

**REPORT UNDER CLAUSE 35A OF THE LISTING AGREEMENT FOR THE ANNUAL GENERAL MEETING OF  
TATA COMMUNICATIONS LIMITED HELD ON 4 AUGUST 2014**

<b>Date of the AGM</b>	4 August 2014
<b>Total number of shareholders on record date:</b>	56260
<b>No. of Shareholders present in the meeting either in person or through proxy:</b>	
Promoters and Promoter Group:	9
Public:	70
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
Promoters and Promoter Group:	NOT ARRANGED
Public:	

(Agenda-wise)

**RESOLUTION NO.1**

<b>Detail of the Agenda:</b>	Adoption of Audited Statement of Profit and Loss, Balance Sheet, Report of Board of Directors and Auditors for the year ended March 31, 2014						
	<b>Resolution required:</b> (Ordinary/Special)	E-voting, physical ballot and poll at AGM					
<b>Mode of voting:</b> (Show of hands/Poll/Postal ballot/E-voting)		E-voting, physical ballot and poll at AGM					
	<b>In case of Poll/Postal ballot/E-voting</b>						
Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour	No. of Votes - against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	213733215	200311178	93.720191	200311178	0	100.00	0.00
Public – Institutional holders	55157740	30966627	56.141943	30966627	0	100.00	0.00
Public-Others	16109045	135710	0.842446	135710	0	100.00	0.00
<b>Total</b>	<b>285000000</b>	<b>231413515</b>	<b>81.197725</b>	<b>231413515</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

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**RESOLUTION NO.2**

<b>Detail of the Agenda:</b>	Declaration of Dividend for the financial year 2013-14									
<b>Resolution required:</b> (Ordinary/Special)	Ordinary									
<b>Mode of voting:</b> (Show of hands/Poll/Postal ballot/E-voting)	E-voting, physical ballot and poll at AGM									
<b>In case of Poll/Postal ballot/E-voting</b>										
	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100			
Promoter/Public	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100			
Promoter and Promoter Group	213733215	200311178	93.720191	200311178	0	100.00	0			
Public – Institutional holders	55157740	31364980	56.864150	31364980	0	100.00	0			
Public-Others	16109045	135710	0.842446	135710	0	100.00	0			
<b>Total</b>	<b>285000000</b>	<b>231811868</b>	<b>81.337498</b>	<b>231811868</b>	<b>0</b>	<b>100.00</b>	<b>0</b>			

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**RESOLUTION NO.3**

<b>Detail of the Agenda:</b>	Re-appointment of Mr. Saurabh Tiwari as a Director						
<b>Resolution required:</b> (Ordinary/Special)	Ordinary						
<b>Mode of voting:</b> (Show of hands/Poll/Postal ballot/E-voting)	E-voting, physical ballot and poll at AGM						
<b>In case of Poll/Postal ballot/E-voting</b>							
<b>Promoter/Public</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% of Votes Polled on outstanding shares</b> (3)=[(2)/(1)]*100	<b>No. of Votes in favour</b>	<b>No. of Votes - against</b>	<b>% of Votes in favour on votes polled</b> (6)=[(4)/(2)]*100	<b>% of Votes against on votes polled</b> (7)=[(5)/(2)]*100
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	213733215	200311178	93.72	200311178	0	100.00	0.00
Public – Institutional holders	55157740	31364980	56.86	22166338	9198642	70.67	29.33
Public-Others	16109045	135520	0.84	129459	6061	95.53	4.47
<b>Total</b>	<b>285000000</b>	<b>231811678</b>	<b>81.34</b>	<b>222606975</b>	<b>9204703</b>	<b>96.03</b>	<b>3.97</b>

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**REPORT UNDER CLAUSE 35A OF THE LISTING AGREEMENT FOR THE ANNUAL GENERAL MEETING OF  
TATA COMMUNICATIONS LIMITED HELD ON 4 AUGUST 2014**

