



# VIDESH SANCHAR NIGAM LIMITED

Registered Office: Videsh Sanchar Bhavan, M.G. Road, Mumbai - 400 001.

## NOTICE

NOTICE is hereby given that an Extraordinary General Meeting of Videsh Sanchar Nigam Limited having its Registered Office at Videsh Sanchar Bhavan, M.G. Road, Mumbai 400 001 will be held at 1100 hours on Friday, 14 December 2007, at MC Ghia Hall, Bhogilal Hargovindas Building, Second Floor, 18/20 Kaikhushru Dubash Road Marg, Kalghoda, Mumbai - 400 021 to transact the following business:

### **Special Business**

1. To pass following resolution with or without modifications as a **Special Resolution**:

*"RESOLVED THAT subject to necessary approvals from the Registrar of Companies, Maharashtra and subject to any other consents and approvals as may be required under the existing laws, rules and regulations, and the bye-laws and regulations of the stock exchanges on which the securities of the Company are listed the name of the Company be changed to 'Tata Communications Limited'."*

2. To pass following resolution with or without modifications as a **Special Resolution**:

*"RESOLVED THAT pursuant to the provisions of Sections 13, 16 and 21 and any other applicable provisions of the Companies Act, 1956, and pursuant to the provisions of the Memorandum and Articles of Association of the Company and subject to change in name of the Company to Tata Communications Limited, the Memorandum of Association of the Company be amended as follows:*

- i) Existing Clause 'I' be deleted and be substituted in its place and stead with the following new clause:

*I. The name of the Company is Tata Communications Limited.*

- ii) The words 'Videsh Sanchar Nigam Limited' or any word including the word 'VSNL' used for reference to the name of the Company appearing elsewhere in the Memorandum of Association of the Company be replaced with the words 'Tata Communications Limited'."

3. To pass following resolution with or without modifications as a **Special Resolution**:

*"RESOLVED THAT pursuant to the provisions of Section 31 and any other applicable provisions of the Companies Act, 1956, subject to change in name of the Company to Tata Communications Limited, the Articles of Association of the Company be amended as follows:*

- i) The definition of "The Company" contained in the Existing Article 1(c) be replaced with the following new definition:

*"The Company" – means Tata Communications Limited.*

- ii) The words 'Videsh Sanchar Nigam Limited' or any word including the word 'VSNL' used for reference to the name of the Company appearing elsewhere in the Articles of Association of the Company be replaced with the words 'Tata Communications Limited'."

By Order of the Board of Directors

**Satish Ranade**  
Company Secretary

Dated : 14 November 2007

Registered Office:  
Videsh Sanchar Bhavan,  
M.G. Road,  
Mumbai - 400 001.

### **NOTES**

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING A PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. 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.
3. The statement of material facts pursuant to Section 173 (2) of the Companies Act, 1956, setting out the material facts in respect of the business under all items is annexed hereto.

**In respect of Item No. 1**

In the last five years since the deregulation of the ILD market, VSNL has had to compete in a significantly competitive environment. Further, VSNL has expanded its business operations beyond India, and with the acquisitions of TGN and Teleglobe, is emerging as a leading player in the global telecom services market. VSNL's market and customer base now includes global carriers, enterprises and consumers.

In this context, it is important to point out that VSNL is competing with not only large Indian business groups but also with globally renowned and well entrenched companies. Therefore, there is a great need for VSNL to develop a very strong branding and marketing presence, in India and several overseas markets. It is felt that in this severely competitive telecom market environment, there is a great need to create a differentiated positioning as a global telecoms player and at the same time derive marketing and cost synergies with the Tata Group's telecom and IT businesses.

Today, the Company's name (Videsh Sanchar Nigam Limited) reflects only one of its business segment and does not capture fully the wide range of communications services being provided, not only in India, but worldwide. The 'Tata' name is considerably more familiar to customers (retail and wholesale) across the world than VSNL, and has strong positive connotations.

