

TATA COMMUNICATIONS LIMITED**Regd. Office:** VSB, Mahatma Gandhi Road, Fort, Mumbai - 400 001 India**Tel:** +91 22 6659 1968, **Website:** www.tatacommunications.com**CIN:** L64200MH1986PLC039266

Postal Ballot Notice

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended, and applicable circulars issued by the Ministry of Corporate Affairs, from time to time.]

E-VOTING STARTS FROM	E-VOTING ENDS ON
9.00 A.M. (IST) on Saturday, January 27, 2024	5.00 P.M. (IST) on Sunday, February 25, 2024

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('Act') (including any statutory modification or re-enactment thereof for the time being in force), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings / conducting postal ballot process through e-voting vide General Circular Nos.14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 (collectively the 'MCA Circulars'), to transact the special business as set out hereunder by passing Special Resolution by way of postal ballot only by voting through electronic means ('remote e-Voting').

Pursuant to Sections 102 and 110 and other applicable provisions of the Act and Listing Regulations, Explanatory Statement pertaining to the said Resolution setting out material facts and the reasons / rationale thereof is annexed to this Postal Ballot Notice ('Notice') for your consideration and forms part of this Notice.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode

to those Members whose email addresses are registered with the Company / Depositories / Registrar and Transfer Agent ('RTA'). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. If your email address is not registered with the Company / Depositories / RTA, please follow the process provided in the Notes to receive this Notice. The communication of assent or dissent of the Members shall only take place through the remote e-Voting system.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-Voting facility to its Members, to enable them to cast their votes electronically instead of submitting a physical copy of the Postal Ballot Form. The Company has engaged the services of National Securities Depository Limited ('NSDL') for the purpose of providing remote e-Voting facility to its Members. The instructions for remote e-Voting are appended to this Notice. The Notice is also available on the website of the Company at <https://www.tatacommunications.com/investors/filings>.

Members desiring to exercise their vote through the remote e-Voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) to the Resolution by following the procedure as stated in the Notes forming part of the Notice. The remote e-Voting period commences on Saturday, January 27, 2024 from 9.00 a.m. (IST) and ends on Sunday, February 25, 2024 at 5.00 p.m. (IST) (both days inclusive). The remote e-Voting facility will be disabled by NSDL immediately thereafter and will not be allowed beyond the said date and time.

TATA COMMUNICATIONS

SPECIAL BUSINESS:

Item No. 1.

Alteration to the Articles of Association of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 5, 14 and other applicable provisions of the Companies Act, 2013, read with applicable rules made thereunder [including any amendments, statutory modification(s) and / or re-enactment thereof for the time being in force], consent of the members of the Company be and is hereby granted for alteration to the Articles of Association of the Company by inserting Article 66 (M) after the existing Article 66 (L) as follows:

66 (M) "Appointment of Nominee Director"

Notwithstanding anything contained in these Articles, the Board shall have the power, on receipt of a nomination by the debenture trustee to consider the proposal for appointment of a Nominee Director on the Board of the Company, in the following circumstances prescribed under Regulation 15(1)(e) of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993, as amended from time to time:

- i. 2 (two) consecutive defaults in payment of interest to the debenture holders; or

- ii. default in creation of security for debentures or
- iii. default in redemption of the debentures.

Such Nominee Director may not be liable to retire by rotation nor be required to hold any qualification shares and shall hold office so long as the default subsists.

Any vacancy in the office of such Nominee Director during the term shall be filled in by the debenture trustee by nominating another person.

Provided however, if more than one debenture trustee(s) is entitled to appoint a director, all such debenture trustees shall jointly nominate only one person to be appointed as a Nominee Director on the Board of the Company in terms of this Article.

The appointment of the Nominee Director shall be subject to receipt of all necessary and requisite approvals as the Company may require to obtain from any regulatory or statutory authority(ies) under any existing or new license or permission held or obtained by the Company from time to time."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) and Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper, or expedient to give effect to this resolution."

Registered Office:

VSB, Mahatma Gandhi Road,
Fort, Mumbai - 400 001.

