



HQ/CS/30th AGM/15967

7 July 2016

Sub: Notice for Annual General Meeting, Intimation of Book Closure Dates of the Company and E-voting.

Dear Sir,

Notice is hereby given that the 30th Annual General Meeting (AGM) of Tata Communications Limited (the Company) will be held at **1100 hours on Monday, August 1, 2016, at NSE Auditorium, Ground Floor, The National Stock Exchange of India Ltd., Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051.**

A copy of the Notice of AGM is enclosed herewith.

Pursuant to section 91 of the Companies Act 2013 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer books of the Company shall remain closed from Monday, July 25, 2016 to Monday August 1, 2016 (both days inclusive) for the purpose of ascertaining eligibility to dividend.

The Board of Directors have recommended a final dividend of Rs. 4.30/- per equity share of Rs. 10/- each of the Company for approval by the shareholders at the forthcoming AGM of the Company. The final dividend, as recommended by the Board of Directors, if approved at the Annual General Meeting, shall be paid on or after Friday, August 5, 2016 but not later than Tuesday August 30, 2016:

- (i) to those shareholders whose names appear on the Company's Register of Members after giving effect to all valid share transfers in physical form lodged with the Registrar & Transfer Agents (R&T Agents) of the Company on or before Saturday, July 23, 2016
- (ii) in respect of shares held in electronic (dematerialized) form, to those "deemed members" whose names appear in the statements of beneficial ownership furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as at the close of business hours on Saturday, July 23, 2016.

In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Members are provided with the facility to cast their vote electronically, through e-voting services, on all resolutions set forth in the Notice of AGM. The facility of casting votes by members using an electronic voting system from a place other than the

TATA COMMUNICATIONS

Tata Communications Limited

Plot C 21 & C 36 'G' Block Bandra Kurla Complex, Mumbai 400098 India

Regd. Office : VSB Mahatma Gandhi Road Fort Mumbai – 400 001 India

Tel 91 22 6657 8765 Fax 91 22 6639 5162 website www.tatacommunications.com

CIN : L64200MH1986PLC039266



venue of the AGM (remote e-voting) will be provided by NSDL. The complete details and procedure for remote e-voting are provided in the Notice of AGM enclosed herewith.

Yours faithfully,
For Tata Communications Limited

A handwritten signature in blue ink, appearing to be 'P.P.' followed by a stylized signature.

Manish Sansi
Company Secretary &
General Counsel (India)

To:

- 1) Security Code 23624, The Stock Exchange, Mumbai. Fax No. (22) 22722037, 39, 41
- 2) Security Code 5251, The Asst. Manager (Listing), National Stock Exchange of India Limited. Fax Nos.: (22) 26598237/38.
- 3) TSR Darashaw Limited Fax No. 66568494

NOTICE

NOTICE is hereby given that the 30th Annual General Meeting of Tata Communications Limited (the Company) will be held at 11:00 hours on Monday, August 1, 2016, at NSE Auditorium, Ground Floor, The National Stock Exchange of India Ltd., Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051 to transact the following business:

Ordinary Business

1. To receive, consider and adopt:
 - a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2016, together with the Reports of the Board of Directors and the Auditors thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016 along with the Report of the Auditors thereon.
2. To declare a final dividend on Equity Shares for the financial year 2015-16.
3. To appoint a Director in place of Mr. Kishor Anant Chaukar (DIN: 0033830), who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Saurabh Kumar Tiwari (DIN: 03606497), who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment.
5. To consider and, if thought fit, to pass with or without modifications the following as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 139,142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s. S.B. Billimoria & Co., Chartered Accountants (Firm’s Registration No. 101496W) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next and Thirty-First AGM of the Company, on such remuneration as may be mutually agreed upon between the Board of Directors and the Auditors.”

Special Business

6. To consider and, if thought fit, to pass with or without modifications the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 (Act) and the rules framed thereunder (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013 and Article 66G of Articles of Association of the Company and subject to applicable regulatory approvals from the Government of India and all other applicable authorities, approval of the members of the Company be and is hereby accorded to re-appoint Mr. Vinod Kumar as Managing Director and Group CEO for a period of five years commencing from February 1, 2016 till January 31, 2021, as well as the payment of basic salary, perquisites, incentives and allowance (Remuneration), upon the terms and conditions as detailed in the explanatory statement attached hereto, with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Vinod Kumar subject to limits prescribed under the provisions of Schedule V or any amendment thereto for the time being in force.”

