compliance.

Members can also reach out to the Company at [investor.relations@tatacommunications.com](mailto:investor.relations@tatacommunications.com) for any queries/assistance on the same.

14. Members holding shares in electronic form are requested to submit the details to their respective DP only and not to the Company or TCPL.
15. Members attention is also drawn to SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 through which SEBI has mandated that all listed entities to issue the securities in dematerialized form only while processing service requests relating to Issue of duplicate securities certificate, claim from Unclaimed Suspense Account; renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, and transmission.

Shareholders will have to submit duly filled up Form ISR-4 for the above-mentioned requests and surrender their original securities certificate(s) for processing of service requests to the Registrar. The Registrar shall thereafter issue a 'Letter of confirmation' in lieu of physical securities certificate(s), to the securities holder/claimant within 30 days of its receipt of such request after removing objections, if any. The 'Letter of Confirmation' shall be valid for a period of 120 days from the date of its issuance, within which the securities holder/claimant shall make a request to the DP for dematerialising the said securities. Form ISR-4 is available on the website of Company and TCPL.

16. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.

17. 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 by following the steps mentioned in point no 29(B) under sub head "Step 1: Access to NSDL e-Voting system."
18. Members seeking any information with regard to the financial statements 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 June 22, 2022 through email on [investor.relations@tatacommunications.com](mailto:investor.relations@tatacommunications.com) mentioning their DP ID and Client ID/Physical Folio Number. The same will be replied to by the Company suitably.
19. 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 in a timely manner. 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.
20. 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 TCPL in case the shares are held by them in physical form.

---

**21. 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 TCPL:** The Company has made special arrangements with TCPL for registration of email 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 email addresses are not registered with the Company/ DPs are required to provide the same to TCPL on or before 5:00 p.m. IST on Friday, June 10, 2022.

Process to be followed for registration of email address is as follows:

- a. Visit the link [https://tcpl.linkintime.co.in/EmailReg/Email\\_Register.html](https://tcpl.linkintime.co.in/EmailReg/Email_Register.html)
- b. Select the company name viz., Tata Communications Limited.
- c. Enter the DP ID and Client ID / Physical Folio Number, Name of Member and PAN details. Members holding shares in physical form need to additionally enter one of the share certificate numbers.
- d. Enter mobile number and email address and click on Continue button.

- 
- e. The system will send an OTP on your mobile number and email address.
- f. Upload:
- i. Self-attested copy of PAN card and
  - ii. Address proof viz., Aadhar Card, passport or front and back side of share certificate in case of Physical folio.
- g. Enter the OTP received on your mobile number and email address.
- h. The system will then confirm the email address for receiving this AGM Notice.
- 

After successful submission of the email address, NSDL will email a copy of this AGM Notice and Annual Report for FY 2021-22 along with the e-Voting User ID and password. In case of any queries, Members may write to [csg-unit@tcplindia.co.in](mailto:csg-unit@tcplindia.co.in) or [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**(ii) Registration of email address permanently with Company/DP:**

Members are requested to register their email with their concerned DPs, in respect of electronic holding and with TCPL, in respect of physical holding, by submitting Form ISR-1 to RTA at [kyc@tcplindia.co.in](mailto:kyc@tcplindia.co.in). Further, those Members who have already registered their email addresses are requested to maintain their email addresses validated/updated with their DPs/TCPL to enable servicing of notices/documents/Annual Reports and other communications electronically to their email address in future.

(iii) Alternatively, those Members who have not registered their e-mail addresses are required to send an e-mail 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 email 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 DPID-Client ID (8 digit DPID + 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.

22. 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 the 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 as the authorized agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-Voting system as well as e-Voting during the AGM will be provided by NSDL.

23. The remote e-Voting period commences on Saturday, June 25, 2022 (9:00 a.m. IST) and ends on Tuesday, June 28, 2022 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in electronic form as on Wednesday, June 22, 2022 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, the Member 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 the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date.

24. 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.

25. 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 holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of this Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if the Member is already registered with NSDL for remote e-Voting, then you can use your existing user ID and password for casting your vote. In case of individual shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, the steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system" may be followed.

