

TATA COMMUNICATIONS LIMITED

Registered Office: VSB, Mahatma Gandhi Road, Fort, Mumbai – 400001
Phone No: 022 6657 8765; **Fax No:** 022 6639 5162
CIN: L64200MH1986PLC039266 **Website:** www.tatacommunications.com

BALLOT FORM

1. Name(s) & Registered Address :
of the Sole / First named Member

2. Name(s) of the Joint holder(s), :
if any

3. Registered Folio Number / :
DP ID No. / Client ID No. *
(*Applicable to investors
holding shares in
dematerialised form)

4. Number of Ordinary Share(s) held :

5. EVEN (E-voting Event Number) :

6. User-ID :

7. Password :

8. I/We hereby exercise my/our vote(s) in respect of the Resolutions set out in the Notice of the Twenty Eighth Annual General Meeting (AGM) of the Company to be held on Monday, 4 August, 2014 by sending my/our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate box below:

Item No.	Description of Resolution	No. of Ordinary Shares for which votes cast	(FOR)	(AGAINST)
			I/We assent to the Resolutions	I/We dissent to the Resolutions
1.	Adoption of Audited Statement of Profit and Loss, Balance Sheet, Report of Board of Directors and Auditors for the year ended March 31, 2014			
2.	Declaration of Dividend for the financial year 2013-14			
3.	Re-appointment of Mr. Saurabh Tiwari as a Director			
4.	Re-appointment of Mr. S. Ramadorai as a Director			
5.	Appointment of Auditors for a term of three years (subject to ratification of their appointment at every AGM) and fixing their remuneration			

Item No.	Description of Resolution	No. of Ordinary Shares for which votes cast	(FOR)	(AGAINST)
			I/We assent to the Resolutions	I/We dissent to the Resolutions
6.	Appointment of Mr. Bharat Vasani as a Director			
7.	Appointment of Mr. Subodh Bhargava as an Independent Director			
8.	Appointment of Dr. Uday B. Desai as an Independent Director			
9.	Ratification of Cost Auditors' remuneration			

Place :

Date :

Signature of the Member

Notes: Please read the instructions printed below carefully before exercising your vote.

INSTRUCTIONS

- 1) This Ballot Form is provided for the benefit of Members who do not have access to e-voting facility.
- 2) A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member cast votes by both modes, then voting done through e-voting shall prevail and ballot shall be treated as invalid.
- 3) For detailed instructions on e-voting, please refer to the notes appended to the Notice of the AGM.
- 4) The scrutinizer will collate the votes downloaded from the e-voting system and votes received through post to declare the final result for each of the Resolutions forming part of the Notice of the AGM.

Process and manner for Members opting to vote by using the Ballot Form

- 1) Please complete and sign the Ballot Form (no other form or photocopy thereof is permitted) and send it so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Mehul Shah, Advocate, Khaitan & Co., at Sharepro Services (India) Private Limited, Mr. Mehul Shah (Scrutinizer), (Unit : Tata Communications Limited) 912, Raheja Centre, Free Press Journal Road Nariman Point, Mumbai - 400 021.
- 2) The Form should be signed by the Member as per the specimen signature registered with the Company/ Depositories. In case of joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. A Power of Attorney (POA) holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA. Exercise of vote by Ballot is not permitted through proxy.
- 3) In case the shares are held by companies, trusts, societies, etc. the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution/Authorization.
- 4) Votes should be cast in case of each resolution, either in favour or against by putting the tick (√) mark in the column provided in the Ballot.
- 5) The voting rights of shareholders shall be in proportion of the shares held by them in the paid up equity share capital of the Company as on Friday, 4 July 2014 as per the Register of Members of the Company.
- 6) Duly completed Ballot Form should reach the Scrutinizer not later than Thursday, 31 July 2014 (6:00 p.m. IST). Ballot Form received after 31 July 2014 will be strictly treated as if the reply from the Members has not been received.
- 7) A Member may request for a duplicate Ballot Form, if so required. However, duly filled in and signed duplicate Form should reach the Scrutinizer not later than the date and time specified in serial no. 6 above.
- 8) Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. A Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified.
- 9) The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.
- 10) The results declared along with Scrutinizer's Report, shall be placed on the Company's website www.tatacommunications.com and on the website of the National Securities Depository Limited within two days of the passing of the Resolutions at the AGM of the Company on Monday, August 4, 2014, and communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.