“RESOLVED FURTHER THAT where in any financial year during the tenure of Mr. Vinod Kumar as the Managing Director and Group CEO, the Company has no profits or the profits are inadequate, the Company shall, subject to the provisions of Sections 197, 198 and 203 of the Act, pay remuneration as mutually agreed between the Company and Mr. Vinod Kumar and specified in the explanatory statement.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary to give effect to this resolution.”

7. To consider and, if thought fit, to pass with or without modifications the following as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Cost Auditor, Mr. Jugal Kishor Puri, Cost Accountant, appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2017, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors

Manish Sansi

Company Secretary

ACS-10985

Mumbai, May 27, 2016

CIN: #L64200MH1986PLC039266

Registered Office:

VSB, M.G. Road,

Fort, Mumbai - 400 001.

NOTES:

1. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (Act) in respect of the business under Item Nos. 5 to 7 of the Notice, is annexed hereto. The relevant details as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, of persons seeking appointment/re-appointment as Directors under Item Nos. 3, 4 and 6 of the Notice, is also annexed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE MEETING/AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing the proxy should, however, be deposited at the registered office of the company not less than FORTY-EIGHT hours before the commencement of the meeting. A person can act as a proxy on behalf of not more than fifty members and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy but then such person shall not act as a proxy for any other person or shareholder.
3. Corporate members, intending to send their Authorized Representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing such representative to attend and vote on their behalf at the meeting.
4. During the period beginning twenty-four hours before the time fixed for commencement of the meeting and ending with the conclusion of the meeting, a member entitled to vote at the meeting is entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided that not less than three days of notice of such intention to inspect is given in writing to the Company.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

6. Register of members and transfer books of the Company shall remain closed from Monday, July 25, 2016 till Monday, August 1, 2016 (both days inclusive) for the purpose of ascertaining eligibility for dividend.
7. The final dividend as recommended by the Board of Directors, if approved at the Annual General Meeting, shall be paid on or after Friday, August 5, 2016 but not later than Tuesday August 30, 2016:
 - (i) to those shareholders whose names appear on the Company's Register of Members after giving effect to all valid share transfers in physical form lodged with the Registrar & Transfer Agents (R&T Agents) of the Company on or before Saturday, July 23, 2016.
 - (ii) in respect of shares held in electronic (dematerialized) form, to those "deemed members" whose names appear in the statements of beneficial ownership furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as at the close of business hours on Saturday, July 23, 2016.
8. Members, Proxies and Authorized Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio.
9. This may be taken as notice of declaration of dividend for 2015-16 in accordance with Article 93 of Articles of Association of the Company in respect of dividend for that year when declared.
10. Members holding shares in electronic (dematerialized) form are requested to intimate all changes pertaining to their bank details including bank account number, name of the bank and branch details, MICR Code and IFSC Code, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers etc. to their Depository Participant (DP). Members holding shares in physical form are requested to intimate such changes to the Company's Registrar and Transfer Agents - M/s. TSR Darashaw Limited (TSRDL) at 6-10, Haji Moosa Patrawala Industrial Estate, Near Famous Studio, 20, Dr. E. Moses Road, Mahalaxmi, Mumbai - 400 011.

The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their depository participant(s). Members holding shares in physical form are requested to submit their PAN details to TSRDL.
11. As per Section 72 of the Companies Act, 2013, members are entitled to make nomination in respect of shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13 which is available on the website of TSRDL <http://www.tsrdarashaw.com> (under "Downloads" section). Members holding shares in physical form may submit the same to TSRDL. Members holding shares in electronic form may submit the same to their respective depository participant.
12. Members seeking any information with regard to the accounts, are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the AGM.
13. Pursuant to the provisions of Section 205A and 205C of the Companies Act, 1956, dividends which remain unclaimed in the unpaid dividend account for a period of seven years from the date of transfer of the same, will be transferred to the Investor Education and Protection Fund established by the Central Government. The Members who have not encashed their dividend warrant(s) so far for the financial year ended 2008-2009 or any subsequent financial years are requested to lodge their claims with TSRDL. According to the provisions of the Companies Act, 1956, no claims shall lie against the said Fund or the Company for the amounts of dividend so transferred nor shall any payment be made in respect of such claims.

