

NOTICE

NOTICE is hereby given that the 37th Annual General Meeting of Tata Communications Limited ('the Company') will be held at 11:00 hours (IST) on Tuesday, July 18, 2023, through Video Conferencing or Other Audio-Visual Means to transact the following business:

Ordinary Business

1. Adoption of Audited Standalone Financial Statements

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023 together with the Reports of the Board of Directors and the Auditors thereon.

2. Adoption of Audited Consolidated Financial Statements

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 together with the Report of the Auditors thereon.

3. Declaration of Dividend

To declare a dividend on Equity Shares for the financial year ended March 31, 2023.

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

To appoint a Director in place of Mr. N. Ganapathy Subramaniam (DIN: 07006215), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business

5. Ratification of Cost Auditor's Remuneration

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of ₹6 lakhs plus applicable taxes and out-of-pocket expenses on actual basis incurred in connection with the audit capped at 3% of the remuneration,

payable to Ms. Ketki D. Visariya, Cost Accountant (Membership No.: 16028), who has been appointed by the Board of Directors as the Cost Auditor of the Company, to conduct the audit of the cost records maintained by the Company for the financial year March 31, 2024."

6. Appointment of Mr. Ankur Verma (DIN: 07972892) as a Non-Executive and Non-Independent Director

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Ankur Verma (DIN: 07972892) who was appointed by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, as an Additional Director of the Company effective April 19, 2023 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) and any other applicable provisions, if any, of the Companies Act, 2013 ('Act') (including any modification or re-enactment thereof) and Article 66B of the Articles of Association of the Company and 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(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation."

7. Approval of 'Tata Communications Limited - Employee Stock Unit Plan 2023'

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, as amended and enacted from time to time read with all circulars and notifications issued thereunder ('SBEB Regulations'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the applicable provisions of the Foreign Exchange Management Act, 1999, the rules and regulations framed thereunder and any rules, circulars, notifications, guidelines and regulations issued by the Reserve Bank of India, as amended and enacted from time to time, the relevant provisions

of the Memorandum and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the Members of the Company be and is hereby accorded to the introduction and implementation of Tata Communications Limited - Employee Stock Unit Plan 2023 ('RSU 2023' / 'Plan' / 'Scheme') and to authorise the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board has constituted to exercise its powers including the powers conferred by this resolution and under Regulation 5 of the SBEB Regulations and SEBI Listing Regulations) to create, offer, issue, grant and allot from time to time, in one or more tranches, up to 30,00,000 (Thirty lakhs) employee stock units ('RSUs') to or for the benefit of the eligible employees of the Company including any Director, as determined by the Board in terms of the Plan, working exclusively for the Company whether in or outside India [other than an employee who is a promoter or person belonging to the promoter group of the Company, Independent Directors and Director(s) holding directly or indirectly more than 10% of the outstanding equity shares of the Company], exercisable into not more than 30,00,000 (Thirty lakhs) equity shares of face value of ₹10/- (Rupees Ten Only) each fully paid-up, where one RSU would convert into one equity share upon exercise, on such terms and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of the RSU 2023."

"RESOLVED FURTHER THAT the equity shares so issued and allotted as mentioned hereinbefore shall rank *pari passu* with the then existing equity shares of the Company."

"RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division etc., if any additional RSUs are granted or equity shares are issued by the Company to the RSU grantees for the purpose of making a fair and reasonable adjustment to the RSUs granted earlier, the ceiling to the total number of RSUs and equity shares specified above shall be deemed to be increased to the extent of such additional RSUs granted or equity shares issued."

"RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of equity shares to be

issued by the Company and the price of acquisition payable by the RSU grantees under the Plan shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the RSU grantees, and the ceiling in terms of number of shares specified above shall be deemed to be adjusted accordingly."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to take requisite steps for listing of the equity shares allotted under the Plan on the stock exchanges where the equity shares of the Company are listed, in due compliance with SBEB Regulations, SEBI Listing Regulations and other applicable laws."

"RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SBEB Regulations and SEBI Listing Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Plan."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, and things, as it may, in its absolute discretion, deem necessary including authorising or directing to appoint merchant bankers, brokers, solicitors and other advisors, consultants or representatives, being incidental to the effective implementation and administration of the Plan, as also to make applications to the appropriate authorities for requisite approvals and file all documents as may be required in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard."

"RESOLVED FURTHER THAT the Board be and is hereby authorised, either by itself or through any of its committees including the Nomination and Remuneration Committee, at any time, to modify, change, vary, alter, amend, suspend or terminate the Plan subject to the compliance with applicable laws and regulations and further subject to consent of the shareholders by way of special resolution to the extent required under SBEB Regulations, and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Plan and do all other things incidental and

ancillary thereof in conformity with the provisions of the Companies Act, 2013, SBEB Regulations, the relevant provisions of the Memorandum and Articles of Association of the Company and any other applicable laws in force.”

8. Approval for grant of employee stock units to the employees of Subsidiary Company(ies) of the Company under ‘Tata Communications Limited - Employee Stock Unit Plan 2023’

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, as amended and enacted from time to time read with all circulars and notifications issued thereunder (‘SBEB Regulations’), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), the applicable provisions of the Foreign Exchange Management Act, 1999, the rules and regulation framed thereunder and any rules, circulars, notifications, guidelines and regulations issued by the Reserve Bank of India, as amended and enacted from time to time, the relevant provisions of the Memorandum and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the Members of the Company be and is hereby accorded to authorise the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board has constituted to exercise its powers including the powers conferred by this resolution and under Regulation 5 of the SBEB Regulations and SEBI Listing Regulations) to offer, issue, grant and allot from time to time, in one or more tranches, employee stock units (‘RSUs’) under Tata Communications Limited - Employee Stock Unit Plan 2023 (‘RSU 2023’ / ‘Plan’ / ‘Scheme’) to or for the benefit of the eligible employees of the subsidiaries including any Director, as determined by the Board in terms of the Plan, working exclusively for the Company and / or its subsidiaries, whether in or outside India [other than

an employee who is a promoter or person belonging to the promoter group of the Company, Independent Directors and Director(s) holding directly or indirectly more than 10% of the outstanding equity shares of the Company], within the ceiling of total number of RSUs and equity shares, as specified in RSU 2023 along with such other terms and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of the RSU 2023.”

