

# NOTICE

NOTICE is hereby given that the 38<sup>th</sup> Annual General Meeting of Tata Communications Limited (the 'Company') will be held at 11:00 hours (IST) on Wednesday, July 17, 2024, 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, 2024 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, 2024 together with the Report of the Auditors thereon.

### 3. Declaration of Dividend

To declare a dividend on equity shares for the financial year ended March 31, 2024.

### 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 (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, 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 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 March 31, 2025."

### 6. Re-appointment of Mr. A. S. Lakshminarayanan (DIN: 08616830) as Managing Director and Chief Executive Officer

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 ('Act'), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and in terms of Regulation 17(1C) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and in accordance with Articles of Association of the Company and subject to such other approvals as may be required, consent of the Company be and is hereby accorded for the re-appointment and terms and conditions of appointment including remuneration of Mr. A. S. Lakshminarayanan (DIN: 08616830) as Managing Director and Chief Executive Officer ('MD & CEO') of the Company for a further period commencing from November 26, 2024 till April 13, 2026 (both days inclusive), not liable to retire by rotation, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors ('Board') and as 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 re-appointment), with liberty to the Board to alter and vary the terms and conditions of the said re-appointment as it may deem fit and in such manner as may be agreed to between the Board and Mr. Lakshminarayanan."

**"RESOLVED FURTHER** that the Board of Directors of the Company (which term shall be deemed to include any committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorised to 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, April 17, 2024

### Registered Office:

VSB, Mahatma Gandhi Road,  
Fort, Mumbai - 400 001.  
CIN: L64200MH1986PLC039266  
Email 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 dated April 8, 2020, April 13, 2020, May 5, 2020, and subsequent circulars issued in this regard, the latest being circular dated September 25, 2023 (collectively referred to as 'MCA Circulars'), the Company is convening the 38<sup>th</sup> Annual General Meeting ('AGM') through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue.

Further, Securities and Exchange Board of India ('SEBI'), vide its circulars dated May 12, 2020, and subsequent circulars issued in this regard latest being October 07, 2023 (collectively referred to as 'SEBI Circulars') has provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

In compliance with the applicable provisions of the Companies Act, 2013 ('the Act'), the SEBI Listing Regulations, MCA Circulars and SEBI Circulars, the 38<sup>th</sup> AGM of the Company is being held through VC / OAVM on Wednesday, July 17, 2024 at 11:00 hours (IST). The deemed venue for the 38<sup>th</sup> AGM will be the Company's registered office at Tata Communications Limited, VSB, Mahatma Gandhi Road, Fort, Mumbai - 400001.

2. **PURSUANT TO THE PROVISIONS OF THE ACT, 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, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULARS, 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.**

3. Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the AGM through e-Voting facility. Corporate Members and Institutional Investors 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 certified copy of the Board Resolution granting such authority to the Scrutinizer by email at [cs@parikhassociates.com](mailto:cs@parikhassociates.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

The attendance of Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

Members can join the AGM through VC / OAVM mode 30 minutes before and 15 minutes after the scheduled time of commencement of the Meeting by following the procedure mentioned in the Notice. Members will be able to view the proceedings on National Securities Depository Limited's e-Voting website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The facility of participation at the AGM through VC / OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars.

4. As per the provisions of Clause 3.A.II. of General Circular No. 20/2020 dated May 5, 2020, the matters of Special Business as appearing under Item Nos. 5 and 6 of the accompanying Notice, are considered to be unavoidable by the Board and hence, form part of this Notice.

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts concerning the business under Item Nos. 5 and 6 of the Notice is annexed hereto. The relevant details, pursuant to Regulation 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. Requisite declarations have been received from the Directors seeking appointment/ re-appointment.

5. The Notice of the AGM along with the Integrated Annual Report 2023-24 is being sent by electronic mode only to Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. Members may note that the Notice and Integrated Annual Report 2023-24 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 and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively; and on the website of NSDL at <https://www.evoting.nsdl.com>.

