

## NOTICE

NOTICE is hereby given that the Twenty Eighth Annual General Meeting of Tata Communications Limited will be held at 1100 hours on Monday, 4 August 2014, at NSE Auditorium, Ground Floor, The National Stock Exchange of India Ltd., Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051 to transact the following business:

### Ordinary Business

1. To receive, consider and adopt the Balance Sheet of the Company as on 31 March 2014, the audited Profit and Loss Account for the year ended on that date, the Auditors' Report thereon and the Report of the Board of Directors.
2. To declare dividend for the financial year 2013-2014.
3. To appoint a Director in place of Mr. Saurabh Tiwari who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Mr. S. Ramadorai who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.
5. To consider and, if thought fit, to pass with or without modification 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 and the Rules framed thereunder, as amended from time to time, M/s. S.B. Billimoria & Co., Chartered Accountants be and are hereby appointed Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the thirty-first AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM), on such remuneration as may be mutually agreed upon between the Board of Directors and the Auditors, plus reimbursement of service tax, travelling and out of pocket expenses."
6. To appoint a Director liable to retire by rotation in place of Mr. Bharat Vasani (DIN 00040243) who holds office only up to date of the forthcoming Annual General Meeting and in respect of whom a notice under the provisions of Section 160 of the Companies Act, 2013 has been received by the Company from a member signifying the candidature of Mr. Bharat Vasani for the office of a director.
7. To appoint Mr. Subodh Bhargava as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:  
"RESOLVED that pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Subodh Bhargava (DIN 00035672), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 4 August, 2014 up to 29 March 2017."
8. To appoint Dr. Uday B Desai as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:  
"RESOLVED that pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Dr. Uday B Desai (DIN 01735464), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 4 August, 2014 up to 3 August 2019."
9. To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2015 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:  
"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment

thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company Mr. Jugal Kishor Puri, Cost Accountants, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors

Satish Ranade  
Company Secretary

Mumbai, 4 July 2014

CIN: #L64200MH1986PLC039266

**Registered Office :**

VSB, Fort,

M.G. Road, Mumbai - 400 001.

**NOTES :**

1. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (Act) in respect of the business under Item Nos. 5 to 9 of the Notice, is annexed hereto. The relevant details as required under clause 49 of the Listing Agreements entered into with the Stock Exchanges, of persons seeking appointment/re-appointment as Directors under Item Nos. 6 to 8 of the Notice, are also annexed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.  
  
A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
3. Registers of members and transfer books of the Company shall remain closed from 1 August 2014 till 4 August 2014 (both days inclusive) for the purpose of ascertaining eligibility to dividend.
4. The dividend as recommended by the Board of Directors, if declared at this Annual General Meeting, shall be paid on or after Saturday the 9 August 2014:
  - (i) to those shareholders whose names appear on the Company’s Register of Members after giving effect to all valid share transfers in physical form lodged with the Registrar & Transfer Agents (R&T Agents) of the Company on or before Thursday, 31 July 2014.
  - (ii) in respect of shares held in electronic form, to those “deemed members” whose names appear in the statements of beneficial ownership furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as at the end of business on Thursday, 31 July 2014. In respect of shares held in demat mode the dividend will be paid on the basis of beneficial ownership as per details to be furnished by NSDL and CDSL for this purpose.
5. Members who hold shares in dematerialized form are requested to bring their DP ID and Client ID numbers for easy identification of attendance at the meeting.

6. This may be taken as notice of declaration of dividend for 2013-14 in accordance with Article 93 of Articles of Association of the Company in respect of dividend for that year when declared.
7. Pursuant to the provisions of Section 205A(5) of the Companies Act, 1956, dividends which remain unclaimed in the unpaid dividend account for a period of seven years from the date of transfer of the same, will be transferred to the Investor Education and Protection Fund established by the Central Government. The Members and Shareholders who have not encashed their dividend warrant(s) so far for the financial year ended 31 March 2007 or any subsequent financial years are requested to make their claim to the R & T Agents of the Company. According to the provisions of the Act, no claims shall lie against the said Fund or the Company for the amounts of dividend so transferred nor shall any payment be made in respect of such claims. The summary of the unpaid dividend for the past years and the date on which the outstanding amount shall be transferred to Investor Education and Protection Fund on the dates as given in the table below.