“**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division etc., if any additional RSUs are granted or equity shares are issued by the Company to the RSU grantees for the purpose of making a fair and reasonable adjustment to the RSUs granted earlier, the ceiling to the total number of RSUs and equity shares specified above shall be deemed to be increased to the extent of such additional RSUs granted or equity shares issued.”

“**RESOLVED FURTHER THAT** in case the equity shares of the Company are either sub-divided or consolidated, then the number of equity shares to be issued by the Company and the price of acquisition payable by the RSU grantees under the Plan shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the RSU grantees, and the ceiling in terms of number of shares specified above shall be deemed to be adjusted accordingly.”

“**RESOLVED FURTHER THAT** the Board of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient and to do all things incidental to and ancillary thereof.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, and things, as it may, in its absolute discretion, deem necessary to extend the benefits of Plan for employees of its Subsidiary Company(ies) including authorising or directing to appoint merchant bankers, brokers, solicitors and other advisors, consultants or representatives, being incidental to the effective implementation and administration of the Plan, as also to make applications to the appropriate authorities for requisite approvals and file all documents as may be required in the above connection and to

settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard.”

By Order of the Board of Directors

Zubin Adil Patel

Company Secretary

ACS-30277

Mumbai, June 1, 2023

Registered Office:

VSB, Mahatma Gandhi Road,

Fort, Mumbai - 400 001.

CIN: L64200MH1986PLC039266

Email address: investor.relations@tatacommunications.com

Website: www.tatacommunications.com

NOTES:

1 The Ministry of Corporate Affairs ('MCA') vide its General Circular Nos. 20/2020 dated May 5, 2020; 02/2022 dated May 5, 2022 and 10/2022 dated December 28, 2022 in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" read with General Circular Nos. 14/2020 dated April 8, 2020; 17/2020 dated April 13, 2020; No. 33/2020 dated September 28, 2020 and 39/2020 dated December 31, 2020 and General Circular No. 02/2021 dated January 13, 2021 (collectively referred to as 'MCA Circulars') in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19" permitted the holding of the Annual General Meeting ('AGM' or 'Meeting') through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and MCA Circulars, the AGM of the Company is being held through VC / OAVM on Tuesday, July 18, 2023 at 11:00 hours (IST). The deemed venue for the 37th AGM will be Tata Communications Limited, Plot No. C-21 & C-36, 'G' Block, Bandra Kurla Complex, Mumbai - 400098.

The Securities and Exchange Board of India vide its circular dated May 12, 2020, January 15, 2021 and January 5, 2023 ('SEBI circulars') has provided relaxations regarding requirement of sending physical copies of annual report and requirement of proxy for general meetings.

2. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC OR OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.

3. Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the AGM through e-Voting facility. Corporate Members and Institutional Investors intending to appoint their authorised representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC or OAVM or to vote through remote e-Voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by email at cs@parikhassociates.com with a copy marked to evoting@nsdl.co.in.

The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

4. As per the provisions of Clause 3.A.II. of the General Circular No. 20/2020 dated May 5, 2020, the matters of Special Business as appearing under Item Nos. 5 to 8 of the accompanying Notice, are considered to be unavoidable by the Board and hence, form part of this Notice.

The Explanatory Statement setting out material facts concerning the business under Item Nos. 5 to 8 of the Notice is annexed hereto. The relevant details, pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment / re-appointment at this AGM are also annexed. Requisite declarations have been received from the Directors seeking appointment / re-appointment.

Members can join the AGM through VC or OAVM 30 minutes before and 15 minutes after the scheduled time of commencement of the Meeting by following the procedure mentioned in the Notice. Members will be able to view the proceedings on National Securities Depository Limited's ('NSDL') e-Voting website at www.evoting.nsdl.com. The facility of participation at the AGM through VC / OAVM will be

made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars.

5. The Notice of the AGM along with the Integrated Annual Report 2022-23 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. Members may note that the Notice and Integrated Annual Report 2022-23 will also be available on the Company's website www.tatacommunications.com; websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively; and on the website of NSDL at www.evoting.nsdl.com.

6. Book Closure and Dividend:

The Company has fixed Monday, June 26, 2023 as the 'Record Date' for determining entitlement of Members to final dividend for the financial year ended March 31, 2023, if approved at the AGM. The Register of Members and the Share Transfer Books of the Company will be closed from Tuesday, June 27, 2023 to Thursday, June 29, 2023, both days inclusive. The dividend of ₹21.00 per equity share of ₹10/- each (210%), if declared at the AGM, will be paid subject to deduction of tax at source ('TDS') on or after Wednesday, July 19, 2023 as under:

- a. to all Beneficial Owners in respect of shares held in electronic form as per the data made available by National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as of the close of business hours on Monday, June 26, 2023; and
 - b. to all Members in respect of shares held in physical form whose names appear on the Company's Register of Members after giving effect to all valid transmission or transposition requests lodged with the Company or the Registrar and Transfer Agent ('R&T Agent') as of the close of business hours on Monday, June 26, 2023.
7. Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of the Members w.e.f., April 1, 2020 and the Company is required to deduct TDS from dividend paid to the Members at rates prescribed in the Income Tax Act, 1961 ('IT Act') including any amendments or modifications thereto. In general, to enable compliance with TDS requirements, Members are requested to complete and / or update their Residential Status, PAN, Category as per the IT Act

with their Depository Participants ('DPs') or in case shares are held in physical form, with the Company / R&T Agent by sending duly filled form ISR-1 through post / courier. The detailed process of updating bank mandate is also available on the Company's website at www.tatacommunications.com/investors/shares/.

8. In order to receive the dividend in a timely manner, Members holding shares in physical form who have not updated their mandate for receiving dividend directly in their bank accounts through Electronic Clearing Service or any other means are requested to submit a duly filled Form ISR-1 along with necessary supporting documents in physical form, to the R&T Agent latest by Monday, June 26, 2023.

Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change / addition / deletion in such bank details. Accordingly, the Members holding shares in electronic form are requested to update their Electronic Bank Mandate with their respective DPs. Further, please note that instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form.

9. For Members who are unable to receive the dividend directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall remit dividend by way of dividend warrant / banker's cheque / demand draft, dispatched by August 8, 2023.
10. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can be transferred, transmitted and transposed only in dematerialised form. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact the Company's Registrar and Share Transfer Agent, TSR Consultants Private Limited ('R&T Agent' or 'TCPL') at csg-unit@tcplindia.co.in for assistance in this regard.

Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the

Company, are liable to be transferred to the Investor Education and Protection Fund ('IEPF'). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members / claimants are requested to claim their dividends from the Company, within the stipulated timeline. Members, whose unclaimed dividends / shares have been transferred to IEPF, may claim the same by following the process prescribed by the IEPF Authority. For details, please refer to Corporate Governance Report which is a part of this Integrated Annual Report.

11. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone / mobile numbers, Permanent Account Number ('PAN'), mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to TCPL, through Form ISR-1 / ISR-2, as applicable, along with necessary supporting documents duly signed, at any of their offices or at kyc@tcplindia.co.in. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.

12. As per the provisions of Section 72 of the Act, the facility for making nomination is available for Members in respect of shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, they may submit a request in Form SH-14. If a Member desires to opt out from the Nomination facility, then they may submit a request in Form ISR-3. The said forms can be downloaded from the website of TCPL at www.tcplindia.co.in, or from the website of the Company at www.tatacommunications.com/investors/shares/. Members are requested to submit the relevant form to their DP in case shares are held in electronic form and to TCPL either by emailing signed copies to kyc@tcplindia.co.in or sending physical copies by post / delivery to any of the offices of TCPL, in case shares are held in physical form, quoting their folio number.

13. SEBI, vide its circular dated November 3, 2021 read with clarifications dated December 14, 2021 and March 16, 2023, has mandated compulsory furnishing of PAN, nomination (for all eligible folios), contact details, bank account details and specimen signature by holders of physical securities. It has also

mandated compulsory linking of PAN and Aadhaar by all holders of physical securities. It has prescribed freezing of folios by Registrar and Share Transfer Agents, wherein any of the cited documents / details are not available on or after October 1, 2023.

Folios in which PAN is missing or is not valid, i.e., PAN is not linked to Aadhaar, as on the cut-off date notified by the Central Board of Direct Taxes ('CBDT') vide its press release dated March 28, 2023, or any other subsequent date as may be notified by CBDT, shall be frozen by the R&T Agent.

The R&T Agent may revert the frozen folios to normal status upon:

- receipt of all the aforesaid documents / details or
- dematerialisation of all the securities in such folios.

Holders of physical securities are requested to take note of the same and furnish their KYC details at the earliest, to the Company's R&T Agent. The relevant forms for updation of KYC are available on the websites of the Company and the R&T Agent.

The Company, through the R&T Agent, has sent individual letters, along with relevant forms, to the holders of physical securities with incomplete KYC details requesting them to furnish / update their KYC details at the earliest.

The details of various forms for updating KYC details for holders of physical shares are as follows:

Form	Description
ISR-1	Request For Registering PAN, KYC Details or Changes / Updation thereof
ISR-2	Confirmation of Signature of Securitiesholder by the Banker
ISR-3	Declaration Form for Opting-out of Nomination
ISR-4	Request for issue of Duplicate Certificate
ISR-5	Request for Transmission of Securities by Nominee or Legal Heir
SH-13	Registration of Nomination
SH-14	Cancellation or Variation of Nomination

Members can submit necessary forms along with the required documentary evidence to the R&T Agent in following manners:

- through self-attested hard copies addressed to the registered office of the R&T Agent;

- through electronic mode with signature at kyc@tcplindia.co.in;
- through 'In Person Verification' ('IPV'): the authorised person of the R&T Agent shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials;
- through service portal of the R&T Agent at <https://web.linkintime.co.in/KYC/index.html?d=1F378441-7733-4A09-9F7D-9CFF3FOB7041>

Members can also reach out to the Company at investor.relations@tatacommunications.com for any queries / assistance on the same.

- Members holding shares in electronic form are requested to submit the details to their respective DP only and not to the Company or TCPL.
- Members attention is also drawn to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 mandating all listed entities to issue securities in dematerialised form only while processing service requests relating to Issue of duplicate securities certificate, Claim from Unclaimed Suspense Account; Renewal / Exchange of securities certificate, Endorsement, Sub-division / Splitting of securities certificate, Consolidation of securities certificates / folios, Transposition and Transmission.

Members will have to submit duly filled Form ISR-4 or Form ISR-5, as applicable, for the above-mentioned requests and surrender their original securities certificate(s) for processing of service requests to the R&T Agent. The R&T Agent shall thereafter issue a 'Letter of Confirmation' in lieu of physical securities certificate(s), to the securitiesholder / claimant within 30 days of receipt of such request after removing objections, if any. The 'Letter of Confirmation' shall be valid for a period of 120 days from the date of its issuance, within which the securitiesholder / claimant shall make a request to the DP for dematerialising the said securities.

- In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
- During the AGM, Members may access the electronic copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act on the NSDL

e-Voting system by following the steps mentioned in point no. 29(B).

- Members seeking any information with regard to the financial statements or any other matter to be placed at the AGM or who wish to inspect the relevant documents referred to in this Notice, are requested to write to the Company on or before Monday, July 10, 2023 through email on investor.relations@tatacommunications.com mentioning their DP ID and Client ID / Physical Folio Number. These will be replied to by the Company suitably.
- To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.
- Members who have not yet registered their email addresses are requested to register them with their DPs in case shares are held by them in electronic form and with TCPL in case shares are held by them in physical form.
- Process for registering email addresses to receive this Notice of AGM and Integrated Annual Report electronically and cast votes electronically:**

(i) Registration of email addresses with TCPL: The Company has made special arrangements with TCPL for registration of email addresses of those Members (holding shares either in electronic or physical form) who wish to receive this Notice electronically and cast votes electronically. Eligible Members whose email addresses are not registered with the Company / DPs are required to provide the same to TCPL on or before 5:00 p.m. IST on Tuesday, July 11, 2023.

Process to be followed for registration of email address is as follows:

- Visit the link tcpl.linkintime.co.in/EmailReg/Email_Register.html
- Select the company name viz., Tata Communications Limited.

Enter the DP ID and Client ID / Physical Folio Number, Name of Member and PAN details. Members holding shares in physical form need to additionally enter one of the share certificate numbers.

- c. Enter mobile number and email address and click on Continue button.
- d. The system will send an OTP on your mobile number and email address.
- e. Upload:
 - i. Self-attested copy of PAN card and
 - ii. Address proof viz., Aadhaar Card, passport or front and back side of share certificate in case of physical folio.
- f. Enter the OTP received on your mobile number and email address.
- g. The system will then confirm the email address for receiving this AGM Notice.

