

NOTICE

NOTICE is hereby given that the 39th Annual General Meeting of Tata Communications Limited ('Company') will be held at 11:00 a.m. (IST) on Wednesday, July 9, 2025, 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, 2025 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, 2025 together with the Report of the Auditors thereon.

3. Declaration of Dividend

To declare a dividend on equity shares of the Company for the financial year ended March 31, 2025.

4. Appointment of Mr. Ankur Verma (DIN: 07972892) as Director, liable to retire by rotation

To appoint a Director in place of Mr. Ankur Verma (DIN: 07972892), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business

5. Appointment of Secretarial Auditors and fixing their remuneration

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

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], M/s. Parikh & Associates, Company Secretaries in Practice (Firm Registration No. P1988MH009800), who have confirmed their eligibility to be appointed as the Secretarial Auditors of the Company in terms of Regulation 24A (1A) of the SEBI Listing Regulations, be and are hereby appointed as the Secretarial Auditors of the Company, for a term of five consecutive years, commencing from financial year 2025-26 till financial year 2029-30."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to fix the annual remuneration plus applicable taxes and out-of-pocket expenses payable to M/s. Parikh & Associates during their tenure as the Secretarial Auditors of the Company."

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

6. Ratification of Cost Auditor's Remuneration

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Company hereby ratifies the remuneration of ₹6.60 lakhs plus applicable taxes and out-of-pocket expenses on actual basis incurred in connection with the audit, capped at 3% of the remuneration, payable to Ms. Ketki D. Visariya, Cost Accountant (Membership No.: 16028), who, on the recommendation of the Audit Committee, has been appointed by the Board of Directors as the Cost Auditor of the Company, to conduct the audit of the cost records maintained by the Company for the financial year 2025-26."

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

7. Appointment of Mr. Sujit Kumar Varma (DIN: 09075212) as a Director and as an Independent Director

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

"RESOLVED THAT Mr. Sujit Kumar Varma (DIN: 09075212), who was appointed as an Additional Director of the Company with effect from

April 22, 2025 by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee and in respect of whom the Company has received a notice in writing under Section 160(1) of the Companies Act, 2013 ('Act') from a Member proposing his candidature for the office of Director, and who is eligible for appointment as a Director and who has consented to act as a Director of the Company, be and is hereby appointed as a Director of the Company."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulations 17, 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and Articles of Association of the Company, the appointment of Mr. Sujit Kumar Varma (DIN: 09075212), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from April 22, 2025 to April 21, 2030 (both days inclusive), be and is hereby approved."

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

8. Appointment of Mr. P. Jagdish Rao (DIN: 01991594) as a Director and as an Independent Director

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

"RESOLVED THAT Mr. P. Jagdish Rao (DIN: 01991594), who was appointed as an Additional Director of the Company with effect from June 13, 2025 by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee and in respect of whom the Company has received a notice in writing under Section 160(1) of the Companies Act, 2013 ('Act') from a Member proposing his

candidature for the office of Director, and who is eligible for appointment as a Director and who has consented to act as a Director of the Company, be and is hereby appointed as a Director of the Company."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulations 17, 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and Articles of Association of the Company, the appointment of Mr. P. Jagdish Rao (DIN: 01991594), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from June 13, 2025 to June 12, 2030 (both days inclusive), be and is hereby approved."

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

By Order of the Board of Directors

Zubin Adil Patel

Company Secretary
ACS-30277

Mumbai, June 13, 2025

Registered Office:

VSB, Mahatma Gandhi Road,
Fort, Mumbai - 400 001.

CIN: L64200MH1986PLC039266

Email address: investor.relations@tatacommunications.com

Website: 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 19, 2024 (collectively referred to as 'MCA Circulars'), the Company is convening the 39th Annual General Meeting ('AGM' / 'Meeting') through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue.

Further, the Securities and Exchange Board of India ('SEBI'), vide its circulars dated May 12, 2020, and subsequent circulars issued in this regard, the latest being October 3, 2024 (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 ('Act'), the SEBI Listing Regulations, MCA Circulars and SEBI Circulars, the 39th AGM of the Company is being held through VC/OAVM on Wednesday, July 9, 2025 at 11:00 a.m. (IST). The deemed venue for the 39th 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 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 ucshukla@rediffmail.com with a copy marked to evoting@nsdl.co.in.

