

# Notice

NOTICE is hereby given that the 40<sup>th</sup> Annual General Meeting of Tata Communications Limited ('Company') will be held at 11:00 a.m. (IST) on Thursday, July 9, 2026, 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, 2026 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, 2026 together with the Report of the Auditors thereon.

### 3. Declaration of Dividend

To declare a dividend on equity shares of the Company for the financial year ended March 31, 2026.

### 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 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Company hereby ratifies the remuneration of ₹6.60 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, on the recommendation of the Audit Committee, 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 2026-27."

**"RESOLVED FURTHER THAT** the Board of Directors (which term shall be deemed to include any committee of the

Board constituted to exercise its powers, including the powers conferred by this Resolution) and the Company Secretary of the Company, be and are hereby severally authorised to do such acts, deeds and things as may be required and take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

### 6. Appointment of Mr. Ganapathi S. Lakshminarayanan (DIN: 01828104) as a Director and as Managing Director and Chief Executive Officer of the Company

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

**"RESOLVED THAT** Mr. Ganapathi S. Lakshminarayanan (DIN: 01828104), who was appointed as an Additional Director of the Company with effect from May 20, 2026 by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee and in respect of whom the Company has received a notice in writing under Section 160(1) of the Companies Act, 2013 ('Act') from a Member proposing his candidature for the office of Director, and who is eligible for appointment as a Director and who has consented to act as a Director of the Company, be and is hereby appointed as a Director of the Company."

**"RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Act, read with Schedule V to the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17(1C) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and in accordance with Articles of Association of the Company, and subject to such other approvals, if any, consent of the Company be and is hereby accorded for the appointment and terms and conditions of appointment including remuneration of Mr. Ganapathi S. Lakshminarayanan (DIN: 01828104) as Managing Director and Chief Executive Officer of the Company for a period of five years commencing from May 20, 2026 to May 19, 2031 (both days inclusive), not liable to retire by rotation, as recommended by Nomination and Remuneration Committee and approved by the Board of Directors, on the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment), with liberty to the Board of Directors to alter and vary the terms and conditions of the

said appointment as it may deem fit and in such manner as may be agreed to between the Board of Directors and Mr. Lakshminarayanan.”

**“RESOLVED FURTHER THAT** the Board of Directors (which term shall be deemed to include any committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) and the Company Secretary of the Company, be and are hereby severally authorised to do such acts, deeds and things as may be required and take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

By Order of the Board of Directors

**Zubin Adil Patel**  
Company Secretary  
ACS-30277  
Mumbai, May 20, 2026

**Registered Office:**  
VSB, Mahatma Gandhi Road,  
Fort, Mumbai - 400 001.  
CIN: L64200MH1986PLC039266  
E-mail address: [investor.relations@tatacommunications.com](mailto:investor.relations@tatacommunications.com)  
Website: [www.tatacommunications.com](http://www.tatacommunications.com)

## NOTES:

1. Pursuant to General Circulars issued by the Ministry of Corporate Affairs (‘MCA’) dated April 8, 2020, April 13, 2020, May 5, 2020, and subsequent circulars issued in this regard, the latest being circular dated September 22, 2025 (collectively referred to as ‘MCA Circulars’), the Company is convening the 40<sup>th</sup> Annual General Meeting (‘AGM’ / ‘Meeting’) through Video Conferencing (‘VC’) / Other Audio Visual Means (‘OAVM’), without the physical presence of the Members at a common venue.

In compliance with the applicable provisions of the Companies Act, 2013 (‘Act’), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) and MCA Circulars, the 40<sup>th</sup> AGM of the Company is being held through VC/OAVM on Thursday, July 9, 2026 at 11:00 a.m. (IST). The deemed venue for the 40<sup>th</sup> AGM will be the Company’s Registered Office at Tata Communications Limited, VSB, Mahatma Gandhi Road, Fort, Mumbai - 400001.

2. Members can join the AGM through VC/OAVM mode 30 minutes before the scheduled time of commencement of the Meeting by following the procedure mentioned in this Notice. Members will be able to view the proceedings on National Securities Depository Limited’s (‘NSDL’) e-Voting website at <https://www.evoting.nsdl.com/>.
3. Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. 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.
5. **PURSUANT TO THE PROVISIONS OF THE ACT AND THE SEBI LISTING REGULATIONS, 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, 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.**

6. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item Nos. 5 and 6 of the Notice is annexed hereto as **Annexure-A**. The relevant details, pursuant to Regulations 36(3) of the SEBI Listing Regulations and Secretarial Standard 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 as **Annexure-B**. Requisite declarations have been received from the Director(s) seeking appointment / re-appointment.
7. The Notice of the AGM along with the Integrated Annual Report for FY 2025-26 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. A letter providing the web-link, including the exact path, where complete details of the Integrated Annual Report are available, is being sent to those Members who have not registered their e-mail addresses. Members may note that the Notice and Integrated Annual Report FY 2025-26 will also be available on the Company’s website at [www.tatacommunications.com](http://www.tatacommunications.com); websites of the Stock Exchanges i.e., BSE Limited (‘BSE’) and National Stock Exchange of India Limited (‘NSE’) at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively, and on the website of National Securities Depository Limited (‘NSDL’) at <https://www.evoting.nsdl.com>.

## 8. Process for registering e-mail addresses

- i. **Temporary registration to receive AGM Notice along with the Integrated Annual Report for FY 2025-26:**

The Company has made special arrangements with its Registrar & Share Transfer Agent (‘RTA’), MUFG Intime India Private Limited (‘MUFG’), for registration of e-mail 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 e-mail addresses are not registered with the Company / Depositories are required to provide the same to MUFG on or before 5:00 p.m. IST on Thursday, July 2, 2026.