#### 6. **Book Closure, Record Date and Dividend:**

The Company has fixed Monday, July 1, 2024 as the 'Record Date' for determining entitlement of Members to final dividend for the financial year ended March 31, 2024, if approved at the AGM. The Register of Members and Share Transfer Books of the Company will be closed from Tuesday, July 2, 2024 to Friday, July 5, 2024, both days inclusive. Dividend of ₹16.70 per equity share of ₹10/- each (167%), if declared at the AGM, will be paid subject to deduction of tax at source ('TDS') on or after Thursday, July 18, 2024 as under:

- a. to all Beneficial Owners in respect of shares held in electronic form as per the data made available by the National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as of the close of business hours on Monday, July 1, 2024; 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 Registrar and Transfer Agent ('R&T Agent') as of the close of business hours on Monday, July 1, 2024.

SEBI, vide its circular dated November 3, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and November 17, 2023), has mandated that with effect from April 1, 2024 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., the details of Permanent Account Number ('PAN'), nomination, contact details, 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.

7. Pursuant to the Finance Act, 2020, 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 Income Tax Act, 1961 ('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 Depository Participants ('DPs') or in case shares are held in physical form, with the Company / R&T Agent by following the process detailed in point 13 of these notes.
8. 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 Monday, July 1, 2024 to the R&T Agent.
9. 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. Further, please note that instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form.
10. 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 R&T Agent, Link Intime India Private Limited ('Link Intime') at [csg-unit@linkintime.co.in](mailto:csg-unit@linkintime.co.in) for assistance in this regard.

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 Investor Education and Protection Fund ('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 on [www.iepf.gov.in](http://www.iepf.gov.in) and the website of the Company on <https://www.tatacommunications.com/investors/shares/>. For details, please refer to Corporate Governance Report which is a part of this Integrated Annual Report.

11. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone / mobile numbers, PAN, mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case shares are held in electronic form and to Link Intime, through Form ISR-1 / ISR-2, as applicable, along with necessary supporting documents duly signed, at any of their offices or at [csg-unit@linkintime.co.in](mailto:csg-unit@linkintime.co.in). Further, Members may note that SEBI has mandated the submission of PAN by every participant in securities market.
12. 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 Link Intime at <https://www.linkintime.co.in/> or from the website of the Company at [www.tatacommunications.com/investors/shares/](https://www.tatacommunications.com/investors/shares/). Members are requested to submit the relevant form to their DP in case shares are held in electronic form and to Link Intime either by emailing signed copies to [kyc1@linkintime.co.in](mailto:kyc1@linkintime.co.in) or sending physical copies by post / delivery to any of the offices of Link Intime, in case shares are held in physical form, quoting their folio number.

13. Members are requested to register and intimate changes, if any, pertaining to their name, postal address, email address, telephone / mobile numbers, PAN, mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.:
- For shares held in electronic form: to their Depository Participants ('DPs')
  - For shares held in physical form: to the Company / R&T Agent through the following prescribed Forms:

Form	Descriptions
ISR-1	Request For Registering PAN, KYC Details or Changes / Updation thereof
ISR-2	Confirmation of Signature of securities holder by the Banker
ISR-3	Declaration Form for Opting-out of Nomination
ISR-4	Request for issue of Duplicate Certificate
ISR-5	Request for Transmission of Securities by Nominee or Legal Heir
SH-13	Registration of Nomination
SH-14	Cancellation or Variation of Nomination

The Company, through the R&T Agent, has sent individual letters, along with the relevant forms, to the shareholders 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 R&T Agent in following manners:

- through self-attested hard copies addressed to the registered office of the R&T Agent;
- through electronic mode with signature at [kyc1@linkintime.co.in](mailto:kyc1@linkintime.co.in);
- through 'In Person Verification' ('IPV'): the authorized person of the R&T Agent shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials;
- through service portal of the R&T Agent at <https://liiplweb.linkintime.co.in/KYC/index.html>

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.

14. SEBI vide its circulars dated July 31, 2023 (updated as on December 20, 2023), has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market.

Pursuant to above-mentioned circulars, upon exhausting the option to resolve their grievances with the R&T Agent / Company directly and through existing SCORES platform, investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>). This can also be accessed through the

Company's website <https://www.tatacommunications.com/investors/shares/>.

15. Members attention is also drawn to 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.

Members will have 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 R&T Agent. The R&T Agent shall thereafter issue a 'Letter of Confirmation' in lieu of physical securities certificate(s), to the securitiesholder / claimant within 30 days of receipt of such request after removing objections, if any. The 'Letter of Confirmation' shall be valid for a period of 120 days from the date of its issuance, within which the securitiesholder / claimant shall make a request to the DP for dematerialising the said securities.

