



HQ/CS/38 AGM/17763
July 17, 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: Proceedings and Scrutinisers' report of the 38th Annual General Meeting ('AGM') of Tata Communications Limited ('the Company')

The 38th AGM of the Company was held on Wednesday, July 17, 2024 at 11:00 hours (IST) through two-way Video Conferencing to transact the business as stated in the Notice convening the AGM dated April 17, 2024 ('AGM Notice'). The Company also facilitated the live webcast of the proceedings.

We would like to inform you that all items of business mentioned in the said AGM Notice were transacted and passed by the Members with requisite majority through e-voting facility provided to the Members.

In furtherance of our letter bearing reference no. HQ/CS/CL.24B/17689 dated April 17, 2024, please be informed that the proposal for re-appointment of Mr. A.S. Lakshminarayanan as Managing Director and CEO of the Company has also been passed with requisite majority.

In this regard, please find attached the following:

- a) Summary of proceedings of the Company's AGM in compliance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - "**Annexure 1**".
- b) Consolidated Report of the Scrutinizer dated July 17, 2024, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 - "**Annexure 2**".

The AGM concluded at 13:31 hours (IST).

The Consolidated Report of the Scrutinizer dated July 17, 2024 is available on the Company's website at www.tatacommunications.com and on the website of National Securities Depository Limited at www.evoting.nsdl.com.

This is for your information and records.

Yours faithfully,
For Tata Communications Limited

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

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



Annexure 1

SUMMARY OF PROCEEDINGS OF THE 38TH ANNUAL GENERAL MEETING OF TATA COMMUNICATIONS LIMITED

The 38th Annual General Meeting ('AGM' or 'Meeting') of the Members of Tata Communications Limited ('the Company') was held on Wednesday, July 17, 2024, at 11:00 hours (IST) via two-way Video Conferencing ('VC'). The Company Secretary welcomed all the Members and informed them that the facility to participate through VC had been made available in accordance with the circulars issued by MCA and briefed the Members on certain points relating to participation at the Meeting through VC. The Company Secretary introduced the Directors and the Chief Financial Officer of the Company. It was also stated that representatives of the Statutory Auditor, Secretarial Auditor and Scrutinizer were present in the Meeting through VC. The requisite quorum being present, the Company Secretary requested Ms. Renuka Ramnath, the Chairperson of the Board, to chair the Meeting.

With the permission of the Members, the Notice was taken as read. The Members were informed that there were no qualifications or adverse remarks in the Reports of the Statutory Auditors and the Secretarial Auditor.

The Chairperson addressed the Members and informed them about the Company's growth trajectory, achievements, major developments, strategic direction, financial highlights, recent acquisitions and ESG. The Chairperson acknowledged the contribution of all employees and other stakeholders during the year. She also expressed gratitude towards all stakeholders for their continued support during her tenure on the Board as the Chairperson of the Company.

Mr. A.S. Lakshminarayanan, Managing Director & Chief Executive Officer of the Company then made a presentation covering, amongst other things, Tata Communications' Financial Performance, Digital Fabric, Emerging Trends and Opportunities, recent Acquisitions, Total Addressable Market, Investment in AI, embedding AI in products, Human Capital and ESG.

The following items of business as per the Notice of the Annual General Meeting dated April 17, 2024, were approved by the Members:

Item No.	Item Description	Resolution Type	Mode of voting	Result
1.	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024 together with the Reports of the Board of Directors and the Auditors thereon	Ordinary	Remote e-voting prior to and during the AGM	Passed with requisite majority
2.	To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024 together with the Report of the Auditors thereon.	Ordinary	Remote e-voting prior to and during the AGM	Passed with requisite majority
3.	To declare a dividend of ₹16.70 on equity shares for the financial year ended March 31, 2024.	Ordinary	Remote e-voting prior to and during the AGM	Passed with requisite majority

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4.	To appoint a Director in place of Mr. N. Ganapathy Subramaniam (DIN: 07006215), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	Remote e-voting prior to and during the AGM	Passed with requisite majority
5.	Ratification of Cost Auditor's Remuneration for the financial year ending March 31, 2025.	Ordinary	Remote e-voting prior to and during the AGM	Passed with requisite majority
6.	Re-appointment of Mr. A. S. Lakshminarayanan (DIN: 08616830) as Managing Director and Chief Executive Officer	Ordinary	Remote e-voting prior to and during the AGM	Passed with requisite majority

Thereafter, the Members were invited to put forth their comments and suggestions and to make enquiries on the performance of the Company and other related matters. The queries made by the Members were duly responded to by the Managing Director & CEO and the Chairperson.