**RESOLUTION NO.4**

<b>Detail of the Agenda:</b>	Re-appointment of Mr. S. Ramadorai as a Director						
<b>Resolution required:</b> (Ordinary/Special)	Ordinary						
<b>Mode of voting:</b> (Show of hands/Poll/Postal ballot/E-voting)	E-voting, physical ballot and poll at AGM						
<b>In case of Poll/Postal ballot/E-voting</b>							
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	213733215	200311178	93.72	200311178	0	100.00	0.00
Public – Institutional holders	55157740	31364980	56.86	19554670	11810310	62.35	37.65
Public-Others	16109045	135700	0.84	124429	11271	91.69	8.31
<b>Total</b>	<b>285000000</b>	<b>231811858</b>	<b>81.34</b>	<b>219990277</b>	<b>11821581</b>	<b>94.90</b>	<b>5.10</b>

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TATA COMMUNICATIONS LIMITED HELD ON 4 AUGUST 2014**

**RESOLUTION NO.5**

<b>Detail of the Agenda:</b>	Appointment of Auditors for a term of three years (subject to ratification of their appointment at every AGM) and fixing their remuneration						
<b>Resolution required:</b> (Ordinary/Special)	Ordinary						
<b>Mode of voting:</b> (Show of hands/Poll/Postal ballot/E-voting)	E-voting, physical ballot and poll at AGM						
<b>In case of Poll/Postal ballot/E-voting</b>							
Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	213733215	200311178	93.72	200311178	0	100.00	0.00
Public – Institutional holders	55157740	31364980	56.86	19082506	12282474	60.84	39.16
Public-Others	16109045	135710	0.84	130039	5671	95.82	4.18
<b>Total</b>	<b>285000000</b>	<b>231811868</b>	<b>81.34</b>	<b>219523723</b>	<b>12288145</b>	<b>94.70</b>	<b>5.30</b>

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**REPORT UNDER CLAUSE 35A OF THE LISTING AGREEMENT FOR THE ANNUAL GENERAL MEETING OF  
TATA COMMUNICATIONS LIMITED HELD ON 4 AUGUST 2014**

**RESOLUTION NO.6**

<b>Detail of the Agenda:</b>	Appointment of Mr. Bharat Vasani as a Director						
<b>Resolution required:</b> (Ordinary/Special)	Ordinary						
<b>Mode of voting:</b> (Show of hands/Poll/Postal ballot/E-voting)	E-voting, physical ballot and poll at AGM						
<b>In case of Poll/Postal ballot/E-voting</b>							
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	213733215	200311178	93.72	200311178	0	100.00	0.00
Public – Institutional holders	55157740	31353980	56.84	23420231	7933749	74.70	25.30
Public-Others	16109045	135392	0.84	128082	7310	94.60	5.40
<b>Total</b>	<b>285000000</b>	<b>231800550</b>	<b>81.33</b>	<b>223859491</b>	<b>7941059</b>	<b>96.57</b>	<b>3.43</b>

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TATA COMMUNICATIONS LIMITED HELD ON 4 AUGUST 2014**

**RESOLUTION NO.7**

<b>Detail of the Agenda:</b>	Appointment of Mr. Subodh Bhargava as an Independent Director						
<b>Resolution required:</b> (Ordinary/Special)	Ordinary						
<b>Mode of voting:</b> (Show of hands/Poll/Postal ballot/E-voting)	E-voting, physical ballot and poll at AGM						
<b>In case of Poll/Postal ballot/E-voting</b>							
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	213733215	200311178	93.72	200311178	0	100.00	0.00
Public – Institutional holders	55157740	31286370	56.72	29101631	2184739	93.02	6.98
Public-Others	16109045	135512	0.84	129400	6112	95.49	4.51
<b>Total</b>	<b>285000000</b>	<b>231733060</b>	<b>81.31</b>	<b>229542209</b>	<b>2190851</b>	<b>99.05</b>	<b>0.95</b>