After successful submission of the email address, NSDL will email a copy of this AGM Notice and Integrated Annual Report for FY 2022-23 along with the e-Voting User ID and password. In case of any queries, Members may write to csq-unit@tcplindia.co.in or evoting@nsdl.co.in.

(ii) Registration of email address permanently with Company / DP: Members are requested to register their email address with their concerned DPs, in respect of electronic holding and with TCPL, in respect of physical holding, by submitting Form ISR-1 to them at kyc@tcplindia.co.in. Further, those Members who have already registered their email addresses are requested to keep their email addresses validated / updated with their DPs / TCPL to enable servicing of notices / documents / Annual Reports and other communications electronically to their email address in future.

(iii) Alternatively, those Members who have not registered their email addresses are required to send an email request to evoting@nsdl.co.in along with the following documents for procuring User Id and password and registration for e-Voting for the resolutions set out in this Notice:

- In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card, self-attested scanned copy of Aadhaar Card.
- In case shares are held in demat mode, please provide DPID-Client ID (8 digit DPID + 8 digit Client ID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account Statement, self-attested scanned copy of PAN card, self-attested scanned copy of Aadhaar Card.

22. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI Listing Regulations (as amended), and the MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a Member using remote e-Voting system as well as e-Voting during the AGM will be provided by NSDL.

23. **The remote e-Voting period commences on Friday, July 14, 2023 (9:00 a.m. IST) and ends on Monday, July 17, 2023 (5:00 p.m. IST).** During this period, Members holding shares either in physical form or in electronic form as on Tuesday, July 11, 2023 i.e., cut-off date, may cast their vote electronically. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast their vote again. Those Members, who will be attending the AGM through VC / OAVM and have not cast their vote through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through the e-Voting system during the AGM. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date.

24. Members will be provided with the facility for voting through electronic voting system during the video conferencing proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-Voting, will be eligible to exercise their right to vote during such proceedings of the AGM. Members who have cast their vote by remote e-Voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolution(s) for which the Member has already cast votes through remote e-Voting.

25. 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 before the AGM as well as e-Voting during the AGM. Any person holding shares in physical form and non-individual shareholders, acquiring shares of the Company and becoming a Member of the

Company after sending of the Notice, and holding shares as of the cut-off date, may obtain the User ID and password by sending a request at evoting@nsdl.co.in. However, if the Member is already registered with NSDL for remote e-Voting, then such Member can use their existing User ID and password for casting their vote. Individual Shareholders holding securities in demat mode who acquire shares of the Company and become a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may follow the steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

26. The Chairperson shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of remote e-Voting system for all those Members who are present during the AGM through VC / OAVM but have not cast their votes by availing the remote e-Voting facility earlier. The e-Voting module shall be disabled by NSDL for voting 15 minutes after the conclusion of the AGM.
27. The Scrutinizer shall, immediately after the conclusion of voting at the Meeting, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-Voting and make, not later than two working days from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairperson or a person authorised by the Chairperson in writing, who shall countersign the same.
28. 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 declaration. The Company shall simultaneously forward the results to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed. The results shall also be placed on the notice board of the Company at its Registered Office and Corporate Office.
29. Instructions for attending the AGM through VC / OAVM and remote e-Voting (before and during the AGM) are given below.

A. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM

- i. Members will be provided with the facility to attend the AGM through VC / OAVM through

the NSDL e-Voting system. Members may access the same by following the steps mentioned hereinbelow for Access to NSDL e-Voting system. After successful login, Members will see link of "VC / OAVM" placed under "Join Meeting" menu against company name. Members are requested to click on VC / OAVM link placed under "Join Meeting" menu. The link for VC / OAVM will be available in Shareholder / Member login where the EVEN of the Company will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in this Notice to avoid last minute rush.

- ii. Members are encouraged to join the Meeting through laptops for a better experience.
- iii. Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting.
- iv. Please note that Members connecting from mobile devices or tablets or laptops via mobile hotspot may experience audio / video loss due to fluctuation in their respective network. It is therefore recommended to use stable wi-fi or LAN connection to mitigate any kind of glitches.
- v. Members are encouraged to submit in advance, any questions they may have with regard to the financial statements or any other matter to be placed at the 37th AGM, from their registered email address, mentioning their name, DP ID and Client ID / folio number and mobile number, to reach the Company's email address at investor.relations@tatacommunications.com before 5.00 p.m. (IST) on Monday, July 10, 2023. Queries that remain unanswered will be appropriately responded to, by the Company.
- vi. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending a request from their registered email address mentioning their name, DP ID and Client ID or folio number, PAN and mobile number at

investor.relations@tatacommunications.com between Wednesday, July 5, 2023 (9:00 a.m. IST) and Wednesday, July 12, 2023 (5:00 p.m. IST). The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

Members who need assistance before or during the AGM may contact Ms. Sarita Mote or Mr. Sagar Gudhate at evoting@nsdl.co.in or call on the toll free numbers 1800 1020 990 / 1800 224 430.

B. INSTRUCTIONS FOR E-VOTING BEFORE / DURING THE AGM

The Board of Directors has appointed Mr. P.N. Parikh (Membership No. FCS 327) or failing him Mr. Mitesh Dhaliwala (Membership No. FCS 8331) or failing him Ms. Sarvari Shah (Membership No. FCS 9679) of M/s. Parikh & Associates, Practising Company Secretaries, as the Scrutinizer to scrutinize the e-Voting during the AGM and remote e-Voting process in a fair and transparent manner.

• **INSTRUCTIONS FOR REMOTE E-VOTING BEFORE THE AGM:**

The way to vote electronically on NSDL e-Voting system consists of ‘Two Steps’ which are mentioned below:


Step 1: Access to NSDL e-Voting system

A. Login method for e-Voting and joining virtual meeting for individual shareholders holding securities in demat mode

In terms of SEBI Circular dated December 9, 2020 on e-Voting facility provided by listed companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email address in their demat accounts in order to access e-Voting facility.