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 <https://www.evoting.nsdl.com/>.

4. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item Nos. 5 to 8 of the Notice is annexed hereto. The relevant details, pursuant to Regulations 36(3) and 36(5) 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 Director(s) and Secretarial Auditors seeking appointment / re-appointment.
5. The Notice of the AGM along with the Integrated Annual Report 2024-25 is being sent by electronic mode to those Members whose email addresses are registered with the Company / Depositories. A letter providing the web-link, including the exact path, where complete details of the Integrated Annual Report, is being sent to those Members who have not registered their email addresses. Members may note that the Notice and Integrated Annual Report 2024-25 will also be available on the Company's website at www.tatacommunications.com; websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and 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 Thursday, June 19, 2025 as the 'Record Date' for determining entitlement of Members to final dividend for the financial year ended March 31, 2025, if approved at the AGM. The Register of Members and the Share Transfer Books of the Company will be closed from Friday, June 20, 2025 till Monday, June 23, 2025, both days inclusive. Dividend of ₹25/- per equity share of ₹10/- each (i.e., 250%), if approved at the AGM, will be paid subject to tax deduction at source ('TDS') on or after Thursday, July 10, 2025 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 close of business hours on Thursday, June 19, 2025; 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 close of business hours on Thursday, June 19, 2025.

SEBI, vide its circular dated November 3, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and November 17, 2023) and SEBI Master Circular dated May 7, 2024, 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., 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. 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 Thursday, June 19, 2025 to the R&T Agent.
8. 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 sending the documents by Friday, June 20, 2025 to enable the Company to determine the appropriate TDS / withholding tax rate applicable, verify the documents and provide exemption. For the detailed process please visit the website of the Company at <https://www.tatacommunications.com/investors/> and also refer to the email sent to the Members in this regard.
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 - MUFG Intime India Private Limited (‘MUFG’) at csg-unit@in.mpms.mufg.com for assistance in this regard.

11. 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 at www.iepf.gov.in and the website of the Company at <https://www.tatacommunications.com/investors/shares/>. For further details, please refer to Corporate Governance Report which is a part of this Integrated Annual Report.
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 MUFG at <https://web.in.mpms.mufg.com/KYC-downloads.html> or from the website of the Company at 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 MUFG either by raising a request at https://web.in.mpms.mufg.com/helpdesk/Service_Request.html or sending physical copies by post / delivery to any of the offices of MUFG, 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.:
 - a. For shares held in electronic form: to their respective DPs.
 - b. For shares held in physical form: to the Company / R&T Agent through the following prescribed Forms:

Form	Description
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

14. 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 manner:

- Self-attested hard copies addressed to the registered office of the R&T Agent;
- 'In Person Verification' ('IPV'): the authorised person of the R&T Agent shall verify the original documents furnished by the Member and retain copy(ies) with IPV stamping with date and initials;
- Service portal of the R&T Agent at https://web.in.mpm.s.mufg.com/helpdesk/Service_Request.html

Members can also reach out to the Company at investor.relations@tatacommunications.com for any queries / assistance on the same.

15. SEBI vide its circular 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 portal can also be accessed through the Company's website <https://www.tatacommunications.com/investors/shares/>.

16. Members attention is also drawn to the SEBI circular dated January 25, 2022 mandating all listed entities to issue securities in dematerialised form only while processing service requests relating to issue of duplicate securities certificate, claim from unclaimed suspense account renewal / exchange of securities certificate, endorsement, sub-division / splitting of securities

certificate, consolidation of securities certificates / folios, transposition and transmission.

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 securities holder / 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 securities holder / claimant shall make a request to the DP for dematerialising the said securities.

17. 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.
18. 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. 30.
19. 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 1, 2025 through email on investor.relations@tatacommunications.com mentioning their DP ID and Client ID / Physical Folio Number. These will be replied to by the Company suitably.
20. 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.
21. 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 MUFG in case shares are held by them in physical form.

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

- i. **Registration of email addresses with MUFG:** The Company has made special arrangements with MUFG 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 MUFG on or before 5:00 p.m. IST on Wednesday, July 2, 2025.