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TATA COMMUNICATIONS LIMITED HELD ON 4 AUGUST 2014**

**RESOLUTION NO.8**

<b>Detail of the Agenda:</b>	Appointment of Dr. Uday B. Desai as an Independent Director						
<b>Resolution required:</b> (Ordinary/Special)	Ordinary						
<b>Mode of voting:</b> (Show of hands/Poll/Postal ballot/E-voting)	E-voting, physical ballot and poll at AGM						
<b>In case of Poll/Postal ballot/E-voting</b>							
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	213733215	200311178	93.72	200311178	0	100.00	0.00
Public – Institutional holders	55157740	31286370	56.72	29829215	1457155	95.34	4.66
Public-Others	16109045	135512	0.84	134212	1300	99.04	0.96
<b>Total</b>	<b>285000000</b>	<b>231733060</b>	<b>81.31</b>	<b>230274605</b>	<b>1458455</b>	<b>99.37</b>	<b>0.63</b>





**REPORT UNDER CLAUSE 35A OF THE LISTING AGREEMENT FOR THE ANNUAL GENERAL MEETING OF  
TATA COMMUNICATIONS LIMITED HELD ON 4 AUGUST 2014**

**RESOLUTION NO.9**

<b>Detail of the Agenda:</b>	Ratification of Cost Auditors' remuneration						
<b>Resolution required:</b> (Ordinary/Special)	Ordinary						
<b>Mode of voting:</b> (Show of hands/Poll/Postal ballot/E-voting)	E-voting, physical ballot and poll at AGM						
<b>In case of Poll/Postal ballot/E-voting</b>							
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	213733215	200311178	93.72	200311178	0	100.00	0.00
Public – Institutional holders	55157740	31364980	56.86	31309460	55520	99.82	0.18
Public-Others	16109045	135610	0.84	134752	858	99.37	0.63
<b>Total</b>	<b>285000000</b>	<b>231811768</b>	<b>81.34</b>	<b>231755390</b>	<b>56378</b>	<b>99.98</b>	<b>0.02</b>

*SSA*

# Mehul J. Shah

Advocate, High Court Bombay

2 August 2014

The Chairman  
Tata Communications Limited  
VSB, Mahatma Gandhi Road  
Fort,  
Mumbai 400 001

Dear Sir

**Sub:** Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the physical ballot forms received from the shareholders who do not have access to e-voting.

I, Mehul J. Shah, Advocate, Associate Partner, Khaitan & Co, was appointed as the Scrutinizer by the Board of Directors of Tata Communications Limited ("**Company**") vide resolution dated 13 May 2014 pursuant to Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the electronic voting process and to scrutinize the physical ballot forms received from the shareholders in respect of the below mentioned resolutions to be passed at the Twenty Eighth Annual General Meeting ("**AGM**") of the Company to be held on 4 August 2014.

The Notice dated 4 July 2014 convening AGM of the Company along with Statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions to be passed at the said AGM of the Company to be held on 4 August 2014.

The Company has availed the e-voting facility offered by National Securities Depository Limited ("**NSDL**") for conducting e-voting by the Shareholders of the Company. The Company has also provided voting by physical ballot papers to its members who do not have access to e-voting facility.

The voting period for e-voting commenced on Tuesday, 29 July 2014 at 09.00 a.m. and ended on Thursday, 31 July 2014 at 6:00 p.m. The NSDL e-voting platform was thereafter blocked and the votes cast under e-voting facility were then unblocked in the presence of two witnesses who were not in the employment of the Company. Votes cast through Physical ballot forms received up to 31 July 2014 were considered.

Based on the data downloaded from the NSDL e-voting system and the ballot forms received, I have scrutinized and reviewed the voting through electronic means and physical mode and votes tendered therein.

I now submit my Report as under on the result of the voting through electronic means and physical mode in respect of the said Resolutions.