Login method for individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual shareholders holding securities in demat mode with NSDL.	<p>a. Existing IDeAS user can visit the e-Services website of NSDL viz., https://eservices.nsdl.com either on a personal computer or on a mobile device. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. This will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value Added Services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or for joining virtual meeting and voting during the Meeting.</p> <p>b. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>c. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile device. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site where you can see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and for voting during the Meeting.</p>

Type of shareholders	Login Method
	<p>d. Shareholders / Members can also download the NSDL Mobile App “NSDL Speede” by scanning the QR code mentioned below for a seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div data-bbox="628 462 807 505">  App Store </div> <div data-bbox="855 462 1059 505">  Google Play </div> </div> <div style="display: flex; justify-content: center; gap: 40px; margin-top: 10px;">   </div>
<p>Individual shareholders holding securities in demat mode with CDSL</p>	<p>a. Users who have opted for CDSL Easi / Easiest facility, can login through their existing User ID and password. Option will be made available to reach e-Voting page without any further authentication. To login, issuers are requested to visit CDSL website www.cdslindia.com and click on login icon and New System Myeasi.</p> <p>b. After successful login, the user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting their vote during the remote e-Voting period or for joining virtual meeting and voting during the Meeting. Additionally, there will be links to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</p> <p>c. If the user is not registered for Easi / Easiest, an option to register is available on CDSL’s website www.cdslindia.com by clicking on login and New System Myeasi tab and then clicking on registration option.</p> <p>d. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN from the e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending an OTP on the registered mobile number and email address as recorded in the demat account. After successful authentication, the user will be able to see the e-Voting option where e-Voting is in progress and will also be able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual shareholders (holding securities in demat mode) logging in through their depository participants</p>	<p>Members may also login using the login credentials of their demat account through their Depository Participant registered with NSDL / CDSL for e-Voting facility. After logging in, click on e-Voting option, which will redirect you to NSDL / CDSL Depository site. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or for joining virtual meeting and voting during the Meeting.</p>

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot User ID and Forgot Password option available at above-mentioned websites.

Helpdesk details for individual shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or calling +91 22 4886 7000 or +91 22 2499 7000
Individual shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or calling on Toll-free No. 1800 22 55 33

B. Login Method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile device.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section.
3. A new screen will open. You will have to enter User ID, your Password / OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you login to NSDL e-services, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your User ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID
c) For Members holding shares in Physical Form	EVEN followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 123998 then User ID is 123998001***

5. Password details for shareholders other than individual shareholders:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email address is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email address. Trace the email sent to you from NSDL in your mailbox. Open the email and open the attachment i.e., a .pdf file. The password to open the .pdf file is your 8 digit Client ID for NSDL account, last 8 digits of Beneficiary ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email address is not registered, please follow steps mentioned below under **process for those shareholders whose email addresses are not registered.**

6. If you are unable to retrieve or have not received the “initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details / Password?**”(if you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com; or
 - b) Click on “**Physical User Reset Password?**” (if you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by the above-mentioned two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number / folio number, PAN, name and registered address.
 - d) Members can also use the OTP based login for casting the votes on e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions”.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, the e-Voting home page will open.

Step 2: Cast your vote electronically and join AGM on NSDL e-Voting system.

How to cast your vote electronically and join AGM on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the “EVEN” of all companies in which you are holding shares and whose voting cycle and General Meeting is in active status.
 2. Select “EVEN” of the company for which you wish to cast your vote during the remote e-Voting period and cast your vote during the General Meeting. To join the virtual meeting, you need to click on “VC / OAVM” link placed under “Join Meeting”.
 3. Now you are ready for e-Voting as the e-Voting page will open.
 4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify / modify the number of shares for which you wish to cast your vote and click on “Submit” and “Confirm” when prompted.
 5. Upon confirmation, a message “Vote cast successfully” will be displayed.
 6. You can also take a printout of the votes cast by you by clicking on the print option on the confirmation page.
 7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- **INSTRUCTIONS FOR E-VOTING DURING THE AGM ARE AS UNDER:**
 - i. The procedure for remote e-Voting during the AGM is same as the instructions mentioned above for remote e-Voting since the Meeting is being held through VC / OAVM.
 - ii. Only those Members, who are present in the AGM through VC / OAVM facility and have not cast their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
 - iii. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
 - iv. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be as mentioned for remote e-Voting.

General Guidelines for shareholders

1. **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., with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by e-mail to cs@parikhassociates.com with a copy marked to evoting@nsdl.co.in.** Institutional shareholders can also upload their Board Resolution / Power of Attorney / Authority Letter etc., by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details / Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (‘FAQs’) for shareholders and e-Voting user manual for shareholders available at the download section of www.evoting.nsdl.com or call on: +91 22 4886 7000 or +91 22 2499 7000 or send a request to Ms. Sarita Mote or Mr. Sagar Gudhate at evoting@nsdl.co.in.

By Order of the Board of Directors

Zubin Adil Patel

Company Secretary

ACS-30277

Mumbai, June 1, 2023

Registered Office:

VSB, Mahatma Gandhi Road,

Fort, Mumbai - 400 001.

CIN: L64200MH1986PLC039266

Email address: investor.relations@tatacommunications.com

Website: www.tatacommunications.com

Explanatory Statement

Pursuant to Section 102(1) of the Companies Act, 2013 ('Act'), the following Explanatory Statement sets out material facts relating to business mentioned under Item Nos. 5 to 8 of the accompanying Notice.

In respect of Item No. 5

Under the provisions of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company is required to have the audit of its cost records conducted by a Cost Accountant. Further, 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 Auditor has to be ratified by the Members of the Company.

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of Ms. Ketki D. Visariya, Cost Accountant, as Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending March 31, 2024. Accordingly, under the approval from the Board of Directors, the remuneration of the Cost Auditor was fixed at ₹6 lakhs plus applicable taxes and out of pocket expenses on actual basis capped at 3% of the remuneration.

Accordingly, consent of the Members is sought by way of an Ordinary Resolution as set out at Item No. 5 of the accompanying Notice for ratification of the remuneration amounting to ₹6 lakhs plus applicable taxes and out of pocket expenses on actual basis capped at 3% of the remuneration, payable to the Cost Auditor for the financial year ending March 31, 2024.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice 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

Based on the recommendation of the Nomination and Remuneration Committee, and after obtaining necessary security clearance under the Company's television channels uplinking license from the Ministry of Information and Broadcasting, the Board of Directors of the Company, appointed Mr. Ankur Verma (DIN: 07972892) as an Additional Director with effect from April 19, 2023,

in accordance with the Articles of Association ('AoA') of the Company. Under Section 161(1) of the Companies Act, 2013 and under the AoA, Mr. Ankur Verma holds office up to the date of the forthcoming Annual General Meeting and is eligible for appointment as a Director of the Company. The Company has, pursuant to Section 160(1) of the Companies Act, 2013 received a Notice in writing proposing his candidature for appointment. If appointed, Mr. Ankur Verma will act as a Non-Executive Director, liable to retire by rotation.

