

NOTICE

NOTICE is hereby given that the 29th Annual General Meeting of Tata Communications Limited (the "Company") will be held at 1100 hours on Tuesday, 29 September 2015, 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:
 - a) the audited Standalone Financial Statements of the Company for the financial year ended 31 March 2015, the Report of the Board of Directors and the Auditors' Report thereon; and
 - b) the audited Consolidated Financial Statements of the Company for the financial year ended 31 March 2015 and the Auditors' Report thereon
2. To declare dividend for the financial year 2014-15.
3. To appoint a Director in place of Dr. Ashok Jhunjunwala 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. N. Srinath 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 modifications 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 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the resolution passed by the Shareholders at the 28th Annual General Meeting held on 4 August 2014, the Company hereby ratifies the appointment of M/s. S.B. Billimoria & Co., Chartered Accountants (Firm's Registration No. 101496W) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next and Thirtieth AGM of the Company 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."

Special Business

6. To consider and, if thought fit, to pass with or without modifications the following Resolution as an **Ordinary Resolution:**

"RESOLVED THAT Ms. Renuka Ramnath (DIN 00147182), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 8 December 2014 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act 2013 ("Act") but 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 of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company."

"RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Act, as amended from time to time, appointment of Ms. Renuka Ramnath (who meets the criteria of independence) as provided in Section 149(6) of the Act as an Independent Director of the Company, not liable to retire by rotation, for a term commencing with effect from 8 December 2014 till 7 December 2019 be and is hereby approved."
7. To consider and, if thought fit, to pass with or without modifications the following Resolution as an Ordinary Resolution:

“RESOLVED THAT Dr. Gopichand Katragadda (DIN 02475721) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 26 March, 2015 and who holds office only upto the date of this Annual General Meeting in terms of Section 161 of the Companies Act 2013 (“Act”) and in respect of whom a notice under Section 160 of the Act has been received by the Company from a member signifying his intention to propose Dr. Katragadda as a candidate for the office of director, be and is hereby appointed as Director liable to retire by rotation.”

8. To consider and, if thought fit, to pass with or without modifications 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, 2016, 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.”

9. To consider and, if thought fit, to pass with or without modifications the following Resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to Section 197 and other applicable provisions, if any, of the Companies Act 2013 (“Act”) and pursuant to the provisions of Clause 49(II)(C) of the Listing Agreement, a sum not exceeding one percent per annum of the net profits of the Company calculated in accordance with the provisions of Sections 198 and any other applicable provisions of the Act, be paid to and distributed amongst the directors of the Company or some or any of them (other than the whole-time directors) in such amounts or proportions and in such manner and in all respects as may be directed by the Board of Directors or any Committee formed by the Board of Directors and entrusted with such responsibilities, and such payments shall be made in respect of the profits of the Company for each year of the period of five years commencing 1 April 2015.”

By Order of the Board of Directors
Satish Ranade
Company Secretary

Mumbai, 31 August, 2015

CIN: #L64200MH1986PLC039266

Registered Office:

VSB, M.G. Road,

Fort, 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 and 7 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 THEN 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 Saturday, 26 September 2015 till Tuesday, 29 September 2015 (both days inclusive) for the purpose of ascertaining eligibility to dividend.
4. The dividend as recommended by the Board of Directors, if declared at the Annual General Meeting, shall be paid on or after Monday, 5 October 2015:
 - (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 Friday, 25 September 2015.
 - (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 Friday, 25 September 2015. 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 2014-15 in accordance with the Article 93 of the Articles of Association of the Company in respect of dividend for that year when declared.
7. Pursuant to the provisions of Section 205A and 205C 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 2009 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.