CIN: L64200MH1986PLC039266

Email address: investor.relations@tatacommunications.com

Website: www.tatacommunications.com

By Order of the Board of Directors

Zubin Adil Patel

Company Secretary

ACS-30277

Mumbai, January 24, 2024

Notes:

1. The relevant Explanatory Statement pursuant to Section 102 read with Section 110 of the Act, Rule 22 of the Rules and Listing Regulations, as amended, setting out the material facts relating to the aforesaid resolution and the reasons thereof, is annexed hereto and forms part of this Notice.
2. In compliance with the MCA Circulars, the Company is sending this Notice only in electronic form to those Members whose names appear in the Register of Members / List of Beneficial Owners as received from the Depositories / Link Intime India Private Limited - the Company's Registrar and Transfer Agent ('RTA') as on Friday, January 19, 2024 ('Cut-Off Date') and whose email addresses are registered with the Company / RTA / Depositories (in case of electronic shareholding) or who will register their email address in accordance with the process outlined in this Notice. 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 i.e., Friday, January 19, 2024.
3. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-Voting. A person who is not a Member on the Cut-Off Date should treat this Notice for information purpose only. It is, however, clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their email addresses with the Company / RTA / Depositories) shall be entitled to vote in relation to the aforementioned resolution in accordance with the process specified in this Notice.
4. The Company is pleased to provide remote e-Voting facility to its Members to enable them to cast their votes electronically. The detailed procedure with respect to remote e-Voting is mentioned in Note No. 14 of this Notice. A Member shall only avail this facility as per the instructions provided herein.
5. **Remote e-Voting shall commence on Saturday, January 27, 2024 from 9.00 a.m. (IST) and end on Sunday, February 25, 2024 at 5.00 p.m. (IST) (both days inclusive).** During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-Voting module shall be disabled by NSDL for voting thereafter.
6. The Board of Directors has appointed Mr. P.N. Parikh (Membership No. FCS 327) or failing him Mr. Mitesh Dhabliwala (Membership No. FCS 8331) or failing him Ms. Sarvari Shah (Membership No. FCS 9679) of Parikh & Associates, Practising Company Secretaries, as the Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner.
7. The Scrutinizer shall, after completing the scrutiny of the votes cast, submit his / her report on the result of the Postal Ballot, not later than two working days from the date of end of remote e-Voting, to the Chairperson of the Company or any other person authorized by the Chairperson.
8. 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 (NSE), where the securities 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.
9. A copy of this Postal Ballot Notice is also available on the website of the Company at <https://www.tatacommunications.com/investors/filings>, the websites of BSE at www.bseindia.com and NSE at www.nseindia.com, on which the securities of the Company are listed and on the website of NSDL at www.evoting.nsdl.com.
10. The right to vote in this Postal Ballot cannot be exercised through proxy.
11. Members who wish to inspect the relevant documents referred to in this Notice, may send their requests at investor.relations@tatacommunications.com mentioning their DP ID and Client ID / Folio Number until the last date of remote e-Voting period of this Postal Ballot i.e., Sunday, February 25, 2024.
12. **Process for registration of e-mail addresses to receive this Notice of Postal Ballot and cast vote electronically:**
 - i. **Registration of email addresses with RTA:**

To facilitate Members to receive this Notice and cast votes electronically, the Company has made special arrangements with RTA for registration of e-mail addresses. Eligible Members (holding shares either in electronic or physical form) who have not registered their e-mail addresses

are required to provide the same to the RTA, on or before 5:00 p.m. (IST) on Friday, February 16, 2024.

Process to be followed for one-time registration of e-mail address is as follows:

- Visit the link: https://tcpl.linkintime.co.in/EmailReg/Email_Register.html,
- Select the name of the Company from drop-down: Tata Communications Limited.
- Enter details in respective fields such as DP ID and Client ID (if shares held in electronic form) / Folio number and Certificate number (if shares held in physical form), Shareholder name, PAN, mobile number and e-mail address.
- System will send a One Time Password ('OTP') on mobile number and e-mail address.
- Enter OTP received on mobile number and e-mail address and submit.