<b>Date of AGM</b>	<b>Balance as on 30 June 2014 (₹)</b>	<b>Dividend for the year</b>	<b>Transfer to Investor Education &amp; Protection Fund</b>
2-Aug-07	600,047.50	2006-07	3-Sep-14
2-Aug-08	672,889.50	2007-08	3-Sep-15
7-Aug-09	671,575.50	2008-09	8-Sep-16
6-Aug-10	Nil	2009-10	Not Applicable
11-Oct-11	494,102.00	2010-11	12-Nov-18
27-Jul-12	532,858.00	2011-12	28-Aug-19
26-Jul-13	810,783.00	2012-13	27-Aug-20
<b>Total</b>	<b>3,782,255.50</b>		

8. As per Section 72 of the Companies Act, 2013, shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form No. 2B in duplicate (which will be made available on request) to the R & T Agents of the Company.
9. Members are requested to notify any change in their addresses immediately, in any event not later than Thursday, 31 July 2014, so as to enable us to dispatch the dividend warrants at the correct addresses:
  - a) In case of physical shares to the R & T Agents, M/s Sharepro Services (India) Private Limited, 13 AB, Samhita Warehousing Complex, 2nd Floor, Near Sakinaka Telephone Exchange, Andheri Kurla Road, Andheri East, Mumbai - 400072.
  - b) In case of shares held in demat form to their depository participants (DPs).
10. The Notice of the AGM along with the Annual Report 2013-14 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
11. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with the R&T Agent/Depositories.
12. VOTING THROUGH ELECTRONIC MEANS

In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all resolutions set forth in this Notice.

The instructions for e-voting are as under:

- A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/ Depositories):
- i. Open the e-mail and also open PDF file namely "TCL e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
  - ii. Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>.
  - iii. Click on Shareholder – Login.
  - iv. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
  - v. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
  - vi. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
  - vii. Once the e-voting home page opens, click on: e-voting> Active Voting Cycles.
  - viii. Select "EVEN" (E-Voting Event Number) of Tata Communications Limited which is 100508. Now you are ready for e-voting as Cast Vote page opens.
  - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - x. Upon confirmation, the message "Vote cast successfully" will be displayed.
  - xi. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
  - xii. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/ JPG format) of the relevant Board Resolution/Authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [mehul.shah@khaitanco.com](mailto:mehul.shah@khaitanco.com), with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  - xiii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) - Shareholders and e-voting user manual - Shareholders, available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- B. In case a Member receives physical copy of the Notice of AGM (for Members whose email addresses are not registered with the Company/Depositories):
- i. Initial password is provided in the enclosed ballot form: EVEN (E-Voting Event Number), user ID and password.
  - ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) above, to cast vote.
- C. Other Instructions:
- i. The e-voting period commences on Tuesday, 29 July 2014 (9.00 a.m. IST) and ends on Thursday, 31 July 2014 (6.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
  - ii. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company.
  - iii. Mr. Mehul Shah, Advocate, Khaitan & Co., has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.

- iv. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- v. Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Mehul Shah, Advocate, Khaitan & Co., at Sharepro Services (India) Private Limited, Mr. Mehul Shah (Scrutinizer), (Unit : Tata Communications Limited) 912, Raheja Centre, Free Press Journal Road, Nariman Point, Mumbai - 400 021 not later than Thursday, 31 July 2014 (6.00 p.m. IST). Members have the option to request for physical copy of the Ballot Form by sending an e-mail to [investor@tatacommunications.com](mailto:investor@tatacommunications.com) by mentioning their Folio / DP ID and Client ID No. However, the duly completed Ballot Form should reach the Scrutinizer not later than Friday, 1 August 2014 (6.00 p.m. IST). Ballot Form received after this date will be treated as invalid.