Date of AGM	Balance as on 30 June 2015 (₹)	Dividend for the year	Transfer to Investor Education & Protection Fund
7 August 2009	6,33,510.00	2008-09	8 September 2016
6 August 2010	Not Applicable	2009-10	Not Applicable
11 October 2011	4,64,972.00	2010-11	12 November 2018
27 July 2012	5,10,152.00	2011-12	28 August 2019
26 July 2013	7,52,997.00	2012-13	27 August 2020
4 August, 2014	9,65,974.50	2013-14	5 September 2021
Total	33,27,605.50		

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 Friday, 25 September 2015, 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 2014-15 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 Companies Act 2013 and the Rules framed thereunder and the clause 35B of the listing agreement, 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. In order to enable the Members, who do not have the access to e-voting facility to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, the Company is enclosing a Ballot Form with the Notice. Instructions for Ballot Form are given at the back of the said form and instructions for e-voting are given hereinbelow. Resolution(s) passed by Members through Ballot Forms or e-voting is / are deemed to have been passed as if they have been passed at the AGM.

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 for casting your vote.
 - 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. 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.
 - vi. Once the e-voting home page opens, click on: e-voting> Active Voting Cycles.
 - vii. Select "EVEN" (E-Voting Event Number) of Tata Communications Limited which is 102628. Now you are ready for e-voting as Cast Vote page opens.
 - viii. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - ix. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - x. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
 - xi. 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, with a copy marked to evoting@nsdl.co.in.
 - xii. 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 or call on toll free no.: 1800-222-990.

- 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. (xii) above, to cast vote.
- C. Other Instructions:
- i. The e-voting period commences on Friday, 25 September 2015 (9.00 a.m. IST) and ends on Monday, 28 September 2015 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on 22 September, 2015 i.e. cut-off date, 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 / she shall not be allowed to change it subsequently or cast vote again.
 - ii. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company. 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, voting through ballot form, as well as voting at the meeting through ballot.
 - iii. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the 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. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forgot User Details / Password" option available on www.evoting.nsdl.com.
 - iv. 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.
 - v. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
 - vi. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.tatacommunications.com and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), where the shares of the Company are listed.
 - vii. Members who do not have access to e-voting facility can also request well in time for physical copy of the Ballot Form by sending an e-mail to investor@tatacommunications.com by mentioning their Folio / DP ID and Client ID. Members may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Company, Mr. Mehul Shah, Advocate, Khaitan & Co., (Scrutinizer) at Sharepro Services (India) Private Limited, (Unit : Tata Communications Limited), 912, Raheja Centre, Free Press Journal Road, Nariman Point, Mumbai - 400 021 in any event not later than Saturday, 26 September 2015 (5.00 p.m. IST). Any ballot form received after the above time and 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.
 - viii. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.tatacommunications.com and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), where the shares of the Company are listed.

Annexure to the Notice dated 31 August, 2015**The Statement of Material Facts pursuant to Section 102(1) of the Companies Act, 2013.****In respect of Item No. 5**

This Statement is provided though strictly not required as per Section 102 of the Act.

At the 28th Annual General Meeting of the Company held on 4 August 2014, the shareholders had appointed M/s. S.B. Billimoria & Co., Chartered Accountants (Firm Registration No. 101496W) as the statutory auditors of the Company to hold office from the conclusion of the 28th Annual General Meeting till the conclusion of the 31st Annual General Meeting to be held in the year 2017. As per provisions of Section 139(1) of the Act, their appointment for the above tenure is subject to ratification by Members at every AGM.

In view of the above, M/s. S.B. Billimoria & Co., being eligible for re-appointment it is proposed that the Shareholders may ratify the appointment of M/s. S.B. Billimoria & Co. as Statutory Auditors from the conclusion of this AGM till the conclusion of the next AGM.

The Board commends the Resolution at Item No. 5 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

On recommendation of the Nomination & Remuneration Committee, Ms. Renuka Ramnath was appointed by the Board of Directors as an Additional Director of the Company as also an Independent Director to hold the office for a period of 5 years from 8 December 2014 till 7 December 2019, not liable to retire by rotation, subject to approval of the Shareholders. Ms. Ramnath, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act, satisfies all the criteria prescribed by the Companies Act 2013 as also by the Listing Agreement for being considered as Independent Director.