In the opinion of the Board, Mr. Ankur Verma 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 SEBI Listing Regulations and any modification(s) / amendment(s) thereto.

Mr. Ankur Verma does not have any *inter se* relationships with any other Director or KMPs of the Company. Mr. Verma has given a declaration that he is not disqualified under Section 164 of the Companies Act, 2013 and is not debarred to hold the office of a Director.

Keeping in view his experience and expertise, the Resolution at Item No. 6 for his appointment as Director of the Company is recommended by the Board for approval by the Members.

None of the Directors or KMPs or relatives of directors and KMPs except Mr. Ankur Verma is concerned or interested in the Resolution at Item No. 6 of the accompanying Notice.

Brief Profile of Mr. Verma is given below:

Mr. Ankur Verma, a B.E. in Mechanical Engineering and PGDM from IIM, Calcutta has around 20 years of experience in Investment Banking, Capital Markets and Corporate Strategy. At present, Mr. Verma is Senior Vice President at Tata Sons Private Limited, where he has responsibilities in strategy, corporate finance and mergers and acquisitions. Previously, Mr. Verma was Managing Director (Investment Banking Division) in Bank of America Merrill Lynch and prior to that he was also Group Manager & Head, Business Planning in Infosys Technologies Limited - Corporate Planning Group. He also serves on the boards of several Tata group companies.

In respect of Item Nos. 7 and 8

Your Company believes that equity-based compensation plans are an effective tool to reward the talents working with the Company and its subsidiaries. With an objective to attract and retain key talent, drive achievement of long-term objectives of the Company, to strengthen employee ownership and to create long-term wealth in the hands of the employees, by way of rewarding their performance and motivating them to contribute to the overall long-term corporate growth and goals, the Company proposes to implement an employee stock unit plan namely **Tata Communications Limited - Stock Unit Plan 2023 ('RSU 2023' / 'Plan' / 'Scheme')**, contemplating grant of employee stock units ('RSUs') at face value of equity shares of the Company to eligible Employees of the Company. The criteria to select eligible Employees for grant would be determined by the Nomination and Remuneration Committee ('Committee' / 'NRC') based on factors such as grade / level, individual performance ratings over past few years, present contribution, potential contribution, length of service, conduct, etc., as may determined by the Committee at its sole discretion, from time to time.

Accordingly, the Committee formulated the detailed terms and conditions of the Plan, which was duly approved by the Board of Directors of the Company at its meeting held on June 1, 2023, subject to further approval of the Members.

Under the Plan, the Company would grant up to 30,00,000 RSUs in one or more tranches to eligible Employees of the Company and its subsidiaries that would entitle the grantees (in aggregate) to acquire, not exceeding 30,00,000 fully paid-up equity shares of ₹10/- (Rupee Ten only) each, representing 1.05% of the issued share capital of the Company (as on date), with each such RSU conferring a right upon the eligible Employees to apply for one equity share in the Company in accordance with the terms and conditions as may be decided under the Plan.

As per the provisions of Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ('SBEB Regulations'), the implementation of employee stock unit plan requires prior approval of the Members by way of special resolution. Further, approval of the Members by way of separate Special Resolution is also required for extending the benefits of the Plan to the employees of subsidiary companies.

Accordingly, based on the recommendation and approval of the Committee and the Board of Directors of the Company, the approval of Members is being sought for implementation of RSU 2023.

In terms of Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, Regulation 6 of the SBEB Regulations, the salient features of the Plan are given as under:

a) Brief Description of the Plan:

In view of the aforesaid objectives, the Plan contemplates grant of RSUs to the eligible Employees of the Company and its subsidiaries. Besides continuity of employment, vesting shall also be dependent on achievement of certain corporate performance conditions. After vesting of RSUs, the eligible Employees earn a right, but not obligation, to exercise the vested RSUs within the exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon and other terms and conditions of the Plan.

The NRC shall act as the compensation committee for the administration and supervision of the Plan. All questions of interpretation of the Plan shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in the Plan.

Under the overall authority of the Committee, the Plan Administrator [which shall include the Chief Human Resources Officer of the Company or any other roleholder(s) authorised by the Committee from time to time to take necessary administrative steps in order to implement, supervise and administer the Plan] shall be authorised and responsible to take necessary administrative steps in order to implement, supervise and administer the plan, including:-

- i. Determine employee-wise number of grants for Committee's approval.
- ii. Issue, amend, modify the grant letters to grantees.
- iii. Compute vesting of options as per the Plan basis level of performance achievement.
- iv. Accept nomination forms / exercise notices from grantees.

- v. Execute, sign and deliver all letters, correspondence, certificates, undertaking and other deeds and documents on behalf of the Company for any purpose incidental or ancillary to the Plan.
 - vi. Appoint any consultant, lawyer, professional etc., for any legal opinion, advice, views or to represent the Company before any statutory or non-statutory authority. Also, appoint valuer / Merchant Banker / Chartered Accountant as may be required.
 - vii. Do all such acts, deeds and things as may be required to be done to implement and administer the Plan or any other matter connected thereto under the authority of the Committee.
- ii. a Director of the Company, whether a whole-time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an Independent Director.
 - iii. an employee as defined in clause (i) or (ii) above of a subsidiary company, in India or outside India. but does not include -
 - a. an employee who is a promoter or belongs to the promoter group; or
 - b. a Director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding equity shares of the Company.

b) Total number of RSUs to be granted:

The total number of RSUs to be granted under the Plan shall not exceed 30,00,000 (Thirty lakhs) in aggregate for eligible Employees of the Company and its subsidiaries. Each RSU when exercised would be converted into one equity share of face value of ₹10/- (Rupees Ten only) each fully paid-up.

Further, the SBEB Regulations require that in case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division etc., a fair and reasonable adjustment needs to be made to the RSUs granted. In this regard, the Committee shall adjust the number and price of the RSUs granted in such a manner that the total value of the RSUs granted under the Plan remain the same after any such corporate action. Accordingly, if any additional RSUs are issued by the Company to the RSU grantees for making such fair and reasonable adjustment, the aforesaid ceiling shall be deemed to be increased to the extent of such additional RSUs issued.

c) Identification of classes of employees entitled to participate in the Plan:

Subject to determination or selection by the Committee, following classes of employees / Directors are eligible:

- i. an employee as designated by the Company, who is exclusively working for the Company, in India or outside India; or

The specific / eligible Employees to whom the RSUs would be granted, and their eligibility criteria (including but not limited to grade / level, individual performance ratings over past few years, present contribution, potential contribution, length of service, conduct, etc.) would be determined by the NRC, in its absolute discretion from time to time.