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

- a. Visit the link [https://web.in.mpms.mufg.com/EmailReg/Email\\_Register.html](https://web.in.mpms.mufg.com/EmailReg/Email_Register.html)
- b. Select the company name viz., Tata Communications Limited.
- c. 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.
- d. Enter mobile number and e-mail address and click on Continue button.
- e. The system will send an OTP on your mobile number and e-mail address.
- f. Upload:
  - i. Self-attested copy of PAN card; and
  - ii. Address proof viz., Aadhar Card, passport or front and back side of share certificate in case of physical folio.
- g. Enter the OTP received on your mobile number and e-mail address.
- h. The system will then confirm the e-mail address for receiving this AGM Notice.

After successful submission of the e-mail address, NSDL will e-mail a copy of this AGM Notice and Integrated Annual Report for FY 2025-26 along with the e-Voting User ID and password. In case of any queries, Members may write to [investor.helpdesk@in.mpms.mufg.com](mailto:investor.helpdesk@in.mpms.mufg.com) or [evoting@nsdl.com](mailto:evoting@nsdl.com).

#### ii. Registration of e-mail address permanently with Company / RTA or Depository Participant ('DP')

- **For shares held in electronic form:** Members are requested to register their e-mail address with the concerned DPs.
- **For Shares held in physical form:** Members are requested to submit Form ISR-1, duly filled and signed by the holders, to the Company / RTA.

Members who have already registered their e-mail address are requested to keep their e-mail address validated / updated with the Company / RTA or their DPs to enable servicing of notices / documents / Annual Reports and other communications electronically to their e-mail address in future.

#### 9. Attendance and voting by Authorised Representative

Institutional shareholders / corporate shareholders (i.e. other than individuals, HUF, NRI, etc.) 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/OAVM or to vote through remote e-Voting are requested to send a scanned copy (PDF/ JPG Format) of the relevant Board Resolution / Power of Attorney / Authority Letter, etc., granting such authority, to the Scrutinizer by e-mail at [ucshukla.cs@gmail.com](mailto:ucshukla.cs@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders / corporate 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.

#### 10. Book Closure, Record Date and Dividend:

The Board of Directors at its meeting held on April 22, 2026 has recommended a final dividend of ₹17.50/- per equity share of ₹10/- each (i.e., 175%). The Company has fixed Friday, June 19, 2026 as the 'Record Date' for determining entitlement of Members to final dividend for the financial year ended March 31, 2026, if approved at the AGM. The Register of Members and the Share Transfer Books of the Company will be closed from Saturday, June 20, 2026 till Tuesday, June 23, 2026, both days inclusive. Final dividend, if approved at the AGM, will be paid subject to tax deduction at source on or after Friday, July 10, 2026 as under:

- a. to all Beneficial Owners in respect of shares held in electronic form as per the data made available by the NSDL and Central Depository Services (India) Limited ('CDSL') as of close of business hours on Friday, June 19, 2026; 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 RTA as of close of business hours on Friday, June 19, 2026.

#### 11. Mandatory Electronic Payment of Dividend

SEBI, vide its circular dated November 17, 2023 read with SEBI Master Circular dated February 6, 2026, has mandated that dividend to shareholders holding shares in physical form shall be paid only through electronic mode. Such payment shall be made only if the folio is KYC compliant i.e., Permanent Account Number ('PAN'), contact information, mobile number, complete bank details and specimen signatures are registered. In case of non-updation of any of these details in respect of physical folios, dividend shall be paid only upon furnishing of all the aforesaid details in entirety.

In order to receive the dividend in a timely manner, Members holding shares in physical form should be KYC compliant. Members who have not submitted their KYC documents are requested to send these documents latest by Friday, June 19, 2026 to the RTA.

The Company, through the RTA, has sent individual letters, along with the relevant forms, to the holders of physical

securities with incomplete KYC details requesting them to furnish / update their KYC details at the earliest. Members can submit the necessary forms along with the necessary documentary evidence to the RTA in following manner:

- Self-attested hard copies addressed to the registered office of the RTA;
- ‘In Person Verification’ (‘IPV’): the authorised person of the RTA shall verify the original documents furnished by the Member and retain copy(ies) with IPV stamping with date and initials;

- Service portal of the RTA at <https://web.in.mpms.mufg.com/KYC/index.html> or by sending soft copies at [kyc1@in.mpms.mufg.com](mailto:kyc1@in.mpms.mufg.com).

Members can also reach out to the Company at [investor.relations@tatacommunications.com](mailto:investor.relations@tatacommunications.com) for any queries / assistance on the same.

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 and the Company will not entertain any direct request from such Members for change / addition / deletion in such bank details. Accordingly, Members holding shares in demat form are requested to update their Electronic Bank Mandate with their respective DPs.

**12. Tax deducted at Source (‘TDS’) on Dividend**

Pursuant to the Income Tax Act, 2025 (‘IT Act’), dividend income is taxable in the hands of the Members and the Company is required to deduct TDS from dividend paid to the Members at rates prescribed in the 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, valid PAN linked to Aadhar, Category as per the IT Act with their DPs or in case shares are held in physical form, with the Company / RTA by sending the documents by Saturday, June 20, 2026 to enable the Company to determine the appropriate TDS / withholding tax rate applicable, verify the documents and provide exemption, as needed.

Category of Shareholder	Document(s) to be submitted
Resident individual shareholders with PAN* and whose income does not exceed maximum amount not chargeable to tax or who is not liable to pay income tax	i. Form 121 (erstwhile Form No. 15G or Form No. 15H)
Non-resident shareholders [including Foreign Portfolio Investors (‘FPIs’)] who can avail beneficial rates under tax treaty between India and their country of tax residence	ii. No Permanent Establishment Declaration iii. Beneficial Ownership Declaration iv. Tax Residency Certificate v. Copy of electronically filed Form 41 (erstwhile Form 10F) vi. Any other document which may be required

\*Pursuant to Section 397 of the Income Tax Act, 2025 if PAN is incorrect/invalid/inoperative/not linked to Aadhar then tax will be deducted at higher rates and credit of TDS may not be available.

For the detailed process please visit the website of the Company at <https://www.tatacommunications.com/investors/> and also refer to the e-mail sent to the Members in this regard. Members are requested to submit the latest forms to avail exemption of TDS. The erstwhile forms shall not be accepted for this purpose.