Pursuant to the provisions of Section 161 of the Act, being an Additional Director, Ms. Renuka Ramnath will hold office up to the date of the ensuing Annual General Meeting ("AGM") and is eligible to be appointed a Director of the Company. The Company has received notice in writing under Section 160 of the Act from a member along with the requisite deposit of ₹1,00,000/- proposing the candidature of Ms. Renuka Ramnath for the office of Director.

The Company has received from Ms. Renuka Ramnath (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) Intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164 (2) of Act (iii) A declaration to the effect that she meets the criteria of independence as provided in Section 149 (6) of Act.

The resolution seeks the approval of the members in terms of Section 149 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, for appointment of Ms. Renuka Ramnath as an Independent Director of the Company for a period commencing from 8 December 2014 till 7 December 2019.

In the opinion of the Board, Ms. Renuka Ramnath 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 Companies Act 2013 and the Listing Agreement. A copy of the letter of appointment of Ms. Renuka Ramnath as an independent director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during the normal business hours on working days up to the date of the AGM. The profile and specific areas of expertise of Ms. Renuka Ramnath is provided below.

If appointed, Ms. Renuka Ramnath will act as a non-executive Independent director, not liable to retire by rotation.

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

Except for Ms. Renuka Ramnath, 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. 6 of the accompanying Notice.

Brief profile of Ms. Renuka Ramnath is given below:

Ms. Renuka Ramnath is one of the most experienced private equity fund managers in India with a full cycle track record of investing capital raised from Institutions of global repute. She played a pivotal role in shaping the Indian private equity market both in terms of leading pioneering investments as well as opening new pockets of capital for investment into India.

For close to three decades in financial services, Ms. Ramnath successfully built several businesses in the ICICI Group including Investment Banking, e-commerce and private equity. As the MD & CEO of ICICI Venture for close to a decade, she led that firm to become one of the largest private equity funds in India.

Ms. Ramnath turned an entrepreneur to set-up Multiples in 2009. Multiples is a \$ 800 million Independent private equity fund that has the rare distinction of been backed by 15 Indian and global institutions. Ms. Ramnath draws immense satisfaction from the fact that she has over several years guided and supported entrepreneurs to build successful businesses and create valuable enterprises.

Given Ms. Ramnath's contribution to the industry, she has been featured in many prestigious listings, including the Top 25 Most Powerful Women in Business (Business Today, India); India's most Powerful CEO's (Economic Times), the Top 25 Non Bank Women in Finance (US Banker's global list), Asia's Women in the Mix: The Year's Top 50 for Achievement in Business (Forbes), #17 in India's Most Powerful Women in Business - 2014 (Fortune), and the Top 25 women in Asian asset management (Asian Investor).

Ms. Ramnath holds a Bachelor of Engineering from VJTI, University of Mumbai and an MBA from the University of Mumbai. She has also completed the Advance Management Programme from the Harvard Business School.

In respect of Item No. 7

Dr. Gopichand Katragadda was appointed as an Additional Director on the Board with effect from 26 March 2015 under Article 66B of the Articles of Association of the Company. Under Section 161 of the Companies Act 2013 and under the said Article, Dr. Katragadda holds office upto the date of the forthcoming Annual General Meeting. Dr. Katragadda 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, Dr. Katragadda 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, Dr Katragadda 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.

Except for Dr. Katragadda, 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. 7 of the accompanying Notice.

Brief profile of Dr. Gopichand Katragadda is given below:

Dr. Gopichand Katragadda is the Group Chief Technology Officer for Tata Sons Limited. In this role, Dr. Katragadda drives technology and innovation for the Tata conglomerate leveraging cross-company synergies. He is a director on the boards of select Tata Companies.