**1. RESOLUTION NO. 1:**

**Adoption of Audited Statement of Profit and Loss, Balance Sheet, Reports of Board of Directors and the Auditors for the year ended March 31 2014**

(i) Votes cast in favour of the resolution:

Particulars	Number of members voted through electronic system and physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	147	15,43,45,221	100
Physical	7	16,36,593	100
Total	154	15,59,81,814	

(ii) Votes cast against the resolution:

Particulars	Number of members voted through electronic system and physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	NIL	NIL	NIL
Physical	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) Invalid votes:

Particulars	Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	NIL	NIL
Physical	2	1,944
Total	2	1,944

**2. RESOLUTION NO. 2:**

**Declaration of Dividend for the financial year 2013-14**

(i) Votes cast in favour of the resolution:

Particulars	Number of members voted through electronic system and physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast

E-voting	150	15,47,43,574	100
Physical	7	16,36,593	100
Total	157	15,63,80,167	

(ii) Votes cast against the resolution:

Particulars	Number of members voted through electronic system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	NIL	NIL	NIL
Physical	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) Invalid votes:

Particulars	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E-voting	NIL	NIL
Physical	2	1,944
Total	2	1,944

### 3. RESOLUTION NO. 3:

#### Re-appointment of Mr Saurabh Tiwari as a Director

(i) Votes cast in favour of the resolution:

Particulars	Number of members voted through electronic system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	114	14,55,39,081	94.05
Physical	6	16,36,193	99.98
Total	120	14,71,75,274	

(ii) Votes cast against the resolution:

Particulars	Number of members voted through electronic system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	33	92,04,303	5.95
Physical	1	400	0.02
Total	34	92,04,703	

(iii) Invalid votes:

Particulars	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E-voting	NIL	NIL
Physical	2	1,944
Total	2	1,944

**4. RESOLUTION NO. 4:**

**Re-appointment of Mr S Ramadorai as a Director**

(i) Votes cast in favour of the resolution:

Particulars	Number of members voted through electronic system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	98	14,29,27,594	92.36
Physical	6	16,36,193	99.98
Total	104	14,45,63,787	

(ii) Votes cast against the resolution:

Particulars	Number of members voted through electronic system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	51	1,18,15,970	7.64
Physical	1	400	0.02
Total	52	1,18,16,370	

(iii) Invalid votes:

Particulars	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E-voting	NIL	NIL
Physical	2	1,944
Total	2	1,944

**5. RESOLUTION NO. 5:**

**To appoint M/s. Billimoria & Co., Chartered Accountants as Statutory Auditors of the Company and fixing their term and remuneration**

(i) Votes cast in favour of the resolution:

Particulars	Number of members voted through electronic system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	102	14,40,91,172	93.12
Physical	5	850	0.05
Total	107	14,40,92,022	

(ii) Votes cast against the resolution:

Particulars	Number of members voted through electronic system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	48	1,06,52,402	6.88
Physical	2	16,35,743	99.95
Total	50	1,22,88,145	

(iii) Invalid votes:

Particulars	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E-voting	NIL	NIL
Physical	2	1,944
Total	2	1,944

**6. RESOLUTION NO. 6:**

**Appointment of Mr Bharat Vasani as a Director**

(i) Votes cast in favour of the resolution:

Particulars	Number of members voted through electronic system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	116	14,67,92,747	94.87
Physical	6	16,36,193	99.98
Total	122	14,84,28,940	

(ii) Votes cast against the resolution:

Particulars	Number of members voted through electronic system and mode	Number of members through voting system and physical	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting		29	79,39,509	5.13
Physical		1	400	0.02
Total		30	79,39,909	

(iii) Invalid votes:

Particulars	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E-voting		NIL
Physical		2
Total		2

7. **RESOLUTION NO. 7:**

**Appointment of Mr Subodh Bhargava as an Independent Director**

(i) Votes cast in favour of the resolution:

Particulars	Number of members voted through electronic system and mode	Number of members through voting system and physical	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting		123	15,24,79,126	98.59
Physical		7	16,36,593	100
Total		130	15,41,15,719	

(ii) Votes cast against the resolution:

Particulars	Number of members voted through electronic system and mode	Number of members through voting system and physical	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting		23	21,85,640	1.41
Physical		NIL	NIL	NIL
Total		NIL	NIL	NIL

(iii) Invalid votes:

Particulars	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E-voting	NIL	NIL
Physical	2	1944
Total	2	1944

**8. RESOLUTION NO. 8:**

**Appointment of Dr. Uday B Desai as an Independent Director**

(i) Votes cast in favour of the resolution:

Particulars	Number of members voted through electronic system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	136	15,32,06,711	99.06
Physical	6	16,36,193	99.98
Total	142	15,48,42,904	

(ii) Votes cast against the resolution:

Particulars	Number of members voted through electronic system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	10	14,58,055	0.94
Physical	1	400	0.02
Total	11	14,58,455	

(iii) Invalid votes:

Particulars	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E-voting	NIL	NIL
Physical	2	1,944
Total	2	1,944

**9. RESOLUTION NO. 9:**

**To approve the remuneration of the Cost Auditors of the Company for the Financial Year ending 31 March 2015**





(i) Votes cast in favour of the resolution:

Particulars	Number of members voted through electronic system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	143	15,46,87,096	99.96
Physical	7	16,36,593	100
Total	150	15,63,23,689	

(ii) Votes cast against the resolution:

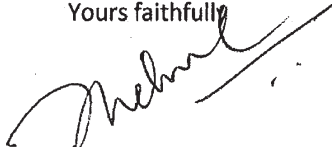
Particulars	Number of members voted through electronic system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	5	56,378	0.04
Physical	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) Invalid votes:

Particulars	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E-voting	NIL	NIL
Physical	2	1,944
Total	2	1,944

The Register, all other papers and relevant records relating to electronic voting and physical mode shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid AGM and the same are handed over to the Company Secretary of the Company for safe keeping.

Yours faithfully



(Mehul J. Shah)  
Advocate

**Mehul J. Shah**  
**Advocate, High Court Bombay**

FORM NO. MGT-13

Report of Scrutinizer(s)

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

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

The Twenty Eighth Annual General Meeting of the Equity Shareholders of **Tata Communications Limited** held on 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.

Dear Sir,

I, Mehul J. Shah, Advocate, Associate Partner, Khaitan & Co, was appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the Twenty Eighth Annual General Meeting of the Equity Shareholders of Tata Communications Limited, held on Monday, August 4, 2014 at The National Stock Exchange of India Ltd., Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:

1. **RESOLUTION NO. 1:**

**Adoption of Audited Statement of Profit and Loss, Balance Sheet, Reports of Board of Directors and the Auditors for the year ended March 31 2014**



(i) Votes in favour of the resolution:

Number of members present and voting (in person or proxy)	Number of Votes (Shares)	cast by them	% of total number of valid votes cast
37	75431701		100.00

(ii) Votes cast against the resolution

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
3	9000

2. **RESOLUTION NO. 2:**

**Declaration of Dividend for the financial year 2013-14**

(i) Votes in favour of the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
37	7,54,317,01	100.00

(ii) Vote cast against the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
3	9000

**3. RESOLUTION NO. 3:**

**Re-appointment of Mr Saurabh Tiwari as a Director**

(i) Votes in favour of the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
37	75431701	100

(ii) Votes cast against the resolution:

Number of members present and voting ( in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
-	-	-

(iii) Invalid votes:

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
3	9000

**4. RESOLUTION NO. 4:**

**Re-appointment of Mr S Ramadorai as a Director**

(i) Votes in favour of the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
34	75426490	99.99

(ii) Votes cast against the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
3	5211	0.01

(iii) Invalid votes:

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
3	9000

5. **RESOLUTION NO. 5:**

**To appoint M/s. Billimoria & Co., Chartered Accountants as Statutory Auditors of the Company and fixing their term and remuneration**

(i) Votes in favour of the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
37	75431701	100

(ii) Votes cast against the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
NIL	Nil	NIL

(iii) Invalid votes:

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
3	9000

6. **RESOLUTION NO. 6:**

**Appointment of Mr Bharat Vasani as a Director**



(i) Votes in favour of the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
36	75430551	99.99

(ii) Votes cast against the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
1	1150	0.01

(iii) Invalid votes:

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
3	9000

**7. RESOLUTION NO. 7:**

**Appointment of Mr Subodh Bhargava as an Independent Director**

(i) Votes in favour of the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
34	75426490	99.99

(ii) Votes cast against the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
3	5211	0.01

(iii) Invalid votes:

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
3	9000

**8. RESOLUTION NO. 8:**

**Appointment of Dr. Uday B Desai as an Independent Director**



(i) Votes in favour of the resolution:

Number of members present and voting ( in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
37	75431701	100

(ii) Votes cast against the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast

(iii) Invalid votes:

Total number of members present and voting ( in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
3	9000

**9. RESOLUTION NO. 9:**

**To approve the remuneration of the Cost Auditors of the Company for the Financial Year ending 31 March 2015**

(i) Votes in favour of the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
37	75431701	100

(ii) Votes cast against the resolution:

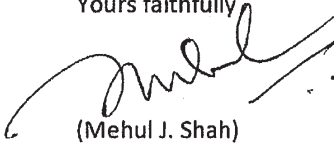
Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
3	9000

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/~~Director~~ authorized by the Board for safe keeping.

Yours faithfully



(Mehul J. Shah)  
Advocate





**RESULT OF VOTING THROUGH ELECTRONIC MEANS 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 AND POLL CONDUCTED PURSUANT TO SECTION 109 OF THE COMPANIES ACT 2013 AND RULE 21(2) OF THE THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES 2014 FOR THE TWENTY EIGHTH ANNUAL GENERAL MEETING OF TATA COMMUNICATIONS LIMITED HELD ON 4 AUGUST 2014**

**RESOLUTION NO.1**

<b>Detail of the Agenda:</b>	Adoption of Audited Statement of Profit and Loss, Balance Sheet, Report of Board of Directors and Auditors for the year ended March 31, 2014
<b>Resolution required:</b> (Ordinary/Special)	Ordinary
<b>Mode of voting:</b> (Show of hands/Poll/Postal ballot/E-voting)	E-voting, physical ballot and poll at AGM

**Voting Details**

	No. of Votes - in favour	No. of Votes - against	Total Votes	% of Votes in favour	% of Votes against
E-voting	15,43,45,221	0	15,43,45,221	100.00	0.00
Physical Ballot	16,36,593	0	16,36,593	100.00	0.00
Poll at AGM	7,54,31,701	0	7,54,31,701	100.00	0.00
<b>Total</b>	<b>23,14,13,515</b>	<b>0</b>	<b>23,14,13,515</b>	<b>100.00</b>	<b>0.00</b>

**RESOLUTION PASSED UNANIMOUSLY.**

**RESOLUTION NO.2**

<b>Detail of the Agenda:</b>	Declaration of Dividend for the financial year 2013-14
<b>Resolution required:</b> (Ordinary/Special)	Ordinary
<b>Mode of voting:</b> (Show of hands/Poll/Postal ballot/E-voting)	E-voting, physical ballot and poll at AGM

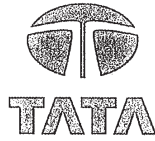
**Voting Details**

	No. of Votes - in favour	No. of Votes - against	Total Votes	% of Votes in favour	% of Votes against
E-voting	15,47,43,574	0	15,47,43,574	100.00	0.00
Physical Ballot	16,36,593	0	16,36,593	100.00	0.00
Poll at AGM	75431701	0	7,54,31,701	100.00	0.00
<b>Total</b>	<b>23,18,11,868</b>	<b>0</b>	<b>23,18,11,868</b>	<b>100.00</b>	<b>0.00</b>