**13. Unclaimed Dividends and Investor Education and Protection Fund (‘IEPF’)**

Members are requested to note that dividends, if not encashed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the IEPF. Shares in respect of which dividends have been unclaimed for a period of 7 consecutive years are 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 making an application to the IEPF Authority, after receiving entitlement letter

from the Company, in Form IEPF-5 available at [www.iepf.gov.in](http://www.iepf.gov.in) and the website of the Company at <https://www.tatacommunications.com/investors/shares/>. For further details, please refer to Corporate Governance Report which is a part of this Integrated Annual Report.

**14. Nomination facility**

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 Nomination facility, then they may submit a

request in Form ISR-3. These forms can be downloaded from the website of MUFG at <https://web.in.mpms.mufg.com/KYC-downloads.html> or from the website of the Company at [www.tatacommunications.com/investors/shares/](http://www.tatacommunications.com/investors/shares/). Members are requested to submit the relevant form to their DPs in case shares are held in electronic form, and to MUFG, in case shares are held in physical form, either by raising a request at <https://web.in.mpms.mufg.com/KYC/index.html>, or by sending physical copies by post / delivery to any of the offices of MUFG, or e-mailing scanned copies to [kyc1@in.mpms.mufg.com](mailto:kyc1@in.mpms.mufg.com), quoting their folio number.

### 15. Members to intimate change in their details

Members are requested to register and intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, PAN, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc.:

- a. **For shares held in electronic form:** to their respective DPs.
- b. **For shares held in physical form:** to the Company / RTA by submitting duly filled form along with supporting documents. The Forms are available on the website of the Company at <https://www.tatacommunications.com/investors/shares> and the RTA at <https://web.in.mpms.mufg.com/KYC-downloads.html>.

To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company / RTA of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DPs and holdings should be verified from time to time.

### 16. Consolidation of Share Certificates

Members holding more than one physical folios in identical order of names are requested to submit Form ISR-4 along with requisite KYC documents and share certificates to the Company / RTA for consolidation of holdings in one folio. The consolidated shares will be issued in dematerialised form only.

### 17. Dematerialisation of Shares

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 RTA at [investor.helpdesk@in.mpms.mufg.com](mailto:investor.helpdesk@in.mpms.mufg.com) for assistance in this regard.

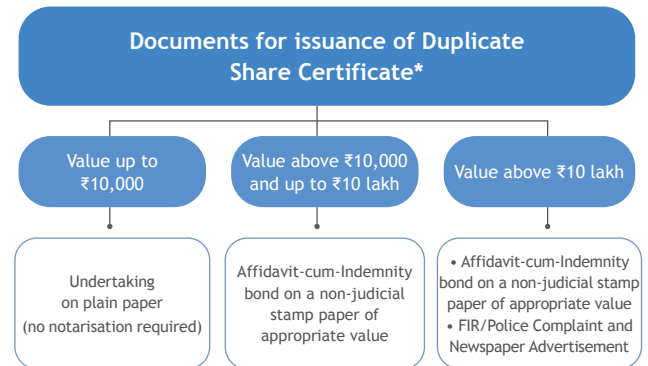
Attention of Members is also drawn to the SEBI circular dated January 25, 2022 mandating all listed entities to issue securities in dematerialised form only while

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. Accordingly, Members are requested 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 RTA.

With effect from April 2, 2026, SEBI has dispensed with the requirement of issuance of a Letter of Confirmation by the Company / RTA while processing service requests. Accordingly, securities will be credited directly to the Member's demat account upon submission of valid demat account details along with the latest Client Master List.

### 18. Simplification of procedure for Issuance of Duplicate Share Certificate

SEBI vide Master Circular dated February 6, 2026 has simplified the process and reduced the documentation requirements for issuance of duplicate share certificate. Duplicate Shares will be issued only in dematerialised form.



\*Please refer to the website of RTA at <https://web.in.mpms.mufg.com/faq.html> for the requirement of other relevant documents.

### 19. Special window for lodgement of physical share transfer requests

SEBI has allowed opening of a special window till February 4, 2027 to facilitate transfer and dematerialisation of physical shares which were sold / purchased prior to April 1, 2019. The special window is also available for such transfer requests which were submitted earlier and were rejected / returned / not attended to due to deficiency in the documents / process or otherwise.

Transfers would be approved if all the requisite documents are in place. Transferred securities under this window will be credited only in dematerialised form and will carry a one year lock-in period from the date of transfer registration. Members can contact the Company or the RTA, for assistance in this regard.

The Company has communicated the opening of this special window through newspaper advertisements which are available at Company's website at <https://www.tatacommunications.com/investors/shares>.

## 20. Dispute Resolution:

SEBI has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market.

Upon exhausting the option to resolve their grievances with the RTA / Company directly and through existing SCORES platform, investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>). This portal can also be accessed through the Company's website <https://www.tatacommunications.com/investors/shares/>.

## 21. Inspection of Documents and Member Queries

The 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, and relevant documents referred to in this Notice will be available electronically for inspection by the Members before as well as during the AGM. Members seeking inspection of such documents can send an e-mail to [investor.relations@tatacommunications.com](mailto:investor.relations@tatacommunications.com).

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 **Wednesday, July 1, 2026 before 5:00 p.m. (IST)** through e-mail on [investor.relations@tatacommunications.com](mailto:investor.relations@tatacommunications.com) mentioning their DP ID and Client ID / Physical Folio Number. These will be replied to by the Company suitably.

## 22. Instructions for e-voting and joining the AGM

### A. Voting through Electronic Means

- i. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI Listing Regulations, as amended, read with applicable SEBI and MCA Circulars, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice.
- ii. **The remote e-Voting period commences on Sunday, July 5, 2026 (9:00 a.m. IST) and ends on Wednesday, July 8, 2026 (5:00 p.m. IST).** During this period, Members holding shares either in physical form or in electronic form as on **Thursday, July 2, 2026 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 vote again.