In the light of this scenario, the Management conducted an exercise on alternative names for the Company, that would capture the wide range of business activities being undertaken by the Company in multiple geographies and at the same time, leverage the Tata Brand association. Based on this exercise, the name 'Tata Communications Limited' was short-listed as the most appropriate one for the Company.

The Board of Directors of the Company in its 172<sup>nd</sup> Meeting held on 22 October 2007 considered and approved placing before the Shareholders the change of name of the Company to Tata Communications Limited.

The use of the words 'Tata' in the name or brand of the Company requires execution of Brand Equity and Brand Promotion Agreement ('BEBP Agreement') by the Company with Tata Sons Limited, the owners of intellectual property rights in the brand name / corporate name 'Tata'. The BEBP Agreement, when signed, will stipulate the guiding principles for the manner of use of the word 'Tata' as a part of the corporate name and as a trademark/brand name as also the requisite fee which would be payable by the Company to Tata Sons Ltd.

Accordingly, suitable resolutions are placed before the members and Shareholders for their consideration.

None of the Directors is concerned or interested in the above Resolution.

**In respect of Item No. 2 & 3**

The change in name of the Company requires suitable changes in the Memorandum and Articles of Association (MoA & AoA) of the Company for replacing the old name wherever it appears in the MoA & AoA with the new name.

Accordingly, suitable resolutions are placed before the members and Shareholders for their consideration.

None of the Directors is concerned or interested in the above Resolution.

By Order of the Board of Directors

**Satish Ranade**  
Company Secretary

Dated : 14 November 2007

Registered Office:  
Videsh Sanchar Bhavan,  
M.G. Road,  
Mumbai - 400 001.



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**ATTENDANCE SLIP**

EXTRAORDINARY GENERAL MEETING – 14 DECEMBER, 2007 AT 11.00 A.M.

I, Mr./Mrs./Miss..... LF/Client ID. No ..... hereby record my presence at the Extraordinary General Meeting of Videsh Sanchar Nigam Limited at the MC Ghia Hall, Bhogilal Hargovindas Building, Second Floor, 18/20 Kaikhushru Dubash Road Marg, Kalghoda, Mumbai - 400 021.

.....  
Signature of the Shareholder or Proxy

- Notes: 1. Please fill this Attendance Slip and hand it over at the entrance of the hall.
- 2. SHAREHOLDERS ARE REQUESTED TO BRING THEIR COPIES OF THE EGM NOTICE DOCUMENT WITH THEM.



**VIDESH SANCHAR NIGAM LIMITED**

Registered Office :Videsh Sanchar Bhavan, M.G. Road, Mumbai - 400 001.

**PROXY**

EXTRAORDINARY GENERAL MEETING – 14 DECEMBER, 2007 AT 11.00 A.M.

I/We .....(LF/Client ID. No.....)  
(Address).....being a Member/Members of M/s Videsh Sanchar Nigam Limited, do hereby appoint ..... of .....or/failing him.....of .....as my/our proxy in my/our absence to attend and vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company to be held at 11.00 A.M. on Friday, the 14 December, 2007, and at any adjournment thereof.

IN WITNESS whereof I/We have set my/our hand/hands this.....day of.....2007.

Please affix  
Re.1/-  
Revenue  
Stamp

(Signature of the Shareholder across the stamp)

- Note: 1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself, and a proxy need not be a Member.
- 2. A One Rupee Revenue Stamp should be fixed to this and it should then be signed by the Member.
- 3. The instrument appointing the proxy and the power of attorney or other authority, if any, under which it is signed, or a copy of that power of authority duly certified by a notary or other proper authority, shall be deposited at the Registered Office of the Company not later than forty-eight hours before the time for the holding of the Meeting, in default, the instrument of proxy shall not be treated as valid.

**BOOK-POST**  
**UNDER CERTIFICATE OF POSTING**



*If undelivered, please return to:*

**Sharepro Services (India) Pvt. Ltd.**  
Unit: Videsh Sanchar Nigam Limited  
Satam House, Third Floor,  
Chakala, Andheri (E),  
Mumbai 400 099.