16. 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.
17. During the AGM, Members may access the electronic copy of 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 on the NSDL e-Voting system by following the steps mentioned in point no. 29.
18. 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 Tuesday, July 9, 2024 through email 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.
19. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company 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 DP and holdings should be verified from time to time.
20. Members who have not yet registered their email addresses are requested to register them with their DPs in case shares are held by them in electronic form and with Link Intime in case shares are held by them in physical form.

**21. Process for registering email addresses to receive this Notice of AGM and Integrated Annual Report electronically and cast votes electronically:**

**(i) Registration of email addresses with Link Intime:**

The Company has made special arrangements with Link Intime for registration of email 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 email addresses are not registered with the Company / DPs are required to provide the same to Link Intime on or before 5:00 p.m. IST on Wednesday, July 10, 2024.

Process to be followed for registration of email address is as follows:

- a. Visit the link [https://liiplweb.linkintime.co.in/EmailReg/Email\\_Register.html](https://liiplweb.linkintime.co.in/EmailReg/Email_Register.html)
- b. Select the company name viz., Tata Communications Limited.  
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.
- c. Enter mobile number and email address and click on Continue button.
- d. The system will send an OTP on your mobile number and email address.
- e. 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.
- f. Enter the OTP received on your mobile number and email address.
- g. The system will then confirm the email address for receiving this AGM Notice.

After successful submission of the email address, NSDL will email a copy of this AGM Notice and Integrated Annual Report for FY 2023-24 along with the e-Voting User ID and password. In case of any queries, Members may write to [csg-unit@linkintime.co.in](mailto:csg-unit@linkintime.co.in) or [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

- (ii) Registration of email address permanently with Company / DP:** Members are requested to register their email address with their concerned DPs, in respect of electronic holding and with Link Intime, in respect of physical holding, by submitting Form ISR-1 at [kyc1@linkintime.co.in](mailto:kyc1@linkintime.co.in). Further, those Members who have already registered their email addresses are requested to keep their email addresses validated / updated with their DPs / Link Intime to enable servicing of notices / documents / Annual Reports and other communications electronically to their email address in future.

- (iii)** Alternatively, those Members who have not registered their email addresses are required to send an email request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) along with the following documents for procuring User Id and password and registration for e-Voting for the resolutions set out in this Notice:

- In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card, self-attested scanned copy of Aadhar Card.
- In case shares are held in demat mode, please provide DPID-Client ID (8 digit DPID + 8 digit Client ID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account Statement, self-attested scanned copy of PAN card, self-attested scanned copy of Aadhar Card.

22. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI Listing Regulations (as amended), and the SEBI and MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a Member using remote e-Voting system as well as e-Voting during the AGM will be provided by NSDL.
23. **The remote e-Voting period commences on Sunday, July 14, 2024 (9:00 a.m. IST) and ends on Tuesday, July 16, 2024 (5:00 p.m. IST).** During this period, Members holding shares either in physical form or in electronic form as on **Wednesday, July 10, 2024 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. Those Members, who will be attending the AGM through VC / OAVM and 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. 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.
24. Members will be provided with the facility for voting through electronic voting system during the video conferencing proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-Voting, will be eligible to exercise their right to vote during such proceedings of the AGM. Members who have cast their vote by remote e-Voting prior to the AGM will also be eligible to participate at



the AGM but shall not be entitled to cast their vote again on such resolution(s) for which the Member has already cast votes through remote e-Voting.

25. 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 before the AGM as well as e-Voting during the AGM. Any person holding shares in physical form and non-individual shareholders, acquiring shares of the Company and becoming a Member of the Company after sending of the Notice, and holding shares as of the cut-off date, may obtain the User ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if the Member is already registered with NSDL for remote e-Voting, then such Member can use their existing User ID and password for casting their vote. Individual shareholders holding securities in demat mode who acquire shares of the Company and become a Member of the Company after sending of the Notice, and holding shares as of the cut-off date, may follow the steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".
26. The Chairperson shall, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of remote e-Voting system for all those Members who are present during the AGM through VC / OAVM but have not cast their votes by availing the remote e-Voting facility. The e-Voting module shall be disabled by NSDL for voting 15 minutes after the conclusion of the AGM.
27. The Scrutinizer shall, immediately after the conclusion of voting at the Meeting, first count the votes cast during the AGM, thereafter unblock the votes 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.
28. 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 Limited and National Stock Exchange of India Limited, 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.
29. Instructions for attending the AGM through VC / OAVM and remote e-Voting (before and during the AGM) are given below.