- iii. Members have the option to cast their vote on any of the resolutions using the remote e-voting facility, either during the aforesaid period or e-voting facility during the AGM. Members attending the AGM through VC / OAVM, who 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. Members who have cast their vote through remote e-Voting prior to the AGM may participate at the AGM but shall not be entitled to cast their vote again on the resolutions for which they have already cast their vote.
- iv. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date.
- v. The Board of Directors has appointed Mr. Upendra C. Shukla (Membership No. FCS 2727) of M/s Upendra Shukla & 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.
- vi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending the Notice along with the Integrated Annual Report and holding shares as of the cut-off date, may obtain the User ID and Password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com). However, if Member is already registered with NSDL for remote e-voting then the Member can use their existing User ID and Password for casting the vote.

Individual shareholders holding securities in dematerialised form and who acquire shares and become a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned under "Login method for remote e-voting and joining virtual meeting for individual shareholders holding securities in dematerialised form".

The way to vote electronically on NSDL e-voting system consists of "Two Steps" as mentioned below:

**Step 1: Login for e-voting system;**

**Step 2: Casting of votes for Resolutions.**





For ease of understanding, the Members may refer the chart for e-voting and joining the virtual AGM as provided in **Annexure-C** which forms part of this Notice.

**Details on Step 1 are mentioned below:**

**I. Login method for remote e-voting for Individual shareholders holding securities in dematerialised mode**

Pursuant to SEBI circular dated December 9, 2020 on “e-voting facility provided by Listed Companies”, e-voting process has been enabled for all the individual dematerialised account holders, by way of single login credential, through their dematerialised accounts/websites of Depositories/ DPs to increase the efficiency of the voting process. Individual dematerialised account holders would be able to cast their vote without having to register again with the e-voting service provider thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail address with their DPs to access e-voting facility.

Login method for Individual shareholders holding securities in dematerialised mode is given below:

Type of shareholders	Login Method
Individual shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="443 650 1489 872">1. For OTP based login users can click on <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Users will have to enter their 8-digit DP ID, 8-digit Client ID, PAN, verification code and generate OTP. Enter the OTP received on registered e-mail ID/mobile number and click on login. After successful authentication, users will be redirected to NSDL Depository site wherein users 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 voting during the meeting.</li> <li data-bbox="443 913 1489 1197">2. Existing <b>IDEAS</b> user can visit the e-Services website of NSDL viz., <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a personal computer or on a mobile device. On the e-Services home page click on the <b>“Beneficial Owner”</b> icon under <b>“Login”</b> which is available under <b>‘IDEAS’</b> 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 <b>“Access to e-Voting”</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e., NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the Meeting.</li> <li data-bbox="443 1210 1489 1301">3. If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select <b>“Register Online for IDEAS Portal”</b> or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li data-bbox="443 1313 1489 1597">4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a personal computer or on a mobile device. Once the home page of e-Voting system is launched, click on the icon <b>“Login”</b> which is available under <b>‘Shareholder / Member’</b> section. A new screen will open. You will have to enter your User ID (i.e., your demat account number hold with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e., NSDL</b> 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 voting during the meeting.</li> <li data-bbox="443 1609 1489 1670">5. Shareholders / Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div data-bbox="501 1680 751 1831" style="text-align: center;"> <p>NSDL Mobile App is available on</p> <p>  App Store            Google Play         </p> <div style="display: flex; justify-content: space-around;">   </div> </div>

Type of shareholders	Login Method
Individual shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. 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, users are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon and New System Myeasi.</li> <li>2. 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.</li> <li>3. If the user is not registered for Easi / Easiest, an option to register is available at CDSL's website <a href="http://www.cdslindia.com">www.cdslindia.com</a> by clicking on login and New System Myeasi tab and then clicking on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN from the e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending an OTP on the registered mobile number and e-mail address as recorded in the demat account. After successful authentication, the user will be able to see the e-Voting options where e-Voting is in progress and will also be able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual shareholders (holding securities in demat mode) login through their depository participants	Members may also login using the login credentials of their demat account through their Depository Participant registered with NSDL / CDSL for e-Voting facility. Upon logging in, you will be able to see 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 joining virtual meeting and voting during the Meeting.

**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 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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at +91 22 - 4886 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**II. 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 your User ID, Password / OTP and a Verification Code as shown on the screen.
4. Alternatively, if you are registered for NSDL eservices i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.

5. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the Company For example, if folio number is 001*** and EVEN is 139518 then user ID is 139518001***

6. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - 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.
  - How to retrieve your 'initial password'?
    - If your e-mail address is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail address. Trace the e-mail sent to you from NSDL in your mailbox. Open the e-mail 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 Client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - If your e-mail address is not registered, please follow steps mentioned at Note No. 8 of this Notice.
- c) If you are still unable to get the password by above-mentioned two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number / folio number, PAN, name and registered address.
- d) Members can also use the OTP based login for casting votes on the e-Voting system of NSDL.
- After entering your password, tick on Agree to "Terms and Conditions".
  - Now, you will have to click on "Login" button.
  - After you click on the "Login" button, the e-Voting home page will open.
- Details on Step 2 are mentioned below:**
- How to cast your vote electronically and join AGM on NSDL e-Voting system?**
- 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.
  - Select "EVEN" of the Company, which is **139518**. To join the virtual meeting, you need to click on "VC / OAVM" link placed under "Join Meeting".
  - Now you are ready for e-Voting as the Voting page opens.
  - 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.
  - Upon confirmation, a message "Vote cast successfully" will be displayed.
  - You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
  - Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
7. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- 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](http://www.evoting.nsdl.com); or
  - Click on "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

**General Guidelines for Shareholders**

1. It is strongly recommended not to share your password with any other person and to 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 <https://www.evoting.nsdl.com> to reset the password.
2. In case of any queries related to e-voting, 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](http://www.evoting.nsdl.com). For any grievances connected with facility for e-voting, please contact Mr. Sagar S. Gudhate, Assistant Vice President - NSDL at E-mail: [evoting@nsdl.com](mailto:evoting@nsdl.com), phone: +91 22 4886 7000.
3. Members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring User ID and password for e-voting by providing demat account number/folio number, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar card).
4. The instructions for Members for e-voting on the day of the AGM are mentioned in Note No. 22 A.