26. 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 remote 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 15 minutes after the conclusion of the AGM.
27. 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 two working days 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 authorized by the Chairperson in writing, who shall countersign the same.
28. 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. The results shall also be placed on the notice board of the Company at its Registered Office and Corporate Office.
29. 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. Members may access the same by following the steps mentioned hereinbelow for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join General Meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of the Company will be displayed. Please note that the 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.
- 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 36<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](mailto:investor.relations@tatacommunications.com) before 5.00 p.m. (IST) on Wednesday, June 22, 2022. Queries that remain unanswered will be appropriately responded to by the Company.

- 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 and mobile number at [investor.relations@tatacommunications.com](mailto:investor.relations@tatacommunications.com) between Friday, June 17, 2022 (9:00 a.m. IST) and Friday, June 24, 2022 (5:00 p.m. IST). The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

Members who need assistance before or during the AGM may contact Ms. Sarita Mote or Mr. Sagar Gudhate at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call on the toll free numbers 1800 1020 990/1800 224 430.

#### B. INSTRUCTIONS FOR E-VOTING BEFORE/ DURING THE AGM

The Board of Directors has appointed Mr. P. N. Parikh (Membership No. FCS 327) or failing him Mr. Mitesh Dhabliwala (Membership No. FCS 8331) or failing him Ms. Sarvari Shah (Membership No. FCS 9679) of M/s. Parikh & Associates, Practising Company Secretaries, as the Scrutinizer to scrutinize the e-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: Access to NSDL e-Voting system

##### Step 2 : Cast your vote electronically and join AGM on NSDL e-Voting system.

Details on Step 1 are mentioned below:

##### Access to NSDL e-Voting website

##### A. Login method for e-Voting and joining virtual meeting for individual shareholders holding securities in demat mode

In terms of SEBI Circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-Voting facility.

Login method for individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>a. Existing IDeAS user can visit the e-Services website of NSDL viz., <a href="http://eservices.nsdl.com">eservices.nsdl.com</a> either on a Personal Computer or on a mobile device. On the e-Services home page click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' section. This will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value Added Services. Click on 'Access to e-Voting' under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e., NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the Meeting.</p> <p>b. If you are not registered for IDeAS e-Services, option to register is available at <a href="http://eservices.nsdl.com">eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="http://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p>

Type of shareholders	Login Method
	<p>c. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e., NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the Meeting.</p> <p>d. Shareholders/Members can also download the NSDL Mobile App “NSDL Speede” for seamless voting experience.</p>

**NSDL Mobile App is available on**



Individual Shareholders holding securities in demat mode with CDSL

- Existing users who have opted for Easi/Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are <https://web.cdslindia.com/myeasi/home/login> or [www.cdslindia.com](http://www.cdslindia.com) and click on New System Myeasi.
- After successful login of Easi/Easiest the user will be also able to see the e-Voting Menu. The Menu will have links of **e-Voting service provider i.e., NSDL**. Click on **NSDL** to cast your vote.
- If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/home/login>.
- Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered mobile and email as recorded in the demat account. After successful authentication, user will be provided links for the respective ESP i.e., **NSDL** where the e-Voting is in progress.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or <b>e-Voting service provider i.e., NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the Meeting.

**Important note:** Members who are unable to retrieve User ID/Password are advised to use Forgot User ID and Forgot Password option available at above-mentioned website.

**Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

- B. Login Method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

**How to Login to NSDL e-Voting website**

- i. Visit the e-Voting website of NSDL. Open web browser by typing the following: [www.evoting.nsdl.com](http://www.evoting.nsdl.com) either on a Personal Computer or on a mobile.
- ii. Once the home page of e-Voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section.
- iii. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e., IDEAS, you can log-in at [eservices.nsdl.com](http://eservices.nsdl.com) with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.