**A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.**

- vi. 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) within two days of the passing of the resolutions at the Twenty-eight AGM of the Company on 4 August 2014 and communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

#### **Annexure to the Notice dated 4 July 2014**

#### **The Statement of Material Facts pursuant to Section 102(1) of the Companies Act, 2013.**

##### **In respect of Item No. 5**

S.B. Billimoria & Co., Chartered Accountants were appointed as the statutory auditors of the Company for financial year 2013-14 at the Twenty Seventh Annual General Meeting of the Company held on 26 July 2013 and hold office till the conclusion of the Twenty Eighth Annual General Meeting. S.B. Billimoria & Co. has been the Auditors of the Company since 2002-03 and has completed a term of twelve years.

As per the provisions of section 139 of the Act, no listed company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. Section 139 of the Act has also provided a period of three years from the date of commencement of the Act to comply with this requirement.

In view of the above, S.B. Billimoria & Co., being eligible for re-appointment and based on the recommendation of the Audit Committee, the Board of Directors has, at its meeting held on 13 May 2014, proposed the appointment of S.B. Billimoria & Co. as the statutory auditors of the Company for a period of three years to hold office from the conclusion of this AGM till the conclusion of the thirty-first AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM).

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

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

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

Mr. Bharat Vasani was appointed as an Additional Director on the Board with effect from 16 December 2013 under Article 66B of the Articles of Association of the Company. Under Section 161 of the Companies Act 2013 and under the said Article, Mr. Bharat Vasani holds office upto the date of the forthcoming Annual General Meeting. Mr. Vasani is eligible for appointment as a director of the Company and the Company has, pursuant to Section 160 of the Companies Act, 2013 received a notice in writing proposing his candidature for appointment.

In the opinion of the Board, Mr. Bharat Vasani 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 Listing Agreement.

If appointed, Mr. Bharat Vasani will act as a non-executive director, liable to retire by rotation.

Keeping in view the experience and expertise, his appointment as Director of the Company is recommended.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMPs except Mr. Bharat Vasani is concerned or interested in the Resolution at Item No. 6 of the accompanying Notice.

Brief profile of Mr. Vasani is given below:

Mr. Bharat Vasani is a renowned corporate lawyer in India with international reputation. Presently, he is the General Counsel of the Tata Group, a position he has held since December 2000. Mr. Vasani has over three decades of experience at a senior management level in successfully managing the 'in house' legal departments of large corporations with international operations. He is reputed for having the most diverse corporate legal experience, ranging from complex Mergers and Acquisitions to handling high profile litigations, both civil and criminal. Detailed bio-data of Mr. Vasani is given elsewhere in the Annual Report.

##### **In respect of Item No. 7 & 8**

The Company had, pursuant to the provisions of clause 49 of the Listing Agreements entered with the Stock Exchanges, appointed Mr. Subodh Bhargava and Dr. Uday B Desai, as independent directors at various times, in compliance with the requirements of the clause.

Pursuant to the provisions of section 149 of the Act, which came in to effect from 1 April 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation.

The Nomination and Remuneration Committee has recommended the appointment of Mr. Subodh Bhargava as independent directors from 4 August, 2014 up to 29 March 2017 and appointment of Dr. Uday B. Desai from 4 August 2014 upto 3 August 2019. Mr. Bhargava and Dr. Desai, non-executive directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, both directors fulfil



the conditions specified in the Act and the Rules framed thereunder for appointment as independent director and they are independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of these directors as independent directors is now being placed before the members for their approval.

The terms and conditions of appointment of the above Directors shall be open for inspection by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMPs except Mr. Subodh Bhargava and Dr. Uday B Desai are concerned or interested in the Resolution at Item Nos. 7 & 8 respectively of the accompanying Notice.