**B. Instructions for Members for attending the AGM through VC/OAVM**

1. Members will be able to attend the AGM through VC/OAVM provided by NSDL at <https://www.evoting.nsdl.com> following the steps mentioned above for login to NSDL e-voting system. After successful login, you can see VC/OAVM link placed under “Join Meeting” menu against the Company name. You are requested to click on VC/OAVM link placed under “Join Meeting” menu.

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. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.

2. Facility of joining the AGM through VC/OAVM shall open 30 minutes before the time scheduled for the AGM.
3. Members who need assistance before or during the AGM may contact Mr. Sagar Gudhate, Assistant Vice President at [evoting@nsdl.com](mailto:evoting@nsdl.com) or call on +91 22 4886 7000.

**4. Registration as speaker shareholder**

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 e-mail address mentioning their name, DP ID and Client ID / folio number, PAN and mobile number at [investor.relations@tatacommunications.com](mailto:investor.relations@tatacommunications.com) between **Friday, June 26, 2026 (9:00 a.m. IST) and Friday, July 3, 2026 (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.

**Other Instructions**

1. The Scrutinizer shall, immediately after the conclusion of voting at the Meeting, unblock the votes cast through e-Voting (votes cast during the AGM and vote 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.
2. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website [www.tatacommunications.com](http://www.tatacommunications.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after declaration. The Company shall simultaneously forward the results to BSE and NSE, 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.

By Order of the Board of Directors

**Zubin Adil Patel**

Company Secretary

ACS-30277

Mumbai, May 20, 2026

**Registered Office:**

VSB, Mahatma Gandhi Road,

Fort, Mumbai - 400 001.

CIN: L64200MH1986PLC039266

E-mail address: [investor.relations@tatacommunications.com](mailto:investor.relations@tatacommunications.com)

Website: [www.tatacommunications.com](http://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 and 6 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, the Company is required to have its cost records audited by a Cost Accountant. 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 is required 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, 2027 at a remuneration of ₹6.60 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 payable to the Cost Auditor for the financial year ending March 31, 2027.

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 their respective relatives are concerned or interested in the Resolution at Item No. 5 of the accompanying Notice.

## In respect of Item No. 6

The Nomination and Remuneration Committee ('NRC'), at its meeting held on January 21, 2026, recommended to the Board, the name of Mr. Ganapathi S. Lakshminarayanan (DIN: 01828104) for appointment as Managing Director and Chief Executive Officer ('MD & CEO') of the Company. Based on the NRC's recommendation, the Board of Directors, at its meeting held on January 21, 2026, had appointed Mr. Ganapathi S. Lakshminarayanan as the MD & CEO - Designate, subject to receipt of necessary regulatory approval. Thereafter, in accordance with the terms of its TV uplinking license, the Company had applied to the Ministry of Information and Broadcasting ('MIB') for obtaining its permission for the said appointment.

Vide letter dated May 19, 2026, the Company received approval from MIB for appointment of Mr. Lakshminarayanan as MD & CEO. The Company has also received the necessary consent and declarations from Mr. Lakshminarayanan confirming his eligibility to be appointed as the MD & CEO.

The NRC, at its meeting held on May 20, 2026, in terms of Section 161 of the Act and applicable rules thereunder, recommended appointment of Mr. Lakshminarayanan as an Additional Director and as the MD & CEO of the Company.

Based on the aforementioned recommendation and approvals, the Board of Directors at its meeting held on May 20, 2026 approved the appointment of Mr. Ganapathi S. Lakshminarayanan (DIN: 01828104) as an Additional Director and as MD & CEO of the Company, to hold office for a term of five consecutive years with effect from May 20, 2026 up to May 19, 2031 (both days inclusive), subject to approval of the Members and other applicable regulatory approval from the Government of India and all other statutory authorities, if any.

The Company has received notice under section 160 of the Act proposing his candidature as Director of the Company. If appointed, Mr. Lakshminarayanan will act as MD & CEO, not liable to retire by rotation.

Key terms and conditions of appointment, including remuneration, forming part of the agreement with Mr. Lakshminarayanan for his appointment as MD & CEO are given below and the same may also be read and treated as disclosure in compliance with the requirements of the Act:

### A. Term and Termination:

1. Subject as hereinafter provided, the agreement shall remain in force up to a period of five years from the date of appointment or up to the age of 65 years whichever is earlier unless terminated earlier.
2. The agreement may be terminated earlier, without any cause, by either party by giving to the other party six months' notice of such termination or the Company paying six months' remuneration which shall be limited to provision of salary, benefits, perquisites, allowances and any pro-rated incentive remuneration (paid at the discretion of the Board), in lieu of such notice.

**B. Duties & Powers:**

The MD & CEO shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of one or more of its associated companies and / or subsidiaries, including performing duties as assigned to the MD & CEO from time to time by serving on the boards of such associated companies and / or subsidiaries or any other executive body or any committee of such a company.

**C. Proposed Remuneration**

Annual Fixed Compensation of ₹4,00,00,000 (Rupees Four Crore) per annum. The Fixed Compensation will comprise of following components:

**a. Basic Salary:** ₹11,66,667 (Rupees Eleven Lakh Sixty Six Thousand Six Hundred and Sixty Seven) per month - which is computed at 35% of Annual Fixed Compensation - with effect from the date of joining. Effective 2027, the annual increment payable will be due on 1<sup>st</sup> April each year and will be determined by the Board of Directors on the recommendation of the NRC, which will take into account the performance of the MD & CEO, the size of operations, performance of the Company and its subsidiaries/associates and other relevant factors.