- iv. Your User ID details are given below:

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
i) 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*****
ii) 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*****

<b>Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
iii) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company. For example if Folio Number is 001*** and EVEN is 123456 then user ID is 123456001***

- v. 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 to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
 

If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL in 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'.
  - vi. 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.
- vii. After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box.
- viii. Now, you will have to click on 'Login' button.
- ix. After you click on the 'Login' button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join AGM on NSDL e-Voting system.**

**How to cast your vote electronically and join AGM on NSDL e-Voting system?**

- i. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- ii. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and cast your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".

- iii. Now you are ready for e-Voting as the Voting page opens.
  - iv. 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.
  - v. Upon confirmation, the message 'Vote cast successfully' will be displayed.
  - vi. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
  - vii. 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.
  - iii. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
  - iv. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-Voting.

#### General Guidelines for Members

- i. Institutional/Corporate Shareholders (i.e. other than individuals, HUF, NRIs,

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 authorized signatory(ies) who are authorized to vote, to the Scrutinizer by email to [cs@parikhassociates.com](mailto:cs@parikhassociates.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

- ii. 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.
- iii. In case of any queries/grievances pertaining to remote e-Voting (before the AGM and during the AGM), you may refer to the Frequently Asked Questions (FAQs) for shareholders and e-Voting user manual for shareholders available in the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on the toll-free numbers 1800 1020 990/1800 22 44 30 or send a request to Ms. Sarita Mote or Mr. Sagar Gudhate at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

By Order of the Board of Directors

**Zubin Adil Patel**

Company Secretary  
ACS-30277

Mumbai, April 21, 2022

**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 explanatory statement is provided in terms of Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), however this is not strictly 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 ('AGM') 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.

The initial term of appointment of M/s. S.R. Batliboi & Associates LLP, Chartered Accountants as Statutory Auditors, is therefore liable to end at the conclusion of the ensuing AGM of the Company.

The Board of Directors of the Company ('Board'), on the recommendation of the Audit Committee, proposes to re-appoint M/s. S.R. Batliboi & Associates LLP, as the Statutory Auditors of the Company for a second term of a consecutive period of five years from the conclusion of this AGM till the conclusion of the 41<sup>st</sup> AGM, subject to the approval of the Members. M/s. S.R. Batliboi & Associates LLP will be appointed for a term of 5 (five) financial years i.e., from FY 2022-23 to FY 2026-27. M/s. S.R. Batliboi & Associates LLP have submitted their eligibility certificate and consent letter to act as the Statutory Auditors of the Company and have confirmed that their proposed re-appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

Fees payable to the Statutory Auditors shall be as mutually decided between the Board and the Statutory Auditors and applicable taxes, travelling and other out-of-pocket expenses incurred by them, if any, in connection with the statutory audit of the Company will be payable over and above the decided fees.

M/s. S.R. Batliboi & Associates LLP are an affiliate member of the global Ernst & Young group and have the necessary capabilities and competencies to perform

their duties as Statutory Auditors of the Company. M/s. S.R. Batliboi & Associates LLP have the relevant experience and expertise to conduct the Statutory Audit of the Company and in the opinion of the Board, M/s. S.R. Batliboi & Associates LLP have exercised fairness and independence in carrying out statutory audit of the financial statements of the Company during their first term as Statutory Auditors.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the Members.

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

## **In respect of Item No. 6**

Under the provisions of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company is required to conduct the audit of its cost records 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, as Cost Auditor of the Company to conduct the audit of the cost records of the Company for the financial year ending March 31, 2023. Accordingly, under the approval 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. 6 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, 2023.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the Members.

None of the Directors and KMPs or relatives of directors and KMPs are concerned or interested in the Resolution at Item No. 6 of the accompanying Notice.

### In respect of Item No. 7

Based on the recommendation of the Nomination and Remuneration Committee, and after obtaining necessary security clearance under the Company's TV uplinking license from the Ministry of Information and Broadcasting, the Board of Directors of the Company, had appointed Mr. Krishnakumar Natarajan (DIN:00147772) as an Additional Director (Independent) to hold office for a period of 5 years with effect from July 15, 2021 up to July 14, 2026 (both days inclusive), pursuant to the provisions of Sections 149, 152 read with Schedule IV to the Companies Act, 2013, the rules framed thereunder and the Articles of Association ('AoA') of the Company. Under Section 161(1) of the Companies Act, 2013 and under the AoA, Mr. Krishnakumar Natarajan holds office up to the date of the forthcoming Annual General Meeting and is eligible for appointment as a director of the Company. The Company has, pursuant to Section 160(1) of the Companies Act, 2013 received a notice in writing proposing his candidature for appointment. If appointed, Mr. Krishnakumar Natarajan will act as a non-executive independent director, not liable to retire by rotation.