#### A. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM

- i. Members will be provided with the facility to attend the AGM through VC / OAVM through the NSDL e-Voting system. Members may access the same by following the steps mentioned hereinbelow for Access to NSDL e-Voting system. After successful login, Members will see link of "VC / OAVM" placed under "Join Meeting" menu against company name. Members are requested to click on VC / OAVM link placed under "Join Meeting" menu. The link for VC / OAVM will be available in Shareholder / Member login where the EVEN of the Company will be displayed. Please note that 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 to avoid last minute rush.
- ii. Members are encouraged to join the Meeting through laptops for better experience.
- iii. Members will be required to use internet with a good speed to avoid any disturbance during the Meeting.
- iv. Please note that Members connecting from mobile devices or tablets or laptops via mobile hotspot may experience audio / video loss due to fluctuation in their respective network. It is therefore recommended to use stable wi-fi or LAN connection to mitigate any kind of glitches.
- v. Members are encouraged to submit in advance, any questions they may have with regard to the financial statements or any other matter to be placed at the 38<sup>th</sup> AGM, from their registered email address, mentioning their name, DP ID and Client ID / folio number and mobile number, to reach the Company's email address at [investor\\_relations@tatacommunications.com](mailto:investor_relations@tatacommunications.com) before 5.00 p.m. (IST) on Tuesday, July 9, 2024. Queries that remain unanswered will be appropriately responded to, by the Company.
- vi. 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 email 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 Thursday, July 4, 2024 (9:00 a.m. IST) and Thursday, July 11, 2024 (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.

Members who need assistance before or during the AGM may contact Ms. Sarita Mote or Mr. Sagar Gudhate at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call on +91 22 4886 7000.

## B. INSTRUCTIONS FOR E-VOTING BEFORE / DURING THE AGM

The Board of Directors has appointed Mr. P.N. Parikh (Membership No. FCS 327) or failing him Mr. Mitesh Dhabliwala (Membership No. FCS 8331) or failing him Ms. Sarvari Shah (Membership No. FCS 9679) of M/s. Parikh & 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.

### INSTRUCTIONS FOR REMOTE E-VOTING BEFORE THE AGM ARE AS UNDER:

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

#### Step 1: Access to NSDL e-Voting system

##### A) Login method for e-Voting and joining virtual meeting for individual shareholders holding securities in demat mode

In terms of SEBI Circular dated December 9, 2020 on e-Voting facility provided by listed companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email address in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL viz., <a href="https://eservices.nsdl.com">https://eservices.nsdl.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>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>"Register Online for IDeAS Portal"</b> or click <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.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 "Login" which is available under 'Shareholder / Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site where you can see e-Voting page. Click on company name or <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>Shareholders / Members can also download NSDL Mobile App <b>"NSDL Speede"</b> by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

NSDL Mobile App is available on

 App Store
  Google Play



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 email 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) logging 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.co.in">evoting@nsdl.co.in</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 calling on toll free no. 1800 22 55 33

**B) 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.

*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.*



4. Your User ID details are given below:

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID
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 128693 then user ID is 128693001***

5. Password details for shareholders other than Individual shareholders:

- 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 email address is registered in your demat account or with the company, your 'initial password' is communicated to you on your email address. Trace the email sent to you from NSDL in your mailbox. Open the email and open the attachment i.e., a .pdf file. The password to open the .pdf file is your 8 digit Client ID for NSDL account, last 8 digits of 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 email address is not registered, please follow steps mentioned below under process for **those shareholders whose email address are not registered**.

6. 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).
- If you are still unable to get the password by above-mentioned two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number / folio number, PAN, name and registered address.
- Members can also use the OTP based login for casting votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions".

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, the e-Voting home page will open.