Brief profiles of the independent directors to be appointed are given below:

Mr. Subodh Bhargava is a Mechanical Engineer from IIT (Roorkee). He has been the Group Chairman and Chief Executive Officer of Eicher Group of Companies. He is a Former President of the Confederation of Indian Industries (CII), President of the Association of Indian Automobile Manufacturers and Vice President of the Tractor Manufacturers Association. He has been associated with various Central and State Government bodies and committees including as a member of the Technology Development Board, Insurance Tariff Advisory Committee and the Economic Development Board of the State of Rajasthan, Himachal Pradesh and Madhya Pradesh. He has been closely associated with various IIMs, IITs and other Management and Technical Institutions as also with a number of NGOs – was Member, Board of Directors of IIT (Roorkee), IIM, Indore, IIM Lucknow, Entrepreneurship Development Institute, Ahmedabad, Foreign Trade Institute, Delhi, State Bank of India, Power Finance Corporation etc. Presently, Member of the Board of Governors of IIM, Kashipur, & XLRI Jamshedpur. Detailed bio-data of Mr. Bhargava is given elsewhere in the Annual Report.

Dr. Uday B. Desai received the B. Tech. degree from Indian Institute of Technology, Kanpur, India, in 1974, the M.S. degree from the State University of New York, Buffalo, in 1976, and the Ph.D. degree from The Johns Hopkins University, Baltimore, U.S.A., in 1979, all in Electrical Engineering. Since June 2009, he is the Director of IIT Hyderabad. From 1979 to 1984 he was an Assistant Professor in the School of Electrical Engineering and Computer Science Department at Washington State University, Pullman, WA, U.S.A., and an Associate Professor at the same place from 1984 to 1987. From 1987 to May 2009 he was a Professor in the Electrical Engineering Department at the Indian Institute of Technology - Bombay. He was Dean of Students at IIT-Bombay from August 2000 to July 2002. He has held Visiting Associate Professor's position at Arizona State University, Purdue University, and Stanford University. He was a visiting Professor at EPFL, Lausanne during the summer of 2002. From July 2002 to June 2004 he was the Director of HP-IITM R and D Lab. at IIT-Madras. Detailed bio-data of Dr. Desai is given elsewhere in the Annual Report.

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

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of Mr. Jugal Kishor Puri, Cost Accountants, as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31 March 2015. Accordingly, under the authority from the Board of Directors, the remuneration of the Cost Auditors was fixed at ₹5,50,000/- plus out of pocket expenses on actual basis subject to a maximum of ₹55,000/-.

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 shareholders of the Company. Accordingly, the resolution at Item No.9 is placed before the shareholders for ratification.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested in the resolution set out at Item No. 9 of the Notice.

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

By Order of the Board of Directors  
Satish Ranade  
Company Secretary

Mumbai 4 July 2014  
CIN: #L64200MH1986PLC039266  
**Registered Office :**  
VSB, Fort,  
M.G. Road, Mumbai - 400 001.

**Details of Directors Seeking Appointment / Re-Appointment at the 28<sup>th</sup> Annual General Meeting**

Particulars	Mr. Saurabh Tiwari	Mr. S. Ramadorai	Mr. Bharat Vasani	Mr. Subodh Bhargava	Dr. Uday B Desai
Date of Birth	30 September 1967	6 October 1944	24 August 1958	30 March 1942	14 February 1951
Date of Appointment	9 August 2011	28 June 2007	16 December 2013	15 May 2002	6 June 2011
Qualifications	M.A. (Political Science), from University of Allahabad, MBA (Finance) from National Institute of Financial Management, Ministry of Finance, Government of India and LLB from Delhi University.	B.Sc., BE in electronics from Bangalore, MS in Computer Science from University of California UCLA, USA.	B.Com., LL.B. A.C.S.	B.E. (Mech)	B. Tech (Electrical), IIT, Kanpur, M.S. (Electrical), State University of New York, Ph.D. from The Johns Hopkins University, Baltimore, USA, Director IIT Hyderabad.
Expertise in Specific Functional Area	Financial & General Management	General Management	General Management	General Management	General Management
Directorships held in other Companies (excluding foreign and private companies)	1	13	2	6	NIL
Memberships/Chairmanships of Committees in other Public Companies	NIL	8	NIL	2	NIL
Shareholding In TCL	NIL	NIL	NIL	NIL	NIL
DIN Number	03606497	00000002	00040243	00035672	01735464