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

- a. Visit the link https://web.in.mpms.mufg.com/EmailReg/Email_Register.html
- b. Select the company name viz. Tata Communications Limited
- c. Enter the DP ID and Client ID / Physical Folio Number, Name of Member and PAN details. Members holding shares in physical form need to additionally enter one of the share certificate numbers.
- d. Enter mobile number and email address and click on Continue button.
- e. The system will send a One Time Password ('OTP') on your mobile number and email address.
- f. Upload:
 - i. Self-attested copy of PAN card and
 - ii. Address proof viz., Aadhar Card, passport or front and back side of share certificate in case of physical folio.
- g. Enter the OTP received on your mobile number and email address.
- h. 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 2024-25 along with the e-Voting User ID and password. In case of any queries, Members may write to csg-unit@in.mpms.mufg.com or 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 MUFG, in respect of physical holding, by submitting Form ISR-1 at https://web.in.mpms.mufg.com/EmailReg/Email_Register.html. Further, those Members who have already registered their email addresses are requested to keep their email addresses validated / updated with their DPs / MUFG 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 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 the 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 DP ID-Client ID (8 digit DP ID + 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.

23. 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.
24. **The remote e-Voting period commences on Saturday, July 5, 2025 (9:00 a.m. IST) and ends on Tuesday, July 8, 2025 (5:00 p.m. IST).** During this period, Members holding shares either in physical form or in electronic form as on **Wednesday, July 2, 2025 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.
25. 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 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.

26. 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. 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".
27. 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.
28. 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.
29. 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 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.
30. 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 39th 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 before 5:00 p.m. (IST) on Tuesday, July 1, 2025. Queries 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 between Thursday, June 26, 2025 (9:00 a.m. IST) and Thursday, July 3, 2025 (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 Mr. Sagar Gudhate, Senior Manager at 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. U.C. Shukla (Membership No. FCS 2727) of M/s Upendra Shukla & Associates, Practising Company Secretaries, as the Scrutinizer to scrutinize the e-Voting during the AGM and remote e-Voting process in a fair and transparent manner.

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"> For OTP based login users can click on https://eservices.nsdl.com Users will have to enter your 8-digit DP ID, 8-digit Client ID, PAN, Verification code and generate OTP. Enter the OTP received on registered email ID/mobile number and click on login. After successful authentication, users will be redirected to NSDL Depository site wherein users can see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. Existing IDeAS user can visit the e-Services website of NSDL viz., https://eservices.nsdl.com either on a personal computer or on a mobile device. On the e-Services home page, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' 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 "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL 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. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. 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 16-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 wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. Shareholders / Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

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"> 1. Users who have opted for CDSL Easi / Easiest facility, can login with 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 www.cdslindia.com and click on login icon and New System Myeasi. 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. 3. If the user is not registered for Easi / Easiest, an option to register is available at CDSL's website www.cdslindia.com by clicking on login and New System Myeasi tab and then clicking on registration option. 4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN from the e-Voting link available on www.cdslindia.com 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.
Individual shareholders (holding securities in demat mode) login through their Depository Participants	Members may also login using the login credentials of their demat account through their Depository Participant registered with NSDL / CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option which will redirect you to NSDL / CDSL Depository site. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the Meeting.

Important note: Members who are unable to retrieve User ID / Password are advised to use "Forgot User ID" and "Forgot Password" option available at above-mentioned websites.

Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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 followed by Folio Number registered with the Company For example, if folio number is 001*** and EVEN is 133969 then User ID is 133969001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) 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.

- c) 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 at Note No. 22 of this Notice.

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; or
- Click on **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on 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 mentioning your demat account number / folio number, PAN, name and registered address.

- d) Members can also use the OTP based login for casting votes on the e-Voting system of NSDL.

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 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 the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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

- 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.
- 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 during 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 email at ucshukla@rediffmail.com with a copy marked to 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 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 or call on: +91 22 4886 7000 or send a request to Mr. Sagar Gudhate, Senior Manager at evoting@nsdl.co.in.

By Order of the Board of Directors

Zubin Adil Patel

Company Secretary
ACS-30277

Mumbai, June 13, 2025

Registered Office:

VSB, Mahatma Gandhi Road,
Fort, Mumbai - 400 001.

CIN: L64200MH1986PLC039266

Email address: investor.relations@tatacommunications.com

Website: 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 to 8 of the accompanying Notice.