**RESOLUTION PASSED UNANIMOUSLY.**

**TATA COMMUNICATIONS LIMITED**

Regd. Office : VSB, M.G. Road, Fort, Mumbai - 400 001  
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 e-mail : [satish.ranade@tatacommunications.com](mailto:satish.ranade@tatacommunications.com)  
 CIN #L64200MH1986PLC039266 [www.tatacommunications.com](http://www.tatacommunications.com)



**RESOLUTION NO.3**

<b>Detail of the Agenda:</b>	Re-appointment of Mr. Saurabh Tiwari as a Director
<b>Resolution required:</b> (Ordinary/Special)	Ordinary
<b>Mode of voting:</b> (Show of hands/Poll/Postal ballot/E-voting)	E-voting, physical ballot and poll at AGM

**Voting Details**

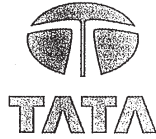
	<b>No. of Votes - in favour</b>	<b>No. of Votes - against</b>	<b>Total Votes</b>	<b>% of Votes in favour</b>	<b>% of Votes against</b>
E-voting	14,55,39,081	92,04,303	15,47,43,384	94.05	5.95
Physical Ballot	16,36,193	400	16,36,593	99.98	0.02
Poll at AGM	75431701	0	7,54,31,701	100.00	0.00
<b>Total</b>	<b>22,26,06,975</b>	<b>92,04,703</b>	<b>23,18,11,678</b>	<b>96.03</b>	<b>3.97</b>
<b>RESOLUTION PASSED WITH REQUISITE MAJORITY.</b>					

**RESOLUTION NO.4**

<b>Detail of the Agenda:</b>	Re-appointment of Mr. S. Ramadorai as a Director
<b>Resolution required:</b> (Ordinary/Special)	Ordinary
<b>Mode of voting:</b> (Show of hands/Poll/Postal ballot/E-voting)	E-voting, physical ballot and poll at AGM

**Voting Details**

	<b>No. of Votes - in favour</b>	<b>No. of Votes - against</b>	<b>Total Votes</b>	<b>% of Votes in favour</b>	<b>% of Votes against</b>
E-voting	14,29,27,594	1,18,15,970	15,47,43,564	92.36	7.64
Physical Ballot	16,36,193	400	16,36,593	99.98	0.02
Poll at AGM	75426490	5211	7,54,31,701	99.99	0.01
<b>Total</b>	<b>21,99,90,277</b>	<b>1,18,21,581</b>	<b>23,18,11,858</b>	<b>94.90</b>	<b>5.10</b>
<b>RESOLUTION PASSED WITH REQUISITE MAJORITY.</b>					



**RESOLUTION NO.5**

<b>Detail of the Agenda:</b>	Appointment of Auditors for a term of three years (subject to ratification of their appointment at every AGM) and fixing their remuneration
<b>Resolution required:</b> (Ordinary/Special)	Ordinary
<b>Mode of voting:</b> (Show of hands/Poll/Postal ballot/E-voting)	E-voting, physical ballot and poll at AGM

**Voting Details**

	<b>No. of Votes - in favour</b>	<b>No. of Votes - against</b>	<b>Total Votes</b>	<b>% of Votes in favour</b>	<b>% of Votes against</b>
E-voting	14,40,91,172	1,06,52,402	15,47,43,574	93.12	6.88
Physical Ballot	850	16,35,743	16,36,593	0.05	99.95
Poll at AGM	75431701	0	7,54,31,701	100.00	0.00
<b>Total</b>	<b>21,95,23,723</b>	<b>1,22,88,145</b>	<b>23,18,11,868</b>	<b>94.70</b>	<b>5.30</b>
<b>RESOLUTION PASSED WITH REQUISITE MAJORITY.</b>					

**RESOLUTION NO.6**

<b>Detail of the Agenda:</b>	Appointment of Mr. Bharat Vasani as a Director
<b>Resolution required:</b> (Ordinary/Special)	Ordinary
<b>Mode of voting:</b> (Show of hands/Poll/Postal ballot/E-voting)	E-voting, physical ballot and poll at AGM