**Step 2: Cast your vote electronically and join AGM on NSDL e-Voting system.**

**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 for which you wish to cast your vote during the remote e-Voting period and cast your vote during the General Meeting. 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 a 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.

**INSTRUCTIONS FOR E-VOTING DURING THE AGM ARE AS UNDER:**

- i. The procedure for remote e-Voting during the AGM is the same as the instructions mentioned above for remote e-Voting since the Meeting is being held through VC / OAVM.
- ii. Only those Members, who are present in the AGM through VC / OAVM facility and have not cast their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- iii. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- iv. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be as mentioned for remote e-Voting.

**General Guidelines for shareholders**

1. **Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF/ JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by e-mail at [cs@parikhassociates.com](mailto:cs@parikhassociates.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).** Institutional shareholders can also upload their Board Resolution / Power of Attorney / Authority Letter etc., by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details / Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on: +91 22 4886 7000 or send a request to Ms. Sarita Mote or Mr. Sagar Gudhate at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

By Order of the Board of Directors

**Zubin Adil Patel**

Company Secretary  
ACS-30277  
Mumbai, April 17, 2024

**Registered Office:**

VSF, Mahatma Gandhi Road,  
Fort, Mumbai - 400 001.  
CIN: L64200MH1986PLC039266  
Email 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 from time to time, the Company is required to have the audit of its cost records conducted by a Cost Accountant. Further, 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 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, 2025. Accordingly, under the approval from the Board of Directors, the remuneration of the Cost Auditor was fixed at ₹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 amounting to ₹6.60 lakhs plus applicable taxes and out of pocket expenses on actual basis capped at 3% of the remuneration, payable to the Cost Auditor for the financial year ending March 31, 2025.

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

## In respect of Item No. 6

At the Annual General Meeting held on August 28, 2020, Mr. A. S. Lakshminarayanan was appointed as the Managing Director and Chief Executive Officer ('MD & CEO') of the Company for a period of five years effective November 26, 2019 till November 25, 2024. The current term of Mr. A. S. Lakshminarayanan as MD & CEO is ending on November 25, 2024. Based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Company had applied to Ministry of Home Affairs ('MHA') seeking security clearance of Mr. Lakshminarayanan for his re-appointment as the MD & CEO of the Company. Vide MHA's letter dated February 22, 2024, the Company has received security clearance for re-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 re-appointed as the MD & CEO of the

Company. He is not debarred from holding the office of director by virtue of any order passed by SEBI or any other authority.

Based on the recommendation of NRC and approval of the MHA, the Board at its meeting held on April 17, 2024, approved the re-appointment of Mr. Lakshminarayanan as the MD & CEO for a second term commencing from November 26, 2024 up to April 13, 2026 (i.e., till he attains the retirement age), both days inclusive, subject to approval of the shareholders and any statutory authorities, if required. The Board, while re-appointing Mr. Lakshminarayanan as the MD & CEO of the Company, considered his background, experience and contributions to the Company during his current tenure as the MD & CEO.

Extracts of the key terms and conditions of re-appointment, including remuneration, forming part of the Agreement to be executed with Mr. Lakshminarayanan for his re-appointment as MD & CEO are given below and these may also be read and treated as disclosure in compliance with the requirements of the Companies Act, 2013:

- Term and Termination:** Subject as hereinafter provided, the Agreement for re-appointment will be effective from November 26, 2024 to April 13, 2026 (both days inclusive). This 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.
- Duties and 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.
- Proposed Remuneration:**  
So long as the MD & CEO performs his duties and conforms to the terms and conditions contained in this

Agreement, he shall, subject to such approvals as may be required, be entitled to the following remuneration, subject to deduction at source of all applicable taxes in accordance with the laws for the time being in force:

- a) **Basic Salary:** ₹27.09 Lakhs per month. The annual increment, which will be effective 1<sup>st</sup> April each year, will be decided by the Board based on the recommendation of NRC and will be merit based and take into account the Company's performance as well.
- b) **Benefits, Perquisites, Allowances as follows:**
- House Rent Allowance aggregating 50% of the basic salary (in case residential accommodation is not provided by the Company) and Utilities allowance (incl. maintenance) aggregating 35% of the basic salary.
  - Hospitalisation, Transport, Telecommunication and other facilities:
    - Health Insurance coverage for self, spouse and dependent (minor) children as per policy;
    - Car, with driver provided, maintained by the Company for official and personal use;
    - Telecommunication facilities including broadband, internet and mobile.
  - Other perquisites and allowances (flexible component) with an option to choose from the components given below, subject to a maximum of 26.3% of the basic salary, comprising of the following:
    - Children's Education & Hostel expenses
    - Leave Travel Assistance
    - Sodexo Meal Voucher
    - Professional Development Reimbursement
    - Special Residual Allowance (SRA): Any amount lying unallocated from the flexible allowance after distribution across the components specified above will be paid as Special Residual Allowance.
  - Contribution to Provident Fund, Gratuity Fund, and other applicable retiral benefits as per the rules of the Company.
  - Membership and joining fees for one club.
  - The MD & CEO shall be entitled to privilege, sick and casual leave in accordance with the terms of the rules of the Company. Privilege leave earned but not availed shall

be encashable in accordance with the rules in force.

- c) **Incentive Remuneration:** Such Incentive Remuneration at a target value of ₹4,35,23,700 to be paid annually at the discretion of the Board, based on certain performance criteria and such other parameters as may be considered appropriate from time to time.
- d) **Long term Incentive and employee stock units (RSUs):** With the objective of achieving long term value creation through retention and continuity of the leadership, the long term incentive plans / stock unit plans have been made available to MD & CEO. The Target Incentive under the Long term Incentive Plan ('LTIP' / 'Plan') that covers the period FY23, FY24 and FY25 is intended to be ₹5,72,71,029. As per the terms of the Plan, the payment would be made in one tranche on June 30, 2025 after the Plan matures. Number of RSUs granted under the RSU Plan 2023 that covers the period FY24, FY25 and FY26 is 52,764 units with the final vesting on April 30, 2026. Further, number of RSUs granted under the RSU Plan 2023 that covers the period FY25, FY26 and FY27 is 55,422 units with the final vesting on April 30, 2027. These incentives would be payable 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 Incentives under the LTIP / RSU Plan is subject to the overall ceilings stipulated in Section 197 of the Companies Act, 2013 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.
- e) **Insurance:** The Company shall keep and maintain the following insurance policies as per Company's rules and policy, which are currently as follows:
- i. Directors and Officers Liability Insurance Policies
  - ii. Accident Insurance Policy
  - iii. Life Insurance Policy.
- f) **Minimum Remuneration:** Notwithstanding anything to the contrary herein contained where, in any financial year during the tenure of Mr. Lakshminarayanan, the Company has no profits, or its profits are inadequate, the Company will pay him 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.

#### 4. Other Terms of Re-appointment:

##### a) Variation:

The terms and conditions of re-appointment of the MD & CEO 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.

##### b) Tata Code of Conduct:

The provisions of the Tata Code of Conduct shall be deemed to have been incorporated 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.

##### c) Summary termination of employment:

The employment of the MD & CEO may be terminated by the Company without 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.

##### d) 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 this Agreement on such terms as the Board may consider appropriate in the circumstances.

##### e) 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.
- 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.

##### f) Appointment co-terminus with employment/directorship:

If and when this 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.

- g) 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.

- h) 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.

- i) 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. Other information:

- a) Pursuant to the provisions of Section 203 of the Companies Act, 2013, the Board at its meeting held on April 17, 2024 approved 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 Companies Act, 2013.
- b) 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 re-appointment of the MD & CEO also *inter alia* include clauses pertaining to conflict of interest, protection and use of intellectual properties and maintenance of confidentiality. Members who wish to inspect the agreement to be executed 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).

Details of remuneration paid / drawn by Mr. Lakshminarayanan for FY 2023-24 are given in the Corporate Governance Report, which is part of this Integrated Annual Report. 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 and Key Managerial Personnel (‘KMP’) of the Company or their respective relatives, except Mr. Lakshminarayanan, to whom the resolution relates, is concerned or interested in the Resolution mentioned 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 a Director in terms of Section 164 of the Act. In compliance with the provisions of Section 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 re-appointment and terms and conditions including remuneration of Mr. Lakshminarayanan as the MD & CEO of the Company as set out above.

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 and recognitions of Mr. Lakshminarayanan:**

Mr. Lakshminarayanan is a global techno-commercial leader across regions and industries recognised for developing scalable businesses in UK, Europe, Japan and India, and has worked across the globe.