Further, the Managing Director & CEO shall be eligible to participate in the Plan and shall be entitled to receive incentive remuneration by way of stock options under the Plan, as may be considered by the NRC and / or the Board which shall vest based on the performance parameters.

Further, such incentive remuneration payable to the Managing Director & CEO shall not exceed the maximum cap of 3,00,000 RSUs during the tenure of the Plan.

d) Requirements of Vesting and period of Vesting:

All the RSUs granted on any date shall vest not earlier than the minimum vesting period of 1 (one) year and not later than maximum vesting period of 4 (Four) years from the Grant Date.

The RSUs would vest essentially on the basis of continued tenure as per requirement of SBEB Regulations. Apart from this, the vesting of RSUs shall be subject to achievement of one or more of the corporate performance conditions such as return on capital employed, revenue, profits, delivering on key strategic initiatives, shareholders' value creation, and such other conditions as may be determined by the

Committee. The Committee shall have power to select the performance parameters for an employee or class thereof depending on the specific roles and the relative weightages assigned to each parameter. The specific Vesting Conditions subject to which Vesting would take place shall be specified in the letter of Grant issued to the RSU Grantee at the time of grant.

The vesting dates in respect of the RSUs granted under the Plan shall be determined by the Committee and may vary from an Employee to Employee or any class thereof and / or in respect of the number or percentage of RSUs granted to an Employee.

In the event of death or permanent incapacity of an Employee, the minimum vesting period shall not be applicable and in such instances, all the unvested RSUs shall vest immediately with effect from date of the death or permanent incapacity.

In the event that an eligible Employee who has been granted benefits under the Plan is transferred or deputed or resigns to join a subsidiary company prior to vesting or exercise, the vesting and exercise as per the terms of grant letter shall continue in case of such transferred or deputed or resigned Employee(s) even after the transfer or deputation or resignation.

e) Maximum period within which the RSUs shall be vested:

All the RSUs granted on any date shall vest not later than the maximum period of **4 (Four) years** from the Grant Date.

f) Exercise price or pricing formula:

The Exercise Price per RSU shall be the face value of equity shares of the Company as on Grant Date.

g) Exercise period and the process of exercise:

The Exercise Period in respect of the Vested RSUs shall be subject to a maximum period of **1 (One) year** from the date of Vesting of RSUs.

The Vested RSU shall be exercisable by the RSU grantees by a written application to the Company expressing such grantee's desire to exercise such RSUs in such manner and in such format as may be prescribed by the Committee from time to time. Exercise of RSUs shall be entertained only after payment of requisite exercise price and satisfaction of applicable taxes by the RSU grantee. The RSUs shall lapse if not exercised within the specified exercise period.

Exercise in case of separation from employment:

Sr. No.	Events of separation	Vested RSUs	Unvested RSUs
1	Resignation / Termination (other than due to Misconduct)	All the Vested RSUs as on the date of submission of resignation / date of termination shall be exercisable by the Grantee within one month from the last working day of Grantee.	All the Unvested RSUs as on date of submission of resignation / date of termination shall stand cancelled / lapsed / expired with effect from date of such resignation / termination.
2	Termination due to Misconduct	All the Vested RSUs at the time of such termination shall stand cancelled / lapsed / expired with effect from the date of such termination.	All the Unvested RSUs at the time of such termination shall stand cancelled / lapsed / expired with effect from the date of such termination.
3	Retirement	All the Vested RSUs as on the date of Retirement can be exercisable by the Grantee within 6 (six) months from the date of Retirement.	All Unvested RSUs shall continue to vest based on the vesting schedule and conditions as mentioned in the letter of Grant and the Grantee can exercise the vested RSUs within 6 (six) months from the date of such vesting, unless otherwise determined by the Committee in accordance with the Company's Policies and provisions of the then prevailing Applicable Law.

Sr. No.	Events of separation	Vested RSUs	Unvested RSUs
4	Death	All Vested RSUs may be exercised by the Grantee's nominee or legal heir immediately after, but in no event later than 12 (Twelve) months from the date of Death of the Grantee.	All the Unvested RSUs as on date of Death shall vest immediately with effect from the date of his / her Death to the Grantee's nominee or legal heir and can be exercised within 12 (Twelve) months from the date of death by nominee or legal heirs.
5	Permanent Incapacity / disability	All Vested RSUs may be exercised by the Grantee, immediately after, but in no event later than 12 (Twelve) months from the date of such incapacity.	All the Unvested RSUs as on date of incurring of such incapacity shall vest immediately with effect from such event to the Grantee and can be exercised within 12 (Twelve) months from the date of permanent incapacity by the Grantee or his / her nominee or legal heirs.
6	Transfer / deputation from / to the Company, Subsidiary company	Exercise Period to remain the same as per the terms of the Grant. In case of subsequent separation, treatment of Vested RSUs shall be as per applicable circumstance mentioned in this table.	Vesting schedule and Exercise Period to remain same as per the terms of the Grant. In case of subsequent separation, treatment of Unvested RSUs shall be as per applicable circumstance mentioned in this table.
7	Other reasons	The Committee shall decide whether the Vested RSUs as on that date can be exercised by the Grantee or not, and such decision shall be final.	All Unvested RSUs on the date of such termination shall stand cancelled / lapsed / expired unless otherwise required by Applicable Laws.

h) Process for determining the eligibility of employees under the Plan:

The process for determining eligibility of Employees under the Plan shall be decided from time to time by the Committee. The broad criteria for selection may include parameters such as grade / level, individual performance ratings over past few years, present contribution, potential contribution, length of service, conduct, etc. as may be determined by the Committee, at its sole discretion, from time to time.

i) Maximum number of RSUs to be issued per employee and in aggregate:

The maximum number of RSUs under the Plan that may be granted to each employee in any fiscal year and in aggregate shall not exceed 3,00,000 (Three lakhs) RSUs. Further the maximum number of RSUs, in aggregate, that may be granted pursuant to this Plan shall not exceed 30,00,000 (Thirty lakhs) RSUs.

j) Maximum quantum of benefits to be provided per employee under the Plan:

The maximum quantum of benefits provided to any eligible employee under the Plan will be the difference between the market value of Company's equity shares on the Stock Exchanges as on the date of exercise of RSUs and the exercise price paid by the employee.