In respect of Item No. 5

As per the provisions of Section 204 of the Act and Regulation 24A of the SEBI Listing Regulations, the Company is required to undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary. Regulation 24A of the SEBI Listing Regulations, as amended, further requires the Company to obtain the approval of its Members for appointment or re-appointment of the Secretarial Auditors.

The Board of Directors of the Company ('Board') at its meeting held on April 22, 2025 appointed M/s. Parikh & Associates, Peer Reviewed Firm of Company Secretaries in Practice (Firm Registration No. P1988MH009800 / Peer Review No. 6556/2025), as the Secretarial Auditor of the Company for a term of five consecutive years, commencing from financial year 2025-26 till financial year 2029-30, subject to approval of the Members. If appointed, M/s. Parikh & Associates will carry out Secretarial Audit for financial years 2025-26 to 2029-30. M/s. Parikh & Associates have submitted their eligibility certificate and consent to act as the Secretarial Auditor of the Company and have confirmed that their proposed appointment, if made, will be in accordance

with the conditions prescribed under Regulation 24A (1A) of the SEBI Listing Regulations.

The fee proposed to be paid to M/s. Parikh & Associates towards Secretarial Audit for FY 2025-26 shall be ₹2.50 lakhs per annum (with an increase of 10% after every 2 years), excluding applicable taxes and out of pocket expenses, with the authority to the Board to make revisions as it may deem fit. There is no material change in the proposed fee payable to M/s. Parikh & Associates compared to that of the previous Secretarial Auditor.

The fee for services in the nature of statutory certifications and other permissible non-audit services will be in addition to the secretarial audit fee as above, and will be decided by the Management in consultation with the Secretarial Auditors. The provision of such permissible non-audit services will be reviewed and approved by the Board.

M/s. Parikh & Associates is a well-known firm of Practising Company Secretaries founded in 1987 and based in Mumbai. Renowned for its commitment to quality and precision, the firm has been Peer Reviewed and Quality Reviewed by the Institute of Company Secretaries of India, ensuring the

highest standards in professional practices. The firm has a team of 35 members including 10 partners and is focused on providing comprehensive professional services in corporate law, SEBI regulations, FEMA compliance, and allied fields, delivering strategic solutions to ensure regulatory adherence and operational efficiency. The firm provides its services to various prominent companies and their expertise has earned the trust of industry leaders across sectors like banking, manufacturing, pharmaceuticals, and public utilities. The firm has the necessary capabilities and competencies to perform their duties as Secretarial Auditors of the Company. M/s. Parikh & Associates have the relevant experience and expertise to conduct the Secretarial Audit of the Company.

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

Under the provisions of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, as amended, the Company is required to have 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, 2026. 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. 6 of the accompanying Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2026.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the Members.

None of the Directors and KMPs or their relatives are concerned or interested in the Resolution at Item No. 6 of the accompanying Notice.

In respect of Item No. 7

Based on the recommendation of the Nomination and Remuneration Committee and after obtaining necessary security clearance under the Company's TV uplinking license from the Ministry of Information and Broadcasting, the Board of Directors appointed Mr. Sujit Kumar Varma (DIN: 09075212), as an Additional Director (in the capacity of Independent Director), to hold office for a term of five consecutive years

i.e., with effect from April 22, 2025 up to April 21, 2030 (both days inclusive), pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV to the Act and the Articles of Association of the Company.

Pursuant to Regulation 17(1C) of the SEBI Listing Regulations, a director shall hold office until the date of next General Meeting or for a period of three months from the date of appointment, whichever is earlier. The Company has received notice under section 160 of the Act proposing his candidature as an Independent Director of the Company. If appointed, Mr. Varma will act as a Non-Executive, Independent Director, not liable to retire by rotation.

The Company has received a declaration from Mr. Varma stating that he meets the criteria as provided under section 149(6) read with section 149(7) of the Act, Regulation 16(1)(b) read with Regulation 25(8) of the SEBI Listing Regulations. Mr. Sujit Kumar Varma has also given a declaration that he is not disqualified under section 164 of the Act nor debarred from holding the office of a director by virtue of any order pass by SEBI or any other authority and has registered himself in the Independent Director's Data Bank maintained by Indian Institute of Corporate Affairs.