The Chairperson then thanked the Members for their continued support and for participating in the Meeting and thanked the Directors and the Management team for joining the Meeting.

The Company Secretary then stated that the e-voting facility would be kept open for 15 minutes post conclusion of the proceedings of the Meeting to enable Members, who had not yet cast their votes, to cast their votes on the resolutions proposed in the AGM Notice. The Company Secretary declared that the Meeting would be considered closed upon completion of e-voting period.

The meeting concluded at 13:31 hours (IST).

The Scrutinizer's Report was received after conclusion of the Meeting on July 17, 2024. All resolutions were passed with requisite majority.

This is for your information and records.

For Tata Communications Limited

Zubin Adil Patel
Company Secretary and Compliance Officer

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

Dear Madam,

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 for the 38th Annual General Meeting of Tata Communications Limited held on Wednesday, July 17, 2024 at 11.00 hours (IST) through video conferencing (‘VC’) / other audio visual means (‘OAVM’).

I, Mitesh Dhaliwala, of Parikh & Associates, Practising Company Secretaries, had been 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 38th Annual General Meeting (“AGM”) of Tata Communications Limited on Wednesday, July 17, 2024 at 11.00 hours (IST) through VC/OAVM.

I was also appointed as Scrutinizer to scrutinize the remote e-voting process during the said AGM.

The notice dated April 17, 2024, convening the AGM, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions proposed to be passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the General Circulars dated April 8, 2020, April 13, 2020, May 5, 2020, and subsequent circulars issued in this regard, the latest being circular dated September 25, 2023 (collectively referred to as ‘MCA Circulars’) and the Securities and Exchange Board of India (“SEBI”) vide its circulars dated May 12, 2020, and subsequent circulars issued in this regard latest being October 07, 2023 (collectively referred to as ‘SEBI Circulars’).

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 voting period for remote e-voting commenced on Sunday, July 14, 2024 (9:00 a.m. IST) and ended on Tuesday, July 16, 2024 (5:00 p.m. IST) and the NSDL e-voting platform was disabled thereafter.

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

The shareholders of the Company holding shares as on the "cut-off" date of Wednesday, July 10, 2024 were entitled to vote on the resolutions as contained in the Notice of the AGM.

After the closure of e-voting at the AGM, the report on remote voting done during the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and counted.

I have scrutinized and reviewed the remote e-voting prior to and during the AGM and votes cast 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 prior to and during the AGM on the resolutions contained in the notice of the AGM.

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

Further, I would also like to mention that Shareholders who have split their votes into "Assent" as well as "Dissent" in respect of each DP ID/ Client ID or Folio No., while their votes are taken as cast, they have been counted only once for the purpose of their presence, which has been mentioned under the head "Assent".

I now submit my consolidated report as under on the result of the remote e-voting prior to and during the AGM in respect of the said resolutions.

Resolution 1: Ordinary Resolution

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024 together with the Reports of the Board of Directors and 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
755	23,93,32,835	99.96

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
5	84,501	0.04

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 2: Ordinary Resolution

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024 together 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
753	23,93,32,809	99.96

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
5	84,501	0.04

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 3: Ordinary Resolution

To declare a dividend on equity shares for the financial year ended March 31, 2024.

(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
756	23,94,55,510	100.00(Rounded Off)

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
4	65	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 4: Ordinary Resolution

Appointment of Mr. N. Ganapathy Subramaniam (DIN: 07006215) as Director, liable to retire by rotation.

(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
643	23,60,51,917	98.61

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
113	33,22,826	1.39

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 5: Ordinary Resolution**Ratification of Cost Auditor's Remuneration for the financial year ending March 31, 2025.**(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
750	23,94,37,840	100.00(Rounded Off)

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
8	170	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 6: Ordinary Resolution**Re-appointment of Mr. A. S. Lakshminarayanan (DIN: 08616830) as Managing Director and Chief Executive Officer.**(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
691	23,72,43,310	99.08

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
68	22,09,157	0.92

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Thanking you,
Yours faithfully,

Mitesh
Dilip

Dhabliwala
Mitesh Dhhabliwala

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: July 17, 2024

UDIN: F008331F000761204

P/R No.: 1129/2021

Digitally signed by
Mitesh Dilip
Dhabliwala
Date: 2024.07.17
15:58:28 +05'30'