



The last date for receipt of
Postal Ballot is 9 May 2018,
5.00 P.M.

TATA COMMUNICATIONS LIMITED

Registered Office: VSB, Mahatma Gandhi Road, Fort, Mumbai - 400001
Phone No: 022 6657 8765; **Fax No:** 022 6725 1962
CIN: L64200MH1986PLC039266 **Website:** www.tatacommunications.com

POSTAL BALLOT FORM

1. Name(s) & Registered Address :
of the Sole / First named
Shareholder
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. E-voting Event Number (EVEN) : **108291**
6. User ID :
7. Password :

I/We hereby exercise my/our vote(s) in respect of the resolutions set out in the Notice of the Meeting of the equity shareholders of the Company convened as per the directions of the National Company Law Tribunal, Mumbai Bench ("Tribunal Convened Meeting") to be held on Thursday, May 10, 2018, 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 Resolution	I/We dissent to the Resolution
1.	Special Resolution: Approval of Scheme of Arrangement and Reconstruction among Tata Communications Limited ("Transferor Company") and Hemisphere Properties India Limited ("Transferee Company") and their respective shareholders and creditors			

Place:
Date

Signature of the Shareholder

Notes:

- Kindly read the instructions printed overleaf carefully before exercising your vote.
- If the voting rights are exercised electronically, then there is no need to use this Form.
- The E-voting facility is available at the link <https://www.evoting.nsdl.com>

INSTRUCTIONS

1. A shareholder desiring to exercise vote by postal ballot, may send duly completed Postal Ballot Form in the enclosed business reply envelope. **The voting period will commence on and from Sunday, April 8, 2018 at 9:00 A.M and end on Wednesday, May 9, 2018 at 5:00 P.M.** The envelopes containing Postal Ballot Form should reach the Scrutinizer before **5:00 P.M. on May 9, 2018** failing which, it will be strictly considered that no reply has been received from the shareholder. Postage on the Business Reply Envelope will be borne by the Company. However, envelopes containing Postal Ballot Form, if sent by Courier or by Registered Post or Speed Post, at the expense of the shareholder will also be accepted. Postal Ballot Form(s) may also be deposited personally at the Corporate Office of the Company.
2. Assent/Dissent to the proposed resolution may be recorded by placing tick mark (✓) in the appropriate column. Postal Ballot Form bearing (✓) mark in both the columns will render the form invalid.
3. The Postal Ballot Form should be completed and signed by the shareholder(s). An unsigned Postal Ballot Form will be rejected.
4. In case of joint holding, the Postal Ballot Form should be completed and signed (as per the specimen signature registered with the Company/Depository) by the first named holder and in the absence of such holder, by the next named joint-holder. Holder(s) of Power of Attorney ("PoA") on behalf of a shareholder may vote on the postal ballot mentioning the registration number of the PoA with the Company or enclosing a copy of the PoA authenticated by a notary. There will be only 1 (one) Postal Ballot Form for every registered folio/client ID irrespective of the number of joint holders.
5. In case of shares held by Companies, Societies, Institutional Members (FPIs/Foreign Institutional Investors/Trust/Mutual Funds/Banks, etc.) the duly completed Postal Ballot Form, signed by the Authorised Signatory, should also be accompanied by a certified true copy of the Board Resolution/Authority Letter/Power of Attorney together with the specimen signature(s) of the duly Authorised Signatory(ies) duly verified. In case of remote e-voting, documents such as the certified true copy of Board Resolution/Power of Attorney, along with attested specimen signatures, should be e-mailed to the Scrutinizer at preetighiya@hotmail.com with a copy marked to evoting@nsdl.co.in.
6. A shareholder neither needs to use all his/her/its votes nor needs to cast all his/her/its votes in the same way.
7. An incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, over-written, wrongly signed Postal Ballot Form will be rejected. The Scrutinizer's decision on the validity of Postal Ballot Form will be final and binding.
8. The signature of the shareholder on the Postal Ballot Form should be as per the specimen signature furnished by Depositories or registered with the Company, in respect of shares held in dematerialised form or in physical form, respectively.
9. The Notice, together with the documents accompanying the same, is being sent to all the equity shareholders, by permitted mode, whose names appear in the register of members as on March 27, 2018 (cut-off date).
10. Shareholders desirous of obtaining a duplicate copy of the Postal Ballot Form may download it from the web-link: www.evoting.nsdl.com or from the Investor Relations section on the Company's website: www.tatacommunications.com. Alternatively, a shareholder may write to the Company or NSDL for obtaining a duplicate Postal Ballot Form.
11. No shareholder is entitled to vote by Postal Ballot unless all calls or other sums presently payable by him in respect of shares have been paid.
12. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage prepaid envelope as all postal ballot(s) will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
13. Shareholders are requested to fill Postal Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
14. The proposed resolution, if assented by majority of shareholders, by way of postal ballot and remote e-voting and voting at the Tribunal Convened Meeting shall be considered as passed on the day of the Tribunal Convened Meeting, i.e., May 10, 2018. Further, in accordance with the Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, as amended by Circular No. CFD/DIL3/CIR/2018/2 dated January 3, 2018, both issued by the Securities and Exchange Board of India, the Scheme shall be acted upon only if the votes cast by the Public Shareholders in favour of the aforesaid resolution for approval of Scheme are more than the number of votes cast by the Public Shareholders against it.
15. In case of any clarification(s) /grievance(s) connected with facility for remote e-voting or postal ballot, the shareholders can contact Mr. Lalit Dalvi, Corporate Secretarial & Legal, Tata Communications Limited, C 21 & 36, G Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400 098; email – lalit.dalvi@tatacommunications.com; Ph: +91 22 6659 1968.
16. **REMOTE E-VOTING:** In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and provisions of section 108 of the Companies Act, 2013 read with the Rules made thereto, the Company is pleased to provide remote e-voting facility (through e-voting Platform of NSDL: <https://www.evoting.nsdl.com>), as an alternate which would enable the shareholder to cast votes electronically, instead of sending physical postal ballot form. Please note that remote e-voting is optional. In case a shareholder has voted through remote e-voting facility, he does not need to send the physical postal ballot form. In case shareholder(s) cast their vote via both modes i.e. physical ballot as well as remote e-voting, then voting done through remote e-voting shall prevail and voting done through postal ballot of that shareholder shall be treated as invalid. Shareholder are requested to refer to the Notice and Notes thereto, for detailed instructions with respect to remote e-voting.

INSTANCES IN WHICH THE POSTAL BALLOT FORM SHALL BE TREATED AS INVALID OR REJECTED:

- (a) A Form other than one issued by the Company has been used;
- (b) It has not been signed by or on behalf of the shareholder;
- (c) Signature on the Postal Ballot Form does not match the specimen signatures with the Company / Depository;
- (d) It is not possible to determine without any doubt the assent or dissent of the shareholder;
- (e) Neither assent nor dissent is mentioned;
- (f) Any competent authority has given directions in writing to the Company to freeze the voting rights of the shareholder;
- (g) The envelope containing the Postal Ballot Form is received after the last date and time prescribed;
- (h) The Postal Ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
- (i) It is received from a shareholder who is in arrears of payment of calls;
- (j) It is defaced or mutilated in such a way that its identity as a genuine Form cannot be established;
- (k) Shareholder has made any amendment to the resolution or imposed any condition while exercising his/her/its vote.