In the opinion of the Board, Mr. Sujit Kumar Varma is independent of the Management of the Company and is a person of integrity and possesses relevant expertise and experience and fulfils the conditions for appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and any modification(s) / amendment(s) thereto.

The terms and conditions of his appointment as an Independent Director shall be open for inspection by the Members.

Keeping in view his experience and expertise, the Special Resolution at Item No. 7 of the accompanying Notice for his appointment as an Independent Director of the Company is in the interest of the Company and is recommended by the Board for approval by the Members. The Board is satisfied that the appointment of Mr. Varma is justified on account of his educational background and rich professional experience in the areas of Finance, Banking, Risk Management and Compliance.

None of the other Directors or KMPs or their relatives except Mr. Sujit Kumar Varma is concerned or interested in the Resolution set out at Item No. 7 of the accompanying Notice.

Brief profile of Mr. Sujit Kumar Varma:

Mr. Sujit Kumar Varma is a career banker with proven track record of leading diverse business departments. Mr. Varma is highly experienced in Corporate and Retail Credit, Trade Finance, International Banking, Risk Management and Compliance. Mr. Varma had been associated with the State Bank of India ("SBI") for over 30 years where he held several important positions viz., Chief Executive Officer - SBI New York USA, General Manager - Mid-Corporate Regional Office, Mumbai, India and Chief General Manager - International Banking. Mr. Varma superannuated as Deputy Managing Director, Corporate Accounts Group from SBI in January 2021.

Mr. Varma holds a Bachelor of Arts (Hons.) in English and certifications from renowned institutes like Indian Institute of Banking & Finance, Mumbai, India; Harvard Business School; NYU Stern School of Business, New York, USA; Indian Institute of Management, Ahmedabad, India and Indian Institute of Management, Calcutta, India.

In respect of Item No. 8

Based on the recommendation of the Nomination and Remuneration Committee and after obtaining necessary security clearance under the Company's TV uplinking license from the Ministry of Information and Broadcasting, the Board of Directors appointed Mr. P. Jagdish Rao (DIN: 01991594), as an Additional Director (in the capacity of Independent Director), to hold office for a term of five consecutive years i.e., with effect from June 13, 2025 up to June 12, 2030 (both days inclusive), pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV to the Act and the Articles of Association of the Company.

Pursuant to Regulation 17(1C) of the SEBI Listing Regulations, a Director shall hold office until the date of next General Meeting or for a period of three months from the date of appointment, whichever is earlier. The Company has received notice under section 160 of the Act proposing his candidature as an Independent Director of the Company. If appointed, Mr. Rao will act as a Non-Executive, Independent Director, not liable to retire by rotation.

The Company has received a declaration from Mr. Rao stating that he meets the criteria as provided under section 149(6) read with section 149(7) of the Act, Regulation 16(1)(b) read with Regulation 25(8) of the SEBI Listing Regulations. Mr. P. Jagdish Rao has also given a declaration that he is not disqualified under section 164 of the Act nor debarred from holding the office of a director by virtue of any SEBI order or any other authority and has registered himself in the Independent Director's Data Bank maintained by Indian Institute of Corporate Affairs.

In the opinion of the Board, Mr. P. Jagdish Rao is independent of the Management of the Company and is a person of integrity and possesses relevant expertise and experience and fulfils the conditions for appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and any modification(s) / amendment(s) thereto.

The terms and conditions of his appointment as an Independent Director shall be open for inspection by the Members.

Keeping in view his experience and expertise, the Special Resolution at Item No. 8 of the accompanying Notice for his appointment as an Independent Director of the Company is in the interest of the Company and is recommended by the Board for approval by the Members. The Board is satisfied that the appointment of Mr. Rao is justified on account of his educational background and rich professional experience in the areas of Cyber Security, Data Analytics, Corporate Governance, Information Security, Mergers and Acquisitions, Corporate Operations, etc.

None of the other Directors or KMPs or their relatives except Mr. P. Jagdish Rao is concerned or interested in the Resolution set out at Item No. 8 of the accompanying Notice.