After successful submission of the e-mail address, NSDL will e-mail a copy of this Notice along with the e-Voting User ID and Password. If you are an individual shareholder holding securities in demat mode, you are requested to refer to the login method explained below i.e., Login method for e-voting for individual shareholders holding securities in demat mode. In case of any queries, Members may write to evoting@nsdl.co.in.

ii. Registration of e-mail address permanently with Company / Depository Participants (DPs):

Members are requested to register their e-mail address with their concerned DPs, in respect of

electronic holding and with the Company's RTA in respect of physical holding, by submitting Form ISR at kyc@tcplindia.co.in. Please visit <https://www.tatacommunications.com/investors/shares/> to download the form and know more about the registration process. Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated / updated with their DPs / RTA to enable servicing of notices / documents / Annual Reports and other communications electronically to their e-mail address in future.

- Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

- The instructions for Members for remote e-Voting are as below.

The way to vote electronically on NSDL e-Voting system consists of 'Two Steps', which are mentioned herewith:

Step 1: Access to NSDL e-Voting system

A. Log-in method for Individual shareholders holding securities in demat mode is given below:

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 DPs. 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	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.

Type of shareholders	Login Method
	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 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. d. Shareholders / Members can also download the NSDL Mobile App “NSDL Speede” by scanning the QR code mentioned below for a seamless voting experience. NSDL Mobile App is available on  App Store   Google Play 
Individual shareholders holding securities in demat mode with CDSL	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. 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. 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. 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. 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.
Individual shareholders (holding securities in demat mode) logging in through their DPs	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.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot User ID and Forgot Password option available at abovementioned 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 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 127602 then User ID is 127602001***

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 on NSDL e-Voting system.**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
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 also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the 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.

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.

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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.nsd.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.nsd.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.

Registered Office:

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CIN: L64200MH1986PLC039266

Email address: investor.relations@tatacommunications.com

Website: www.tatacommunications.com

By Order of the Board of Directors

Zubin Adil Patel

Company Secretary

ACS-30277

Mumbai, January 24, 2024

Explanatory Statement

Pursuant to Sections 102(1) and 110 of the Companies Act, 2013 ('Act') and Listing Regulations, the following Explanatory Statement sets out material facts relating to business mentioned under Item No. 1 of the accompanying Notice.

In respect of Item No. 1

The Securities and Exchange Board of India ('SEBI') vide its notification no. SEBI/LAD-NRO/GN/2023/119 dated February 2, 2023, ('Amendment Notification') amended the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 ('SEBI NCS Regulation') thereby mandating that the Articles of Association ('AOA') of an issuer of debt securities shall contain a clause authorising the Board of Directors of such issuer company to appoint a person nominated by the debenture trustee(s) in terms of Regulation 15(1)(e) of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 as a Director on its Board.

The right to appoint a nominee director shall be exercised by the debenture trustee(s) only in the event of default as per Regulation 15(1)(e) of the SEBI (Debenture Trustees) Regulations, 1993, as provided below:

1. Two consecutive defaults in payment of interest to the debenture holders; or
2. Default in creation of security for debentures; or
3. Default in redemption of debentures.

The Amendment Notification requires companies having listed debt securities or new issuers of debt securities to amend their AOA to comply with the requisite provisions.

On August 29, 2023, the Company issued and allotted 1,75,000 Unsecured, Redeemable Non-Convertible Debentures ('NCDs') of face value ₹1,00,000/- each aggregating to ₹1,750 crores for a tenor of 3 years, to

identified investors on private placement basis. The NCDs were then listed on the Wholesale Debt Market Segment of the National Stock Exchange of India Limited with effect from August 31, 2023 and IDBI Trusteeship Services Limited has been appointed as the debenture trustee for the issuance. The Company is in compliance with the terms of the NCDs and there has been no default requiring the debenture trustee to enforce appointment of a nominee director on the Company's Board.

To ensure compliance with the above Amendment Notification, the current proposal to alter the AOA of the Company by inserting new Article 66 (M) after existing Article 66 (L) as mentioned in Item No. 1 to the Notice is being placed for approval of the Members.

In terms of Sections 5, 14 and other applicable provisions of the Companies Act, 2013, consent of the Members by way of Special Resolution is required to approve the amendment in the AOA of Company.

A copy of the AOA of the Company with the proposed alteration is available for inspection at the registered office / corporate office of the Company on any working day during business hours.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 1 of this Notice.

The Board of Directors recommends the Special Resolution set out at Item No. 1 of this Notice for approval of the Members.

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Mumbai, January 24, 2024