The Company has received a declaration from Mr. Krishnakumar Natarajan stating that he meets the criteria of independence, as provided under Section 149(6) read with section 149(7) of the Act, Regulation 16(1)(b) read with Regulation 25(8) of the SEBI Listing Regulations. Mr. Krishnakumar Natarajan has also given a declaration that he is not disqualified under Section 164 of the Companies Act, 2013.

In the opinion of the Board, Mr. Krishnakumar Natarajan is independent of the Management of the Company and is a person of integrity and possesses relevant expertise and experience and fulfils the conditions for appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and any modification(s) / amendment(s) thereto.

The terms and conditions of his appointment as an Independent Director shall be open for inspection by the Members.

Keeping in view his experience and expertise, the Special Resolution at Item No. 7 for his appointment as Director of the Company is in the interest of the Company and is recommended by the Board for approval by the Members.

None of the Directors or KMPs or relatives of directors and KMPs except Mr. Krishnakumar Natarajan is concerned or interested in the Resolution at Item No. 7 of the accompanying Notice.

Brief profile of Mr. Krishnakumar Natarajan is given below:

A leading authority in the global IT sector, Mr. Krishnakumar Natarajan co-founded Mindtree in 1999 and has played key roles in building the company's innovative approach to delivering IT services and solutions to global 2000 enterprises. His key skill is to help Enterprises navigate the 'Digital transformation' agenda and help business transformations by which enterprises enhance customer experience and deliver Industry leading growth.

Mr. Krishnakumar's efforts as a business leader has been recognized worldwide, winning him several laurels. Businessworld and Forbes ranked him amongst the most valuable CEOs in India in 2016. He won Bloomberg UTV's award as the CEO of the Year in 2010, Business Today CEO of the Year award in 2014 and was recognized by Chief Executive Magazine as one of the twelve global leaders of tomorrow. EY honored him with Entrepreneur of the Year 2015 in Services. His efforts resulted in Mindtree winning the "Most Promising Company of the Year" in 2013 by CNBC TV18.

A 40-year IT industry veteran, Mr. Krishnakumar served as Chairman of the National Association of Software and Services Companies (NASSCOM), where he worked to strengthen the Indian IT industry to build a globally competitive ecosystem. He now serves as the Chairman of Nasscom Foundation.

He has a bachelor's degree in mechanical engineering from the College of Engineering, Chennai, India, and a master's degree in Business Administration from the Xavier Institute, Jamshedpur, India. Social enterprises and Philanthropy are some of his other key interests. Along with his wife Akila he runs their Personal foundation "Mela" which is focused on helping high potential rural girls to attain professional qualifications and helping Senior Citizens age gracefully.

### In respect of Item No. 8

Based on the recommendation of the Nomination and Remuneration Committee, and after obtaining necessary security clearance under the Company's TV uplinking license from the Ministry of Information and Broadcasting, the Board of Directors of the Company, had appointed Mr. Ashok Sinha (DIN: 00070477) as an Additional Director (Independent) to hold office for a



period of 5 years with effect from October 8, 2021 up to October 7, 2026 (both days inclusive), pursuant to the provisions of Sections 149, 152 read with Schedule IV to the Companies Act, 2013, the rules framed thereunder and the Articles of Association ('AoA') of the Company. Under Section 161(1) of the Companies Act, 2013 and under the AoA, Mr. Ashok Sinha holds office up to the date of the forthcoming Annual General Meeting and is eligible for appointment as a director of the Company. The Company has, pursuant to Section 160(1) of the Companies Act, 2013 received a Notice in writing proposing his candidature for appointment. If appointed, Mr. Ashok Sinha will act as a non-executive independent director, not liable to retire by rotation.