Brief profile of Mr. P. Jagdish Rao:

Mr. P. Jagdish Rao, aged 65 years, is a seasoned financial services and technology executive with over 35 years of experience at Citibank and Citigroup, where he played a pivotal role in driving large-scale business transformations, optimising global banking operations, and implementing advanced technology platforms. He has deep expertise in cyber security, data analytics and corporate governance, having interacted extensively with the Citigroup Board for 20 years. In his leadership roles, he managed technology infrastructure, corporate realty services and business operations worldwide. Mr. Rao spearheaded several strategic transformation initiatives such as consolidating Citi's global data centers, cutting IT costs by over US\$2 billion and implementing Citi's Private Cloud infrastructure, which helped enhance digital and mobile banking capabilities. He also led the consolidation of Citigroup's global real estate footprint, reducing it by over 60%, resulting in significant cost savings.

Throughout his career, Mr. Rao has held various senior leadership positions, including Chairman of Citigroup Technology Inc., Chief Administrative Officer for the Global Consumer Bank and twice serving as Citigroup's Chief Information Security Officer (CISO). He has extensive experience in mergers and acquisitions, divesting several Citi subsidiaries globally and managing corporate operations across diverse regions such as Asia, Europe, Latin America and the U.S. His earlier career included roles in corporate banking, treasury and trade services, and transaction banking. With a strong educational foundation in engineering and business, Mr. Rao is recognised for his ability to lead and implement large-scale global transformations that align technology with business goals.

Mr. Rao is a graduate engineer in Electronics & Electrical Communication Engineering from the Indian Institute of Technology Kharapur (1981) and has an MBA from the Indian Institute of Management Ahmedabad (1984). He has also completed the Advanced Management Program at Kellogg Business School, North Western University, Evanston, IL.

He is a US citizen residing in New York City.

By Order of the Board of Directors

Zubin Adil Patel

Company Secretary

ACS-30277

Mumbai, June 13, 2025

Registered Office:

VSB, Mahatma Gandhi Road,

Fort, Mumbai - 400 001.

CIN: L64200MH1986PLC039266

Email address: investorrelations@tatacommunications.com

Website: www.tatacommunications.com

Details of Directors seeking appointment / re-appointment at the 39th Annual General Meeting

[Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meetings]

Name	Mr. Ankur Verma	Mr. Sujit Kumar Varma	Mr. P. Jagdish Rao
Designation	Non-Executive, Non-Independent Director	Non-Executive, Independent Director	Non-Executive, Independent Director
Date of Birth	March 25, 1976	January 6, 1961	November 26, 1959
Age	49	64	65
DIN	07972892	09075212	01991594
Date of First Appointment	April 19, 2023	April 22, 2025	June 13, 2025
Qualifications	B.E. in Mechanical Engineering and PGDM from IIM, Calcutta	Bachelor of Arts (Hons.) in English Certifications from Indian Institute of Banking & Finance, Mumbai; Harvard Business School; NYU Stern School of Business, New York; Indian Institute of Management, Ahmedabad and Indian Institute of Management, Calcutta.	Bachelor of Engineering in Electronics & Electrical Communication from the Indian Institute of Technology Kharagpur; MBA from the Indian Institute of Management Ahmedabad and Advanced Management Program from Kellogg Business School, Northwestern University, Evanston, IL.
Expertise/experience in specific functional area	Strategy, Business Planning, Investment Banking	Refer to the brief profile of Mr. Sujit Kumar Varma.	Refer to the brief profile of Mr. P. Jagdish Rao.
No. of meetings of the Board attended during the year	7 (Seven)	Not applicable, since Mr. Sujit Kumar Varma was appointed on April 22, 2025.	Not applicable, since Mr. P. Jagdish Rao was appointed on June 13, 2025.
Directorships held in other companies (excluding foreign companies)	<ul style="list-style-type: none"> Tata Digital Private Limited Tata Electronics Private Limited Infiniti Retail Limited Tata Unistore Limited Supermarket Grocery Supplies Private Limited Tata Play Limited Tata 1mg Technologies Private Limited Tata Teleservices (Maharashtra) Limited Tata Autocomp Systems Limited Tata Elxsi Limited Tata Teleservices Limited 	<ul style="list-style-type: none"> Tata Capital Limited Uflex Limited L&T Metro Rail (Hyderabad) Limited Tata Capital Housing Finance Limited Waaree Energies Limited Prime Securities Limited Tata Asset Management Private Limited 	Nil
Memberships / Chairmanships of committees in other companies (only statutory committees under Companies Act, 2013 or SEBI Listing Regulations)	<p>Tata Play Limited</p> <ul style="list-style-type: none"> Risk Management Committee (Chairman) Audit Committee (Member) <p>Tata Elxsi Limited</p> <ul style="list-style-type: none"> Audit Committee (Member) <p>Tata Teleservices Limited</p> <ul style="list-style-type: none"> Audit Committee (Member) Nomination and Remuneration Committee (Member) <p>Tata Teleservices (Maharashtra) Limited</p> <ul style="list-style-type: none"> Audit Committee (Member) Stakeholders Relationship Committee (Member) <p>Tata 1MG Technologies Private Limited</p> <ul style="list-style-type: none"> Audit Committee (Member) <p>Tata Unistore Limited</p> <ul style="list-style-type: none"> Audit Committee (Chairman) 	<p>Tata Asset Management Private Limited</p> <ul style="list-style-type: none"> Nomination and Remuneration Committee (Chairman) Risk Management Committee (Chairman) Audit Committee (Member) CSR Committee (Member) <p>Tata Capital Housing Finance Limited</p> <ul style="list-style-type: none"> Audit Committee (Chairman) Nomination and Remuneration Committee (Member) <p>L & T Metro Rail (Hyderabad) Limited</p> <ul style="list-style-type: none"> Risk Management Committee (Chairman) Audit Committee (Member) <p>Tata Capital Limited</p> <ul style="list-style-type: none"> Audit Committee (Chairman) Nomination and Remuneration Committee (Member) 	Nil