The Ministry of Corporate Affairs on May 10, 2012 notified the Investor Education and Protection Fund (Uploading of information regarding Unpaid and Unclaimed amounts lying with Companies Rules, 2012 (IEPF Rules) which are applicable to the Company. The objective of the IEPF Rules is to help shareholders ascertain the status of unclaimed amounts. In terms of the IEPF Rules, the Company has uploaded the information in respect of the

Unclaimed Dividends as on the date of the last AGM i.e. September 29, 2015, on the website of IEPF viz. www.iepf.gov.in and under "Investor Relations" section on the website of the Company.

The summary of the unpaid dividend for the past years and the date on which the outstanding amount shall be transferred to Investor Education and Protection Fund on the dates are given in the table below.

Date of AGM	Balance as on March 31, 2016 (₹)	Dividend for the year	Date of Transfer to Investor Education & Protection Fund
August 07, 2009	5,50,813.50	2008-09	September 08, 2016
August 06, 2010	Not Applicable	2009-10	Not Applicable
October 11, 2011	4,14,676.00	2010-11	November 12, 2018
July 27, 2012	4,50,864.00	2011-12	August 28, 2019
July 26, 2013	6,57,330.00	2012-13	August 27, 2020
August 04, 2014	8,04,496.50	2013-14	August 05, 2021
September 29, 2015	11,27,901.50	2014-15	September 30, 2022
Total	40,06,081.50		

14. The Notice of the AGM along with the Annual Report 2015-16 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2015-16 will also be available on the Company's website viz. www.tatacommunications.com.

- 15. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with their Depository Participants / TSRDL.**

16. The route map showing directions to reach the venue of the 30th AGM is available on the reverse of the attendance slip.

17. Voting through electronic means

In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services, on all resolutions set forth in this Notice. The facility of casting votes by members using an electronic voting system from a place other than the venue of the AGM (remote e-voting) will be provided by NSDL.

The facility for voting electronically or through ballot paper will also be made available at the AGM and members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.

The instructions for e-voting are as under:

- A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/Depositories):
 - i. Open the e-mail and also open PDF file namely "TCL e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password / PIN for remote e-voting. Please note that the password is an initial password.
 - ii. Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>.
 - iii. Click on Shareholder - Login.

- iv. If you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password / PIN for casting your vote.
 - v. If you are logging in for the first time, please enter the user ID and password / PIN provided in the PDF file attached with the e-mail as initial password. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
 - vi. Once the e-voting home page opens, click on: e-voting> Active Voting Cycles.
 - vii. Select “EVEN” (E-Voting Event Number) of Tata Communications Limited which is **104236**. Now you are ready for e-voting as Cast Vote page opens.
 - viii. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - ix. Upon confirmation, the message “Vote cast successfully” will be displayed.
 - x. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
 - xi. 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., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to mehul.shah@khaitanco.com, with a copy marked to evoting@nsdl.co.in.
 - xii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) - Shareholders and remote e-voting user manual - Shareholders, available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- B. In case a Member receives physical copy of the Notice of AGM (for members whose email IDs are not registered with the Company / Depositories or members who request for a physical copy):
- i. Initial password is provided in the enclosed attendance slip: EVEN (E-voting Event Number) + USER ID and PASSWORD
 - ii. Please follow all steps from Sl. No. 17A (i) to (xii) above, to cast vote.
- C. Other Instructions
- i. The e-voting period commences on Friday, July 29, 2016 (9.00 a.m. IST) and ends on Sunday, July 31, 2016 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Monday July 25, 2016 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently or cast vote again.
 - ii. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting as well as voting at the meeting through electronic voting system or ballot.
 - iii. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using “Forgot User Details / Password” option

available on www.evoting.nsdl.com or contact NSDL at the following toll free number: 1800-222-990.

- iv. Mr. Mehul Shah, Advocate, Khaitan & Co., has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- v. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
- vi. 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 the result is declared. The Company shall simultaneously forward the results to BSE Limited (BSE) and National Stock Exchange of India Limited (NSE), where the shares of the Company are listed.

Annexure to the Notice dated May 27, 2016

The Statement of Material Facts pursuant to Section 102(1) of the Companies Act, 2013 (Act).

In respect of Item No. 5

This statement is provided though strictly not required as per Section 102 of the Act.

At the 28th Annual General Meeting of the Company held on August 04, 2014, the shareholders had appointed M/s. S.B. Billimoria & Co., Chartered Accountants (Firm Registration No. 101496W) as the statutory auditors of the Company to hold office from the conclusion of the 28th Annual General Meeting till the conclusion of the 31st Annual General Meeting to be held in the year 2017. As per provisions of Section 139(1) of the Act, their appointment for the above tenure is subject to ratification by Members at every AGM.