**b. Benefits, Perquisites, Allowances:**

- Rent-free residential accommodation (furnished or otherwise) with the Company bearing the cost of repairs, maintenance, society charges and utilities (e.g., gas, electricity and water charges) for Company provided accommodation.

OR

House Rent Allowance in lieu (in case residential accommodation is not provided by the Company).

- Other perquisites and allowances with an option to choose from the components given below, subject to it being within the limits of the Annual Fixed Compensation:
  - Children’s Education & Hostel Expense;
  - Leave Travel Assistance;

- Special Allowance (SA): Any amount lying unallocated from the flexible allowance after distribution across the components specified above will be paid as Special Allowance.
- Company-provided car as per the Company’s Policy.
- Statutory Contributions to Provident Fund and Gratuity Fund as per the rules of the Company. For avoidance of doubt, it is clarified that notwithstanding anything contained in rules, the Company will not be required to make any contributions towards Superannuation Fund or Annuity Fund or any other retirement benefits.
- Hospitalisation, Telecommunication and other benefits as per Company’s policy.

It is clarified that the details mentioned under Hospitalisation, Telecommunication and other benefits shall not be included in computation of Annual Fixed Compensation.

The compensation structure set out is subject to revision to the extent required to comply with any amendment, notification, guideline, or directive issued under applicable laws or regulations by any competent authority. The Company reserves the right to modify the compensation structure solely to ensure continued statutory and regulatory compliance. Any such modification may result in changes to net take-home compensation and related tax implications.

**c. Incentive Remuneration in the form of:**

- **Performance Linked Bonus:** A target of ₹4,00,00,000 (Rupees Four Crore) will be delivered annually as performance bonus on the achievement of the Annual Operating Plan of the Company and specific Key Performance Indicators for the MD & CEO’s personal contributions. These parameters will be agreed with the MD & CEO, before the start of each financial year of the Company and finalised by the Board of the Company.
- **Long term incentive and employee stock units (‘RSUs’):** The target incentive under the Long term Incentive Plan (‘LTIP’ / ‘Plan’) in 2027 (covering FY 2027-28, FY 2028-29 and FY 2029-30) is intended to be ₹7,50,00,000 (Rupees Seven Crore

Fifty Lakhs). These incentives would be vested subject to the achievement of certain corporate performance criteria and such other parameters as may be considered appropriate from time to time by the Board / NRC. The target incentive under the LTIP / RSU Plan is subject to the overall ceilings stipulated in Section 197 of the Act and related rules. All unvested RSUs as on date of retirement shall remain outstanding and shall be eligible to vest on the vesting date based on actual achievement of the performance based vesting criteria prorated for the duration of employment until the date of retirement.

For the period from date of joining and up to March 31, 2027, the amount of Performance Linked Bonus and Long-Term Incentive will be pro-rated for the actual period worked.

**d. One-time Cash Compensation in the form of:**

- ₹2,00,00,000 (Rupees Two Crore) to be paid on completion of 6 months with the Company.
- ₹2,00,00,000 (Rupees Two Crore) on completion of 1 year with the Company.
- ₹2,50,00,000 (Rupees Two Crore Fifty Lakh) on completion of 2 years with the Company.
- ₹2,50,00,000 (Rupees Two Crore Fifty Lakh) on completion of 3 years with the Company.

In the event the MD & CEO voluntarily gives a notice of termination of the agreement within 12 months of receiving the respective amounts in point (d) above, the MD & CEO will have to pay the respective amounts paid to him (pre-tax) back to the Company.

**e. Minimum Remuneration:** Notwithstanding anything to the contrary herein contained, where, in any financial year during the currency of the tenure of the MD & CEO, the Company has no profits or its profits are inadequate, the Company will pay the MD & CEO remuneration by way of salary, benefits, perquisites and allowances, bonus / performance linked incentive, long term incentive plan and / or commission as approved by the Board and shareholders, as applicable.

**f. Insurance:** The Company shall keep and maintain the following insurance policies as per Company's rules and policy:

- i. Directors and Officers Liability Insurance Policies;
- ii. Accident Insurance Policy;
- iii. Life Insurance Policy.

**D. Other Terms of Appointment:**

1. Variation:

The terms and conditions of the appointment of the MD & CEO and / or the agreement may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the MD & CEO, subject to such approvals as may be required.

2. Selling Agency:

The MD & CEO, so long as he functions as such, undertakes not to become interested or otherwise concerned, directly or through his spouse and / or children, in any selling agency of the Company.

3. Tata Code of Conduct:

The provisions of the Tata Code of Conduct shall be deemed to have been incorporated into the agreement by reference. The MD & CEO shall during his term, abide by the provisions of the Tata Code of Conduct in spirit and in letter and commit to assure its implementation.

4. Personnel Policies:

All personnel policies of the Company and the related rules which are applicable to other employees of the Company shall also be applicable to the MD & CEO, unless specifically provided otherwise.

5. Summary termination of employment:

The employment of the MD & CEO may be terminated by the Company without notice or payment in lieu of notice:

- a. if the MD & CEO is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company to which he is required by the agreement to render services; or

- b. in the event of any serious or repeated or continuing breach (after prior warning) or non-observance by the MD & CEO of any of the stipulations contained in the agreement; or
  - c. in the event the Board expresses its loss of confidence in the MD & CEO.
6. Termination due to physical/ mental incapacity:
- In the event the MD & CEO is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.
7. Resignation from directorships:
- Upon the termination by whatever means of his employment under the agreement:
- a. the MD & CEO shall immediately cease to hold offices held by him in any holding company, subsidiaries or associate companies by virtue of Section 167 (1)(h) of the Act, without claim for compensation for loss of office by virtue of Section 167 (1)(h) of the Act and shall resign as trustee of any trusts connected with the Company.
  - b. the MD & CEO shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of the subsidiaries and associated companies.
8. Appointment co-terminus with employment / directorship:
- If and when the agreement expires or is terminated for any reason whatsoever, Mr. Lakshminarayanan will cease to be the MD & CEO and also cease to be a Director of the Company. If at any time, the MD & CEO ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the MD & CEO and the agreement shall forthwith terminate. If at any time, the MD & CEO ceases to be in the employment of the Company for any reason whatsoever, he shall cease to be a Director and MD & CEO of the Company.
9. Other Directorships:
- The MD & CEO covenants with the Company that he will not during the continuance of his employment with the Company accept any other directorships in any company or body corporate without the prior written consent of the Board.