Name	Mr. Ankur Verma	Mr. Sujit Kumar Varma	Mr. P. Jagdish Rao
	Supermarket Grocery Supplies Private Limited <ul style="list-style-type: none"> Audit Committee (Member) Tata AutoComp Systems Limited <ul style="list-style-type: none"> Audit Committee (Member) Nomination and Remuneration Committee (Member) Infiniti Retail Limited <ul style="list-style-type: none"> Audit Committee (Member) Risk Management Committee (Member) 	Waaree Energies Limited <ul style="list-style-type: none"> Stakeholders' Relationship Committee (Chairman) Risk Management Committee (Member) Uflex Limited <ul style="list-style-type: none"> Audit Committee (Member) Nomination and Remuneration Committee (Member) Risk Management Committee (Member) Prime Securities Limited <ul style="list-style-type: none"> Risk Management Committee (Chairman) Stakeholders' Relationship Committee (Chairman) Nomination and Remuneration Committee (Member) CSR Committee (Member) 	
Shareholding in Tata Communications Limited (including shareholding as a beneficial owner)	Nil	Nil	Nil
Names of listed entities (excluding foreign companies) resigned in last 3 years	Nil	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel	None	None	None
Terms and Conditions of appointment / re-appointment	Re-appointment in terms of Section 152(6) of the Companies Act, 2013.	Appointment as an Independent Director for a period of five consecutive years effective from April 22, 2025 to April 21, 2030 (both days inclusive). For further details refer to the Notice and Explanatory Statement.	Appointment as an Independent Director for a period of five consecutive years effective from June 13, 2025 to June 12, 2030 (both days inclusive). For further details refer to the Notice and Explanatory Statement.
Details of remuneration last drawn	Please refer to the Report on Corporate Governance.	NA	NA
Details of remuneration sought to be paid	<p>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.</p> <p>Please refer to the Report on Corporate Governance for details.</p>	<p>They shall be entitled to receive remuneration in the form of sitting fees for attending meetings of the Board or its Committees and for meetings convened for any other purpose as may be decided by the Board and annual commission based on distributable net profits of the Company within the limits stipulated under the Companies Act, 2013. In addition to sitting fees and commission, the Company may pay/reimburse directors any such fair and reasonable expenditure as may be incurred by them while performing their duty as a director.</p> <p>Please refer to the Report on Corporate Governance for details.</p>	
Skills and capabilities required for the role and manner in which the proposed person meets such requirements	Please refer to the Report on Corporate Governance for details.	Refer to the brief profile of Mr. Sujit Kumar Varma.	Refer to the brief profile of Mr. P. Jagdish Rao.