In view of the above, and M/s. S.B. Billimoria & Co., being eligible for re-appointment, it is proposed that the Members may ratify the appointment of M/s. S.B. Billimoria & Co. as Statutory Auditors from the conclusion of this AGM till the conclusion of the next AGM.

The Board recommends the Resolution at Item No. 5 for approval by the Members.

None of the Directors and Key Managerial Personnel (KMP) or relatives of directors and KMPs are concerned or interested in the Resolution at Item No. 5 of the accompanying Notice.

In respect of Item No. 6

Members of the Company in the Annual General Meeting held on October 11, 2011 had approved the appointment of Mr. Vinod Kumar as Managing Director of the Company for the period of five years commencing from February 1, 2011. His tenure as Managing Director of the Company was due to end on January 31, 2016 and hence, the Board in its meeting held on October 27, 2015 re-appointed him as Managing Director and Group CEO for a term of five years with effect from February 01, 2016 up to January 31, 2021, subject to shareholders approval and applicable regulatory approvals from the Government of India and all other statutory authorities. The approval of Government of India is required since Mr. Vinod Kumar is not a resident of India. The Company has filed an application with Government of India seeking their approval on April 28, 2016.

The main terms and conditions of the agreement dated February 3, 2016 with Mr. Vinod Kumar are given as below and same may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013:

1) Appointment as Managing Director & Group CEO :

- a. This appointment is effective from February 1, 2016 and the period of appointment will be for a period of five years, i.e. till January 31, 2021, unless otherwise decided by the Board of Directors.
- b. This appointment shall also be subject to all such approvals as may be required including and subject to the consent of the members and shareholders of the Company by way of postal ballot or at a general meeting and subject to the applicable regulatory approvals from the Government of India and all other applicable authorities and pursuant to provisions of Article 66G of the Articles of Association and pursuant to Section 197, 198 and 203 and Schedule V and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modifications or re-enactment(s) thereof, for the time being in force).

2) Remuneration:

- a. The Managing Director & Group CEO shall be governed by such terms and conditions as applicable to the Tata Group managing directors.
- b. Subject to the sectoral percentage limits and the overall limit as laid down by the Companies Act 2013 and also subject to the approval of the members in a General Meeting, the Company shall, in consideration of his services to the Company, pay to the Managing Director & Group CEO during the continuance of this agreement the following remuneration:

Salary Component	In ₹ Per year
Basic *	75,17,090
Allowances*	1,22,91,209
PF* (Employer) @12% of Basic (as applicable on date)	9,02,051
Total Pay	2,07,10,350
Variable Pay (100% of Fixed pay)**	2,07,10,350
Total CTC	4,14,20,700

* Payable Monthly

** Payable Annually after due assessment

- c. Term: Five years commencing from February 1, 2016 till January 31, 2021. The remuneration to be reviewed and re-fixed on such intervals as may be recommended by the Nomination and Remuneration Committee and approved by the Board.
 - d. The Total Pay (Basic plus allowances plus PF Company Contribution plus Variable) would be subject to the overall ceilings stipulated in the Companies Act, 2013.
 - e. The remuneration will be subject to deduction on account of employee's contribution to PF, tax and any other statutory deductions that may apply from time to time.
- 3) Perquisites and Allowances:

- a. Residential accommodation: The Company shall provide suitable accommodation to Mr. Vinod Kumar as required. The perquisite value of the accommodation if provided by the Company will be calculated as per the Income Tax Rules.
- b. The Allowance component will include the following: furnishing; leave travel concession for self, wife and dependent children; normal medical reimbursement for self, wife and dependent children.