**E. Other Information:**

1. Pursuant to the provisions of Section 203 of the Act, the Board at its meeting held on May 20, 2026 approved the appointment of Mr. Lakshminarayanan as the MD & CEO of Novamesh Limited, a wholly-owned subsidiary of the Company, subject to the approval of the Board of Directors of Novamesh Limited. The Company will pay the afore-mentioned remuneration to Mr. Lakshminarayanan for serving as the MD & CEO of both the companies in terms of Section 197 of the Act.
2. The proposed remuneration of MD & CEO is in line with the nature of industry, size of company, responsibilities entrusted and peer remuneration.

After considering all aforesaid factors, the Board has recommended the remuneration specified in Item No. 6 of the Notice.

The terms and conditions of appointment of the MD & CEO also *inter alia* include clauses pertaining to taxes and deductions, protection and use of intellectual properties, maintenance of confidentiality, non-competition and non-solicitation. Members who wish to inspect the agreement between the Company and MD & CEO, setting out the terms and conditions of his appointment may write to the Company Secretary at [investor.relations@tatacommunications.com](mailto:investor.relations@tatacommunications.com).

Requisite details and information pursuant to the provisions of (i) SEBI Listing Regulations; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the Annexure to the Notice.

None of the Directors or Key Managerial Personnel ('KMP') or their respective relatives except Mr. Lakshminarayanan, to whom the resolution relates, is concerned or interested in the Resolution at Item No. 6 of the Notice. Mr. Lakshminarayanan is not related to any Director or KMP of the Company.

Mr. Lakshminarayanan is not disqualified from being appointed as a Director in terms of Section 164 of the Act read with Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and has not been debarred or disqualified from being appointed or continuing as Director of a company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other statutory authority.

In compliance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Act, read with Schedule V to the Act, and Regulation 17(1C) of the SEBI Listing Regulations, approval of the Members is sought for the appointment and terms and conditions of appointment, including remuneration, of Mr. Lakshminarayanan as the MD & CEO of the Company as set out above. The above may be treated as a written memorandum setting out the terms of appointment of Mr. Lakshminarayanan under section 190 of the Act.

The Board recommends the Ordinary Resolution set forth in Item No. 6 of the accompanying Notice for the approval of the Members of the Company.

Brief profile of Mr. Ganapathi S. Lakshminarayanan is given below:

Mr. Ganapathi S. Lakshminarayanan ('Ganesh') has more than 30 years of international management experience, working with multinational corporations, B2B startups, and Indian enterprises. As the MD, Group Vice President for ServiceNow - India and SAARC, he was responsible for driving market growth for ServiceNow. Before joining ServiceNow, Ganesh was the CEO of Airtel Business in India and prior to that the CEO of Airtel's Enterprise Business unit. Academically, Ganesh has earned an MBA with high distinction from the Ross School of Business at the University of Michigan, Ann Arbor. Additionally, he holds a BS in Computer Science and Engineering, graduating as a gold medalist from Guindy Engineering College in Chennai, India.

Ganesh has been elected twice to the NASSCOM executive council and served on the FICCI council. Additionally, he is a founding member of Social Venture Partners Bengaluru.

By Order of the Board of Directors

**Zubin Adil Patel**

Company Secretary

ACS-30277

Mumbai, May 20, 2026

**Registered Office:**

VSB, Mahatma Gandhi Road,

Fort, Mumbai - 400 001.

CIN: L64200MH1986PLC039266

E-mail address: [investor.relations@tatacommunications.com](mailto:investor.relations@tatacommunications.com)

Website: [www.tatacommunications.com](http://www.tatacommunications.com)

**Details of Directors seeking appointment / re-appointment at the 40<sup>th</sup> Annual General Meeting**
**[Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meetings]**

<b>Name</b>	<b>Mr. N. Ganapathy Subramaniam</b>	<b>Mr. Ganapathi S. Lakshminarayanan</b>
Designation	Chairman Non-Executive, Non-Independent Director	Managing Director and Chief Executive Officer
Date of Birth	May 20, 1959	May 31, 1968
Age	67	58
DIN	07006215	01828104
Date of First Appointment	December 2, 2021	May 20, 2026
Qualifications	Masters Degree in Mathematics	Masters Degree in Business Administration and Bachelor's Degree in Computer Science and Engineering
Expertise/experience in specific functional area	Information Technology	Telecom and Information Technology
No. of meetings of the Board attended during the year	8 (Eight)	NA
Directorships held in other companies (excluding foreign companies)	<ul style="list-style-type: none"> <li>• Tata Elxsi Limited</li> <li>• Tejas Networks Limited</li> <li>• TCS Foundation</li> </ul>	-
Memberships /Chairmanships of committees in other companies (only statutory committees under Companies Act, 2013 or SEBI Listing Regulations)	<b>Tata Elxsi Limited</b> <ul style="list-style-type: none"> <li>• Nomination and Remuneration Committee (Member)</li> <li>• Executive Committee (Chairman)</li> <li>• Risk Management Committee (Member)</li> <li>• Stakeholder Relationship Committee (Chairman)</li> </ul> <b>Tejas Networks Limited</b> <ul style="list-style-type: none"> <li>• Nomination and Remuneration Committee (Member)</li> </ul>	-
Shareholding in Tata Communications Limited (including shareholding as a beneficial owner)	Nil	Nil
Names of listed entities (excluding foreign companies) resigned in last 3 years	Tata Consultancy Services Limited (superannuated)	NA
Relationship with other Directors, Manager and other Key Managerial Personnel	None	None
Terms and Conditions of appointment / re-appointment	Re-appointment in terms of Section 152(6) of the Companies Act, 2013.	Appointment as a Director and as Managing Director and Chief Executive Officer of the Company for a period of five years commencing from May 20, 2026 to May 19, 2031 (both days inclusive). For further details please refer to the Notice and Explanatory Statement.
Details of remuneration last drawn	Please refer to the Report on Corporate Governance.	NA
Details of remuneration sought to be paid	Mr. N.G. Subramaniam shall be paid a fee for attending meetings of the Board or Committees thereof and reimbursement of expenses for participating in the Board and other meetings. Please refer to the Report on Corporate Governance for details.	Please refer to the Explanatory Statement for details.
Skills and capabilities required for the role and manner in which the proposed person meets such requirements	Please refer to the Report on Corporate Governance for details.	Please refer to the brief profile of Mr. Ganapathi S. Lakshminarayanan.