An over 35 years Tata Group veteran, engineering graduate from BITS, Pilani, and London Business School senior executive programme alumnus, Mr. Lakshminarayanan is an IEEE (Institute of Electrical and Electronics Engineers) long-standing member. Mr. Lakshminarayanan is the Managing Director & CEO

of Tata Communications Limited since November 2019. Since joining Tata Communications Limited, he has re-engineered and steered the Company to delivering strong profitability. Under his leadership Tata Communications Limited is progressing to play a solid role as a Global Comm-Tech Player focusing on platform play, financial fitness, commitments on sustainability, innovation and AI.

He also serves on the Board of Nelco Limited, Tata Teleservices Limited and Tata Teleservices (Maharashtra) Limited.

Prior to joining Tata Communications Limited, Mr. Lakshminarayanan was President and CEO of Tata Consultancy Services Japan, Ltd., accelerating its market opportunity and brand in the region. Other leadership positions he has held within TCS include, Global Head of four business units (Telecom, Media & Information Services, HiTech and Utilities), and Head of UK & Europe.

He is known to drive all things, technology, and transformation, with trust and purpose being central.

By Order of the Board of Directors

**Zubin Adil Patel**

Company Secretary  
ACS-30277  
Mumbai, April 17, 2024

**Registered Office:**

VSF, Mahatma Gandhi Road,  
Fort, Mumbai - 400 001.  
CIN: L64200MH1986PLC039266  
Email 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 38<sup>th</sup> Annual General Meeting

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 – Secretarial Standard on General Meetings]

Particulars	Mr. N. Ganapathy Subramaniam	Mr. A. S. Lakshminarayanan
Designation	Non-Executive, Non-Independent Director	Managing Director and Chief Executive Officer
Date of Birth	May 20, 1959	April 13, 1961
Age	65	63
DIN	07006215	08616830
Date of First Appointment	December 2, 2021	November 26, 2019
Qualifications	Master's Degree in Mathematics	Bachelor of Engineering (Mechanical) Alumnus of London Business School
Expertise / experience in specific functional area	Information Technology	Information Technology
No. of meetings of the Board attended during the year	6	9
Directorships held in other companies (excluding foreign companies)	<ul style="list-style-type: none"> <li>Tata Consultancy Services Limited</li> <li>Tata Elxsi Limited</li> <li>Tejas Networks Limited</li> <li>TCS Foundation</li> <li>Saankhya Labs Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>Tata Teleservices (Maharashtra) Limited</li> <li>Tata Teleservices Limited</li> <li>Nelco Limited</li> </ul>
Memberships / Chairmanships of committees in other companies (only statutory committees under Companies Act, 2013 or SEBI Listing Regulations)	<b>Tata Consultancy Services Limited</b> <ul style="list-style-type: none"> <li>Risk Management Committee (Member)</li> <li>Corporate Social Responsibility Committee (Member)</li> </ul> <b>Tata Elxsi Limited</b> <ul style="list-style-type: none"> <li>Risk Management Committee (Member)</li> <li>Nomination and Remuneration Committee (Member)</li> </ul> <b>Tejas Networks Limited</b> <ul style="list-style-type: none"> <li>Nomination and Remuneration Committee (Member)</li> </ul>	<b>Tata Teleservices Limited</b> <ul style="list-style-type: none"> <li>Nomination and Remuneration Committee (Member)</li> </ul> <b>Tata Teleservices (Maharashtra) 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 entities resigned in last 3 years (excluding foreign companies)	Nil	<ul style="list-style-type: none"> <li>Tejas Networks Limited</li> <li>Nelco Network Products Limited</li> </ul>
Relationship with other Directors, Manager and other Key Managerial Personnel		None
Terms and Conditions of appointment / re-appointment	Re-appointment in terms of Section 152(6) of the Companies Act, 2013.	Re-appointment as the Managing Director and Chief Executive Officer for a period commencing from November 26, 2024 till April 13, 2026 (both days inclusive). Other terms and conditions including remuneration for re-appointment form part of the Explanatory Statement.
Details of remuneration last drawn	Please refer to the Report on Corporate Governance.	
Details of remuneration sought to be paid	He 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.	As set out in the Explanatory Statement.
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.	