**Voting Details**

	<b>No. of Votes - in favour</b>	<b>No. of Votes - against</b>	<b>Total Votes</b>	<b>% of Votes in favour</b>	<b>% of Votes against</b>
E-voting	14,67,92,747	79,39,509	15,47,32,256	94.87	5.13
Physical Ballot	16,36,193	400	16,36,593	99.98	0.02
Poll at AGM	75430551	1150	7,54,31,701	100.00	0.00
<b>Total</b>	<b>22,38,59,491</b>	<b>79,41,059</b>	<b>23,18,00,550</b>	<b>96.57</b>	<b>3.43</b>
<b>RESOLUTION PASSED WITH REQUISITE MAJORITY.</b>					



**RESOLUTION NO.7**

<b>Detail of the Agenda:</b>	Appointment of Mr. Subodh Bhargava as an Independent Director
<b>Resolution required:</b> (Ordinary/Special)	Ordinary
<b>Mode of voting:</b> (Show of hands/Poll/Postal ballot/E-voting)	E-voting, physical ballot and poll at AGM

**Voting Details**

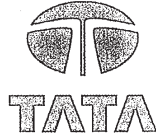
	No. of Votes - in favour	No. of Votes - against	Total Votes	% of Votes in favour	% of Votes against
E-voting	15,24,79,126	21,85,640	15,46,64,766	98.59	1.41
Physical Ballot	16,36,593	0	16,36,593	100.00	0.00
Poll at AGM	75426490	5211	7,54,31,701	99.99	0.01
<b>Total</b>	<b>22,95,42,209</b>	<b>21,90,851</b>	<b>23,17,33,060</b>	<b>99.05</b>	<b>0.95</b>
<b>RESOLUTION PASSED WITH REQUISITE MAJORITY.</b>					

**RESOLUTION NO.8**

<b>Detail of the Agenda:</b>	Appointment of Dr. Uday B. Desai as an Independent Director
<b>Resolution required:</b> (Ordinary/Special)	Ordinary
<b>Mode of voting:</b> (Show of hands/Poll/Postal ballot/E-voting)	E-voting, physical ballot and poll at AGM

**Voting Details**

	No. of Votes - in favour	No. of Votes - against	Total Votes	% of Votes in favour	% of Votes against
E-voting	15,32,06,711	14,58,055	15,46,64,766	99.06	0.94
Physical Ballot	16,36,193	400	16,36,593	99.98	0.02
Poll at AGM	75431701	0	7,54,31,701	100.00	0.00
<b>Total</b>	<b>23,02,74,605</b>	<b>14,58,455</b>	<b>23,17,33,060</b>	<b>99.37</b>	<b>0.63</b>
<b>RESOLUTION PASSED WITH REQUISITE MAJORITY.</b>					



**RESOLUTION NO.9**


<b>Detail of the Agenda:</b>	Ratification of Cost Auditors' remuneration
<b>Resolution required:</b> (Ordinary/Special)	Ordinary
<b>Mode of voting:</b> (Show of hands/Poll/Postal ballot/E-voting)	E-voting, physical ballot and poll at AGM

**Voting Details**

	<b>No. of Votes - in favour</b>	<b>No. of Votes - against</b>	<b>Total Votes</b>	<b>% of Votes in favour</b>	<b>% of Votes against</b>
E-voting	15,46,87,096	56,378	15,47,43,474	99.96	0.04
Physical Ballot	16,36,593	0	16,36,593	100.00	0.00
Poll at AGM	75431701	0	7,54,31,701	100.00	0.00
<b>Total</b>	<b>23,17,55,390</b>	<b>56,378</b>	<b>23,18,11,768</b>	<b>99.98</b>	<b>0.02</b>
<b>RESOLUTION PASSED WITH REQUISITE MAJORITY.</b>					

**Date: 5 August 2014**  
**Place: Mumbai**

**FOR TATA COMMUNICATIONS LIMITED**

  
**SATISH RANADE**  
**COMPANY SECRETARY &**  
**LEGAL ADVISOR**