Apart from the grant of RSUs as stated above, no other benefits are contemplated under the Plan.

k) Route of the Plan implementation:

The Plan shall be implemented and administered directly by the Company.

l) Source of acquisition of shares under the Plan:

The Plan contemplates issue of fresh equity shares by the Company.

m) Amount of loan to be provided for implementation of the scheme(s) by the Company to the trust, its tenure, utilisation, repayment terms, etc.:

Not Applicable since the Plan is not being implemented through a trust.

n) Maximum percentage of secondary acquisition:

Not applicable.

o) Accounting and Disclosure Policies:

The Company shall follow the IND AS 102 on Share-based payments and / or any relevant accounting standards / guidance note as may be prescribed by the Institute of Chartered Accountants of India or any other competent authority, from time to time, including the disclosure requirements prescribed therein, in compliance with Regulation 15 of SBEB Regulations.

p) Method of RSU valuation:

The Company shall adopt 'fair value method' for valuation of RSUs as prescribed under IND AS 102 on Share-based payments or any accounting standard / guidance note, as applicable, notified by competent authorities from time to time.

q) Period of lock-in:

The equity shares issued pursuant to exercise of vested RSUs shall not be subject to any lock-in period restriction, except such restrictions as may be prescribed under applicable laws including that under the Code of Conduct framed by the Company under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended.

r) Terms & conditions for buyback, if any, of specified securities / RSUs covered granted under the Plan:

Subject to the provisions of the then prevailing applicable laws, the Committee shall determine the procedure for buy-back of RSUs granted under the Plan, if it is to be undertaken at any time

by the Company, and the applicable terms and conditions thereof.

s) Declaration:

In case, the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the RSUs and the impact of this difference on profits and on Earnings per Share ('EPS') of the Company shall also be disclosed in the Board's Report.

A draft copy of the Plan is available for inspection at the Company's registered office / corporate office during official hours on all working days till the last date of e-Voting.

None of the Directors or KMPs or relatives of directors and KMPs are interested or concerned in the resolutions, except to the extent of RSUs that may be lawfully granted to them under the RSU 2023 and the resultant equity shares issued, as applicable.

The Board recommends the Special Resolutions as set out in the Notice at Item Nos. 7 and 8 for approval of the Members.

By Order of the Board of Directors

Zubin Adil Patel

Company Secretary

ACS-30277

Mumbai, June 1, 2023

Registered Office:

VSB, Mahatma Gandhi Road,

Fort, Mumbai - 400 001.

CIN: L64200MH1986PLC039266

Email address: investor.relations@tatacommunications.com

Website: www.tatacommunications.com

Details of Directors Seeking Appointment / Re-appointment at the 37th Annual General Meeting

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 - Secretarial Standards on General Meetings]

Particulars	Mr. N. Ganapathy Subramaniam	Mr. Ankur Verma
Designation	Non-Executive, Non-Independent Director	Non-Executive, Non-Independent Director
Date of Birth	May 20, 1959	March 25, 1976
Age	64	47
DIN	07006215	07972892
Date of First Appointment	December 2, 2021	April 19, 2023
Qualifications	Masters Degree in Mathematics	B.E. in Mechanical Engineering and PGDM from IIM, Calcutta
Expertise / experience in specific functional area	Information Technology	Strategy, Business Planning, Investment Banking
Directorships held in other companies (excluding foreign companies)	<ul style="list-style-type: none"> Tata Consultancy Services Limited Tata Elxsi Limited Tejas Networks Limited TCS Foundation Saankhya Labs Private Limited 	<ul style="list-style-type: none"> Tata Teleservices (Maharashtra) Limited Tata Elxsi Limited Tata Autocomp Systems Limited Supermarket Grocery Supplies Private Limited Tata Capital Housing Finance Limited Tata IMG Technologies Private Limited Tata Teleservices Limited Tata Unistore Limited Tata Play Limited Infiniti Retail Limited
Memberships / Chairmanships of committees in other companies (only statutory committees under Companies Act, 2013 or SEBI Listing Regulations)	<p>Tata Consultancy Services Limited</p> <ul style="list-style-type: none"> Risk Management Committee (Member) Corporate Social Responsibility Committee (Member) <p>Tata Elxsi Limited</p> <ul style="list-style-type: none"> Risk Management Committee (Member) Nomination and Remuneration Committee (Member) <p>Tejas Networks Limited</p> <ul style="list-style-type: none"> Nomination and Remuneration Committee (Member) 	<p>Tata Capital Housing Finance Limited</p> <ul style="list-style-type: none"> Audit Committee (Member) Risk Management Committee (Member) Corporate Social Responsibility Committee (Member) <p>Tata Play Limited</p> <ul style="list-style-type: none"> Audit Committee (Member) Risk Management Committee (Chairman) <p>Tata Elxsi Limited</p> <ul style="list-style-type: none"> Audit Committee (Member) <p>Tata Teleservices Limited</p> <ul style="list-style-type: none"> Audit Committee (Member) <p>Tata Teleservices (Maharashtra) Limited</p> <ul style="list-style-type: none"> Audit Committee (Member) Stakeholders Relationship Committee (Member) <p>Tata IMG Technologies Private Limited</p> <ul style="list-style-type: none"> Audit Committee (Member) Nomination and Remuneration Committee (Member) <p>Supermarket Grocery Supplies Private Limited</p> <ul style="list-style-type: none"> Audit Committee (Member)

Particulars	Mr. N. Ganapathy Subramaniam	Mr. Ankur Verma
Shareholding in Tata Communications Limited (including shareholding as a beneficial owner)	Nil	Nil
Names of entities from which Director has resigned in last 3 years	Nil	<ul style="list-style-type: none"> • Tata AIA Life Insurance Company Limited • Tata Fintech Private Limited
Terms and Conditions of appointment / re-appointment	Director liable to retire by rotation	
Skills and capabilities required for the role	Please refer to the Corporate Governance Report.	Please refer to the brief profile mentioned in the explanatory statement of the notice of this Annual General Meeting.
Manner in which the proposed person meets such requirements		

Note:

Other details such as number of meetings of the board attended during the year, remuneration drawn and sought to be paid, brief resume and relationship with other directors and key managerial personnel are provided in the Integrated Annual Report.