**Steps for e-voting joining the AGM through VC/OAVM for individual shareholder holding securities in Dematerialized mode**



Download NSDL Mobile App "NSDL Speede" by scanning QR Code

## Steps for e-voting and joining the AGM through VC/OAVM for other than Individual Shareholders and Shareholders holding securities in physical mode

**Step 1: Login for e-voting system**

A) Voting through e-voting website of NSDL

1. Visit website - <https://www.evoting.nsdl.com/>
2. Click on "Login" under "Shareholder/ Member" section
3. Enter User ID\*
4. Enter Password/OTP and verification code.
  - a. For registered user - Use existing password
  - b. For first time user - Retrieve "Initial password"
5. Then tick on "Agree to Terms and Conditions"
6. Click on "Login" and home page of e-voting will open. Click on "e-voting" then follow the process given under "**Steps to cast vote for Resolutions**"

B) Voting through NSDL IDEAS for registered user

1. Visit website <https://eservices.nsdl.com/>
2. Login with your existing NSDL IDEAS login credentials.

**User ID\***

**NSDL**  
Enter user ID -8 character DP ID (eg. I123456) and 8 digit Client ID (eg. 12345678).

**GDSL**  
Enter user ID -8 digit DP ID (eg. 12345678) and 8 digit Client ID (eg. 12345678)

**Shares held in physical form**  
Enter EVEN followed by folio no. (eg.: if EVEN is 139518 and folio no. is 001\*\*\* then User ID is 139518001\*\*\*)

**Step 2: e-voting for Resolutions**

## Steps to cast vote for Resolutions

1. Select e-voting event no. (EVEN) **139518** of **Tata Communications Limited** i.e., to cast your vote during remote e-voting period and during the AGM.
2. Cast your vote by selecting appropriate options i.e., 'For' or 'Against'. Verify or modify the number of shares for which you wish to cast your vote.
3. Click on "Submit" and "Confirm" when prompted. Print option is available on the confirmation page.
4. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
5. The message "Vote cast successfully" will be displayed and SMS confirmation will be received on your registered mobile no.

To join the AGM virtually, click on "VC/OAVM" link under "Join Meeting".

## General guidelines for Shareholders

1. Do not share your password with anyone. Keep it confidential.
2. Login to e-voting website will be disabled upon five unsuccessful attempts if incorrect password entered.
3. In such an event, reset the password by following option 2 under "**How to retrieve initial password?**"
4. To retrieve User ID/Password for e-voting send request to [evoting@nsdl.com](mailto:evoting@nsdl.com) by providing demat account no./Folio no., client master or copy of Consolidated Account statement, self-attested scanned copy of PAN card and Aadhaar Card.
5. For queries relating to e-voting:
  - Refer Frequently Asked Questions ("FAQs") on NSDL website or, <https://www.evoting.nsdl.com> or,
  - Call on +91 22 48867000 or send the request to **Mr. Sagar S. Gudhate, Assistant Vice President**, NSDL, BKC-T301, 3<sup>rd</sup> Floor, Naman Chambers, G Block, Plot No- C-32, Bandra Kurla Complex, Bandra East, Mumbai- 400051.

## How to retrieve 'initial password'? (for Individual Shareholders and other than Individual Shareholders and for shares held in physical form)

**Option 1** - E-mail ID registered with DP or Company -

- (i) Search for the e-mail in your mail box from NSDL ([evoting@nsdl.com](mailto:evoting@nsdl.com))
- (ii) Open the .pdf file which contains your 'User ID' and your 'initial password'.

(Password of .pdf file (a) for NSDL account - 8 digit client ID (b) for CDSL account - last 8 digits of client ID (c) shares held in physical mode - Folio no.)

**Option 2** - E-mail ID not registered with DP/Company or unable to retrieve initial password-

- (i) Visit link <https://www.evoting.nsdl.com/>
- (ii) Click on "Login" under "Shareholder/Member section"
- (iii) Click on "Forgot User details/Password?" (for shares held in Demat account) or "Physical User Reset Password?" (for shares held in physical form)

**Option 3** - If you are still unable to reset the password by aforesaid two options then send e-mail to [evoting@nsdl.com](mailto:evoting@nsdl.com) providing details of Demat account no./folio number, PAN, Name and registered e-mail ID

## Instructions for members for attending the AGM through VC/OAVM

1. Members may attend the AGM through VC/OAVM or view the live webcast of AGM at <https://www.evoting.nsdl.com> following the **Step 1 - Login for e-voting system** as mentioned above.
2. After successful login, click on VC/OAVM link placed under "**Join Meeting**" against the Company name "**Tata Communications Limited**".
3. Facility of joining the AGM through VC/OAVM shall open 30 minutes before the time scheduled for the AGM.
4. For assistance before or during the meeting - contact NSDL on [evoting@nsdl.com](mailto:evoting@nsdl.com) or +91 22 48867000 or connect with **Mr. Sagar S. Gudhate, Assistant Vice President** at [evoting@nsdl.com](mailto:evoting@nsdl.com).

**Helpdesk**

Shares held in NSDL	Shares held in CDSL
<a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a>	<a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a>
+91 22 48867000	+1800 21 09911