The Company has received a declaration from Mr. Ashok Sinha stating that he meets the criteria of independence, as provided under Section 149(6) read with section 149(7) of the Act, Regulation 16(1)(b) read with Regulation 25(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Ashok Sinha has also given a declaration that he is not disqualified under Section 164 of the Companies Act, 2013.

In the opinion of the Board, Mr. Ashok Sinha is independent of the Management of the Company and is a person of integrity and possesses relevant expertise and experience and fulfils the conditions for appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and any modification(s)/ amendment(s) thereto.

The terms and conditions of appointment of Mr. Ashok Sinha as Independent Director shall be open for inspection by the Members.

Keeping in view his experience and expertise, the Special Resolution at Item No. 8 for his appointment as Director of the Company is in the interest of the Company and is recommended by the Board for approval by the Members.

None of the Directors or KMPs or relatives of directors and KMPs except Mr. Ashok Sinha is concerned or interested in the Resolution at Item No. 8 of the accompanying Notice.

Brief profile of Mr. Ashok Sinha is given below:

Mr. Ashok Sinha is Chairman, 4 I Advisors, a proprietary consulting firm that provides a specialized spectrum of technical consultancy and advisory services in the areas of Energy, Technology and Finance since December 2010.

He has a wealth of experience, competencies and expertise from his leadership journey as the Chairman

and Managing Director of Bharat Petroleum Corporation Ltd. ('BPCL'), which is present across the entire value chain with activities covering exploration and production, refining and marketing oil and gas products. He spent 33 years in BPCL, where he served on the Board of BPCL for 15 years – first as Director (Finance) for 10 years from 1996 and then as its Chairman and Managing Director for 5 years from August 2005.

Mr. Ashok Sinha has been conferred with the India Chief Financial Officer Award 2001 for Information and Knowledge Management by the Economic Intelligence Unit ('EIU') India and American Express. He received an award from TMG (Technology Media Group) for Customer Management. He is also the recipient of the CIO-100 Award (USA)-1999 for the top 100 firms worldwide for their innovative practices that leverage people and technology.

Since 2011, Mr. Sinha has served on the Boards of Petronet LNG Ltd., CMC Ltd. (erstwhile subsidiary of TCS Ltd.), four subsidiaries of Vodafone India, Tata Advanced Systems Ltd., Tata Lockheed Martin Aerostructures, Nova Integrated Systems and Axis Asset Management Co. Currently, he is serving as an Independent Director on the Board of Cipla Ltd., The Tata Power Company Ltd, JK Cement Ltd, Navin Fluorine International Ltd and Cipla (EU), UK.

Mr. Sinha has attended Management Programs at Harvard Institute of International Development, Boston and at the University of Leeds, UK.

He has a B.Tech. degree in Electrical Engineering from the Indian Institute of Technology (IIT), Kanpur (1973) and PGDBM from the Indian Institute of Management (IIM), Bangalore, with specialisation in Finance (1977). Mr. Sinha has been conferred the Distinguished Alumnus Award from both IIT, Kanpur and IIM, Bangalore.

### **In respect of Item No. 9**

Based on the recommendation of the Nomination and Remuneration Committee and after obtaining necessary security clearance under the Company's TV uplinking license from the Ministry of Information and Broadcasting, the Board of Directors of the Company, had appointed Mr. N. Ganapathy Subramaniam (DIN: 07006215) as an Additional Director with effect from December 2, 2021, in accordance with the Articles of Association ('AoA') of the Company. Under Section 161(1) of the Companies Act, 2013 and under the AoA, Mr. N. Ganapathy Subramaniam holds office up to the date of the forthcoming Annual General Meeting and is eligible for appointment as a director of

the Company. The Company has, pursuant to Section 160(1) of the Companies Act, 2013 received a Notice in writing proposing his candidature for appointment. If appointed, Mr. N. Ganapathy Subramaniam will act as a non-executive director, liable to retire by rotation.