- c. The Company will pay fees of a maximum of two clubs. This will not include life membership fees.
 - d. Payment of premium for appropriate medical insurance for hospitalization for self, wife and dependent children, provision of Company car for official duties and provision of telephone at residence and cell phone (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites for the purpose of calculating the ceiling mentioned in para above.
 - e. The Company's contribution to gratuity payable as per the rules of the Company and encashment of leave at the end of the tenure accumulated as per the Company's Rules shall not be included in the computation of the limit referred to in table above.
 - f. Minimum Remuneration - Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of his tenure, the Company has no profits or the profits are inadequate, the Company shall (subject to approval of the Central Government as required) pay Basic Salary and Other Allowances as specified above and Variable Pay as may be decided by the Company within the limit prescribed in the Table above.
- 4) Other Terms and Conditions:
- a. The terms and conditions of the appointment may be varied / enhanced from time to time by the Board of Directors as it may in its discretion deem fit within the maximum amounts payable to the Managing Director & Group CEO as per the Companies Act, 2013.
 - b. The Managing Director & Group CEO shall, subject to the supervision and control of the Board of Directors, be entrusted with such powers and perform such duties as may, from time to time, be delegated/entrusted to him.
 - c. The Managing Director & Group CEO is appointed by virtue of his employment in the Company and the same is subject to the provisions of the Companies Act, 2013. If, at any time, he ceases to be a Director of the Company for any reason whatsoever, his appointment as Managing Director & Group CEO shall stand terminated forthwith. Further, if his appointment as the Managing Director & Group CEO ceases for any reason whatsoever, his appointment as a Director of the Company shall also stand terminated forthwith.
 - d. The Managing Director & Group CEO shall undertake that he shall adhere to the Tata Code of Conduct, a copy of which is delivered to and perused by the Managing Director & Group CEO, to its letter and spirit which he declares having read and understood by him.
- 5) Sitting Fees - The Managing Director & Group CEO shall not be entitled to receive any sitting fees for attending the meeting/s of the Board of Directors of the Company or any of its subsidiaries or any committee/s thereof from the date of his appointment.
- 6) Termination of employment
- a. The Managing Director and Group CEO may terminate this Agreement for convenience by giving to the Company an advance six months' written termination notice (Termination Notice Period).
 - b. The Company may terminate this Agreement by giving to the Managing Director and Group CEO an advance six months' written termination notice or basic salary in lieu of Termination.

Except Mr. Vinod Kumar and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in this resolution set out at Item No. 6.

In respect of Item No. 7

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of Mr. Jugal Kishor Puri, Cost Accountant, as Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending 31 March 2017. Accordingly, under the authority from the Board of Directors, the remuneration of the Cost Auditor was fixed at ₹5,50,000/- plus out of pocket expenses on actual basis subject to a maximum of ₹55,000/. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the shareholders of the Company. Accordingly, the resolution at Item No. 7 is placed before the shareholders for ratification.

None of the Directors and Key Managerial Personnel (KMP) or relatives of directors and KMPs are concerned or interested in the Resolution at Item No. 7 of the accompanying Notice.

The Board commends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the members.

By Order of the Board of Directors
Manish Sansi
Company Secretary
ACS-10985

Mumbai May 27, 2016
CIN: #L64200MH1986PLC039266

Registered Office:

VSB, M.G. Road,
Fort, Mumbai - 400 001.

Details of Directors Seeking Appointment / Re-Appointment at the 30th Annual General Meeting

Particulars	Mr. Kishor Anant Chaukar	Mr. Saurabh Kumar Tiwari	Mr. Vinod Kumar
Date of Birth	01-08-1947	30-09-1967	14-12-1965
Age	69 years	49 years	51 years
Date of Appointment	01-07-2002	09-08-2011	01-02-2011
Qualifications	BA (Eco) - Karnataka University, PGDBA (Indian Institute of Management, Ahmedabad), DEA - Rural Economics - University of Dijon, France.	M.A. Political Science, from University of Allahabad, MBA (Finance) from National Institute of Financial Management, Ministry of Finance, Government of India and LLB from Delhi University.	Honours in Electrical and Electronic Engineering from the Birla Institute of Technology and Science in India
Expertise in Specific Functional Area	General Management	Financial & General Management	General Management
Directorships held in other Public Companies (excluding foreign, private companies and Section 8 companies)	1. Tata Investment Corporation Limited 2. Tata Petrodyne Limited 3. Praj Industries Limited 4. Tata AIA Life Insurance Company Limited 5. Tata Trustee Company Limited 6. Tata Teleservices (Maharashtra) Limited 7. Kirloskar Brothers Limited	Hemisphere Properties India Limited	Nil
Memberships/Chairmanships of Committees in other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee)	1. Tata Investment Corporation Limited - Member of Stakeholders Relationship Committee 2. Tata Petrodyne Limited - Member of Audit Committee 3. Tata Trustee Company Limited - Member of Audit Committee 4. Kirloskar Brothers Limited- Chairman of Stakeholders Relationship Committee	Nil	Nil
Shareholding In Tata Communications Limited	Nil	Nil	Nil
DIN number	00033830	03606497	01204665

Notes:

- Detailed résumé of each Director is appended at the end of the Annual Report.
- Other details such as number of meetings of the board attended during the year, remuneration drawn and relationship with other directors and key managerial personnel are provided in the Report of Corporate Governance.