Previously, as the Chairman and Managing Director of GE India Technology Centre, he facilitated funding of cross-business innovation, championed the commissioning of new research labs, developed research teams, and helped build GE's largest R&D Centre - the John F. Welch Technology Centre (JFWTC). Under his leadership, the JFWTC team was contributing to over 300 US patents a year. Dr. Katragadda also served as the chairman for GE-BEL.

Before joining GE, Dr. Katragadda worked with Karta Technologies, San Antonio, Texas, as Vice President of Research and Development. At Karta, Dr. Katragadda led the development of advanced sensor technology for US government agencies and research consortiums. He also was an Adjunct Professor at the University of Texas and served on the Board of Directors for Texas Public Radio.

Dr. Katragadda provides the voice of technology for various Industry bodies in India including CII and NASSCOM. He is the India Chair for the Technology track of the Indo-UK Joint Economic and Trade Committee, which facilitates the Government to Government negotiations on market liberalization. Dr. Katragadda chairs the India Development Panel and is a Fellow of the Institute of Engineering and Technology. He is on the India Council for the Anita Borg Institute. He is a GE Certified Six Sigma Master Black Belt. Dr. Katragadda has over 30 publications and 5 patents. He has authored a book on innovation "SMASH," published by Wiley.

Dr. Katragadda holds MS and PhD degrees in Electrical Engineering from Iowa State University, Ames, Iowa.

In respect of Item No. 8

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 2016. 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.8 is placed before the shareholders for ratification.

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. 8 of the accompanying Notice.

The Board commends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the members.

In respect of Item No. 9

Taking into consideration the responsibilities of the directors, it is proposed that in terms of Section 197(1)(ii) of the Companies Act 2013, one per cent of the net profits of the company for any particular year, computed in the manner laid down in section 198 of the Act may be paid to those directors who are not whole-time directors. Such remuneration can be paid as commission to the non-whole time directors.

Under the provisions of Clause 49(II)(c) of the Listing Agreement, all fees/compensation (except sitting fees), if any, paid to the non-executive directors including independent directors shall be fixed by the Board of Directors and shall require previous approval of the Shareholders in general meeting. The consent of the Members and Shareholders of the Company is therefore being sought pursuant to the provisions of the Listing Agreement and the Companies Act 2013.

All the directors of the Company except the Managing Director, are concerned or interested in the resolution set out at Item No. 9 of the Notice to the extent of the remuneration that may be received by them. The Key Managerial Personnel and their relatives are not concerned or interested in this resolution.

By Order of the Board of Directors
Satish Ranade
Company Secretary

Mumbai, 31 August, 2015
CIN: #L64200MH1986PLC039266

Registered Office:

VSB, M.G. Road,
Fort, Mumbai - 400 001.

Details of Directors Seeking Appointment / Re-Appointment at the 29th Annual General Meeting

Particulars	Dr. Ashok Jhunjunwala	Mr. N Srinath	Ms. Renuka Ramnath	Dr. Gopichand Katragadda
Date of Birth	22 June 1953	8 July 1962	14 September 1961	8 May 1968
Date of Appointment	25 October 2008	13 May 2002	8 December 2014	26 March 2015
Qualifications	B.Tech degree from IIT, Kanpur, MS and Ph.D degrees from the University of Maine	B.E. (Mech) IIT Chennai, MBA IIM Kolkatta	BE from VJTI, University of Mumbai. MBA from the University of Mumbai. Advance Management Programme from the Harvard Business School.	MS and PhD degrees in Electrical Engineering from Iowa State University, Ames, Iowa.
Expertise in Specific Functional Area	General Management	General Management	General Management	General Management
Directorships held in other Public Companies (excluding foreign, private companies and Section 8 companies)	7	6	8	2
Memberships/Chairmanships of Committees in other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee)	6	2	1	NIL
Shareholding In TCL	500 equity shares	NIL	NIL	NIL
DIN	00417944	00058133	00147182	02475721