In the opinion of the Board, Mr. N. Ganapathy Subramaniam is a person of integrity and possesses relevant expertise and experience and fulfils the conditions for appointment as a director as specified in the Act and the SEBI Listing Regulations and any modification(s)/amendment(s) thereto.

Keeping in view his experience and expertise, the Resolution at Item No. 9 for his appointment as Director of the Company is recommended by the Board for approval by the Members.

None of the Directors or KMPs or relatives of directors and KMPs except Mr. N. Ganapathy Subramaniam is concerned or interested in the Resolution at Item No. 9 of the accompanying Notice.

Brief profile of Mr. N. Ganapathy Subramaniam is given below:

Mr. N. Ganapathy Subramaniam is the Chief Operating Officer (COO) of Tata Consultancy Services (TCS) since February 2017. He is also a Director and Chairman of Tata Elxsi Limited since November 2014 and Chairman of Tejas Networks Limited since April 2022.

He is a software engineer at heart and started his career at TCS as a programmer and has held many key leadership positions across client delivery, business development, integration of businesses, branch management, country head, business unit head and product development, before assuming the role of COO.

Mr. N. Ganapathy Subramaniam has over 40 years of experience in TCS in strategic management of technology and operations, across large corporations in both

established and new growth markets. He has been closely involved with the evolution of Indian IT industry, and the value creation process with a globally distributed talent. He has had the opportunity to work closely with several global corporations across Financial Services, Telecom, Pharmaceuticals, Retail, Public Services, Manufacturing and Technology.

He has steered several programmes which are considered 'Important for the nation' in many countries including India and successfully delivered large, complex, multi-country implementations across businesses.

Mr. N. Ganapathy Subramaniam joined TCS in 1982 after completing his master's in mathematics from the University of Madras. He has had the benefit of attending various continuous Education programs including Prof. Philip Kotler's Services Marketing, Prof. Michael Porter's Marketing Strategies for the 21<sup>st</sup> Century, Business Process Reengineering, Risk and Change Management by National University of Singapore, Tata Strategic Leadership Program and Stanford University's Executive Program for Growing Companies.

By Order of the Board of Directors

**Zubin Adil Patel**

Company Secretary

ACS-30277

Mumbai, April 21, 2022

**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)

**Details of Directors Seeking Appointment/Reappointment at the 36<sup>th</sup> Annual General Meeting**
**[Pursuant to and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 – Secretarial Standards on General Meetings]**

<b>Particulars</b>	<b>Mr. Srinath Narasimhan</b>	<b>Mr. Krishnakumar Natarajan</b>	<b>Mr. Ashok Sinha</b>	<b>Mr. N. Ganapathy Subramaniam</b>
Designation	Non-executive, non-independent director	Non-executive, independent director	Non-executive, independent director	Non-executive, non-independent director
Date of Birth	July 8, 1962	May 29, 1957	February 15, 1952	May 20, 1959
Age	59	65	70	63
DIN	00058133	00147772	00070477	07006215
Date of First Appointment	February 13, 2002	July 15, 2021	October 8, 2021	December 2, 2021
Qualifications	<ul style="list-style-type: none"> <li>Degrees in Mechanical Engineering and Management</li> </ul>	<ul style="list-style-type: none"> <li>Masters Degree in Business Administration</li> <li>Bachelor's degree in Mechanical Engineering</li> </ul>	<ul style="list-style-type: none"> <li>Masters Degree in Management (Finance)</li> <li>Bachelor's Degree in Electrical Engineering</li> </ul>	<ul style="list-style-type: none"> <li>Masters Degree in Mathematics</li> </ul>
Expertise/experience in specific functional area	Marketing and Systems	Business Administration and Information Technology	Finance and Accounts	Information Technology
Directorships held in other companies (excluding foreign companies)	<ul style="list-style-type: none"> <li>Tata Teleservices (Maharashtra) Limited</li> <li>Tata Teleservices Limited</li> <li>Tata Industries Limited</li> <li>Alamelu Charitable Foundation</li> <li>Assam Cancer Care Foundation</li> </ul>	<ul style="list-style-type: none"> <li>Kotak Mahindra Asset Management Company Limited</li> <li>Infogain India Pvt. Ltd</li> <li>Perfios Account Aggregation Services Pvt. Ltd</li> </ul>	<ul style="list-style-type: none"> <li>J.K. Cement Limited</li> <li>Navin Fluorine International Ltd</li> <li>Cipla Limited</li> <li>The Tata Power Company Ltd</li> <li>Airasia (India) Limited</li> <li>Maithon Power Ltd</li> <li>Coastal Gujarat Power Limited*</li> </ul>	<ul style="list-style-type: none"> <li>Tata Consultancy Services Limited</li> <li>Tata Elxsi Limited</li> <li>Tejas Networks Limited</li> <li>TCS Foundation</li> </ul>

\*Amalgamated with The Tata Power Company Limited vide National Company Law Tribunal order dated March 31, 2022.

Particulars	Mr. Srinath Narasimhan	Mr. Krishnakumar Natarajan	Mr. Ashok Sinha	Mr. N. Ganapathy Subramaniam
Memberships/ Chairmanships of committees in other companies	<p><b>Tata Teleservices (Maharashtra) Limited</b></p> <ul style="list-style-type: none"> <li>Stakeholders' Relationship Committee (Member)</li> <li>Nomination and Remuneration Committee (Member)</li> <li>Risk Management Committee (Chairperson)</li> </ul> <p><b>Tata Teleservices Limited</b></p> <ul style="list-style-type: none"> <li>Nomination and Remuneration Committee (Member)</li> </ul>	<p><b>Kotak Mahindra Asset Management Company Limited</b></p> <ul style="list-style-type: none"> <li>Corporate Social Responsibility Committee (Member)</li> </ul>	<p><b>J.K. Cement Limited:</b></p> <ul style="list-style-type: none"> <li>Audit Committee (Member)</li> </ul> <p><b>Cipla Limited</b></p> <ul style="list-style-type: none"> <li>Audit Committee (Chairperson)</li> </ul> <p><b>The Tata Power Company Ltd</b></p> <ul style="list-style-type: none"> <li>Audit Committee (Chairperson)</li> </ul> <p><b>Airasia (India) Limited</b></p> <ul style="list-style-type: none"> <li>Audit Committee (Chairperson)</li> </ul> <p><b>Maithon Power Limited</b></p> <ul style="list-style-type: none"> <li>Audit Committee (Chairperson)</li> </ul> <p><b>Coastal Gujarat Power Limited*</b></p> <ul style="list-style-type: none"> <li>Audit Committee (Chairperson)</li> </ul>	<p><b>Tata Consultancy Services Limited</b></p> <ul style="list-style-type: none"> <li>Risk Management Committee (Member)</li> <li>Corporate Social Responsibility Committee (Member)</li> </ul> <p><b>Tata Elxsi Limited</b></p> <ul style="list-style-type: none"> <li>Risk Management Committee (Member)</li> <li>Nomination and Remuneration Committee (Member)</li> </ul>
Shareholding in Tata Communications Limited (including shareholding as a beneficial owner)	Nil	1,963 equity shares	Nil	Nil
Names of entities resigned in last 3 years	<ul style="list-style-type: none"> <li>Honeywell Automation India Limited</li> <li>ATC Telecom Infrastructure Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>Mindtree Limited</li> <li>Reserve Bank Information Technology Pvt. Ltd</li> </ul>	<ul style="list-style-type: none"> <li>You Broadband India Limited</li> <li>Axis Asset Management Company Limited</li> <li>The Hospital &amp; Nursing Home Benefits Association</li> </ul>	Nil
Skills and capabilities required for the role				
Manner in which the proposed person meets such requirements	Please refer the Corporate Governance Report for details on skills and capabilities of Directors.			

\*Amalgamated with The Tata Power Company Limited vide National Company Law Tribunal order dated March 31, 2022.

Notes:

- Other details such as number of meetings of the board attended during the year, remuneration drawn and sought to be paid, terms and conditions of appointment and relationship with other directors and key managerial personnel are provided in the Corporate Governance Report.