



HQ/CS/CL.24B/14790
5 March 2012

Sub: Sending Shareholding Pattern and Quarterly Compliance Report for the quarter ended on 31 March 2012.

In accordance with the Clause 35 and Clause 49 of the Listing Agreement please find attached herewith the following:

- a) Shareholding Pattern of Tata Communications Limited as on 31 March 2012 (**Attach "A"**).
- b) Quarterly Compliance Report on Corporate Governance for the period ended 31 March 2012 (**Attach "B"**).

Thanking you,

Yours faithfully,
For Tata Communications Limited



Satish Ranade
Company Secretary & CLO

To:

- 1) Security Code 500483, The Stock Exchange, Mumbai. Fax No.(22) 2272 2037,39,41
- 2) Security Code TATACOMM, The Asst. Manager (Listing), National Stock Exchange of India Limited. Fax Nos.: (22) 2659 8237,238, 347,348
- 3) National Securities Depository Ltd. Fax Nos. : 2497 2993.
- 4) The Bank of New York. Fax No.2204 4942.
- 5) Sharepro Services (India) Pvt. Ltd. Fax No. 2837 5646
- 6) Marc H. Iyeki, Director, New York Stock Exchange, Fax No: (212) 656-5071,72
- 7) Central Depository Services (India) Limited. Fax : 2267 3199.
- 8) Mr. R. Gangadharan for SEC information requirements.

TATA COMMUNICATIONS

Tata Communications Limited
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Regd. Office : VSB, Mahatma Gandhi Road, Fort, Mumbai - 400 001 India
Tel 91 22 6659 1966 Fax 91 22 6725 1962 website www.tatacommunications.com

(l)(a)

Statement showing Shareholding Pattern

Name of the Company: TATA COMMUNICATIONS LIMITED			
Scrip Code, Name of the scrip, class of security: BSE-500483; NSE-TATACOMM; NYSE-TCL			
Quarter ended: 31 March 2012			
Partly paid-up shares:-	No. of partly paid-up shares	As a % of total no. of partly paid-up Shares	As a % of total no. of shares of the company
Held by promoter/promoter group	Nil	Nil	Nil
Held by public	Nil	Nil	Nil
Total	Nil	Nil	Nil
Outstanding convertible securities :-	No. of outstanding securities	As a % of total no. of outstanding convertible securities	As a % of total no. of shares of the company, assuming full conversion of the convertible securities
Held by promoter/promoter group	Nil	Nil	Nil
Held by public	Nil	Nil	Nil
Total	Nil	Nil	Nil
Warrants:-	No. of warrants	As a % of total no. of warrants	As a % of total no. of shares of the company, assuming full conversion of Warrants
Held by promoter/promoter group	Nil	Nil	Nil
Held by public	Nil	Nil	Nil
Total	Nil	Nil	Nil
Total paid-up capital of the company, assuming full conversion of warrants and convertible securities	285,000,000		

Category code	Category of shareholder	Number of shareholders	Total number of shares	Number of shares held in dematerialized form	Total shareholding as a percentage of total number of shares		Shares Pledged or otherwise encumbered	
					As a percentage of (A+B) ¹	As a percentage of (A+B+C)	Number of shares	As a percentage (IX)= (VIII)/(IV)*100
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)
(1) Indian								
(a)	Individuals/ Hindu Undivided Family							
(b)	Central Government/ State Government(s)	1	74,446,885	74,446,885	27.84	26.12		
(c)	Bodies Corporate	8	142,581,988	142,581,988	53.31	50.03	10,000,000	7.01
(d)	Financial Institutions/ Banks							
(e)	Any Other (specify)							
	Sub-Total (A)(1)	9	217,028,873	217,028,873	81.15	76.15	10,000,000	4.61
(2) Foreign								
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)							
(b)	Bodies Corporate							
(c)	Institutions							
(d)	Any Other (specify)							
	Sub-Total (A)(2)							
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	9	217,028,873	217,028,873	81.15	76.15	10,000,000	4.61
(B) Public shareholding								
1 Institutions								
(a)	Mutual Funds/ UTI	10	2,853,741	2,853,441	1.07	1.00		
(b)	Financial Institutions/ Banks	41	16,977,879	16,977,879	6.35	5.96		
(c)	Central Government/ State Government(s)							
(d)	Venture Capital Funds							
(e)	Insurance Companies	6	14,666,877	14,666,877	5.48	5.15		
(f)	Foreign Institutional Investors	61	4,945,208	4,945,208	1.85	1.74		
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0.00		
	Sub-Total (B)(1)	118	39,443,705	39,443,405	14.75	13.84		
(2) Non-institutions								
(a)	Bodies Corporate	1,135	2,368,836	2,367,995	0.89	0.83		
(b)	Individuals -							
I	Individual shareholders holding nominal share capital up to Rs. 1 lakh.	65,152	7,780,375	7,597,404	2.91	2.73		
II	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	21	529,957	529,957	0.20	0.19		
(c-i)	Trusts	6	11,500	11,500	0.00	0.00		
(c-ii)	NRIs	1,025	269,824	268,842	0.10	0.09		
(c-iii)	Overseas Corporate Bodies	1	7,250	7,250	0.00	0.00		
(c-iv)	Foreign National	1	60	60	0.00	0.00		
	Sub-Total (B)(2)	67,341	10,967,802	10,783,008	4.10	3.85		
	Total Public Shareholding (B)= (B)(1)+(B)(2)	67,459	50,411,507	50,226,413	18.85	17.69		
	TOTAL (A)+(B)	67,468	267,440,380	267,255,286	100.00	93.84	10,000,000	3.74
(C) Shares held by Custodians and against which Depository Receipts have been Issued								
(1)	Promoter and Promoter Group	0	0	0		0.00		
(2)	Public	2	17,559,620	17,559,620		6.16		
	GRAND TOTAL (A)+(B)+(C)	67,470	285,000,000	284,814,906		100.00	10,000,000	3.51

(f) (b) Statement showing holding of securities (including shares,warrants,convertible securities) of persons belonging to the category "Promoter and Promoter Group"

Sr.No.	Name of the shareholder	Details of Shares held		Encumbered shares(*)			Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities as a % of diluted share capital)
		No of Shares held	As a % of grand total (A)+(B)+(C)	Number	As a Percentage	As a % of grand total (A)+(B)+(C) of sub-clause (f)(a)	No of warrants held	As a % of total number of warrants of the same class	Number of convertible securities held	As a % of total number of convertible securities of the same class	
(i)	(ii)	(iii)	(iv)	(v)	(vi) = (v)/(iii)*100	(vii)	(viii)	(ix)	(x)	(xi)	(xii)
1	Tata Group										
a	PANATONE FINVEST LIMITED	88,626,654	31.10	-	-	-	-	-	-	-	-
b	TATA SONS LIMITED	40,533,297	14.22	10,000,000	24.67	3.51	-	-	-	-	-
c	TATA POWER LIMITED	13,422,037	4.71	-	-	-	-	-	-	-	-
2	GOVERNMENT OF INDIA	74,446,885	26.12	-	-	-	-	-	-	-	-
	TOTAL	217,028,873	76.15	10,000,000	4.61	3.51	-	-	-	-	-

(*) The term "encumbrance" has the same meaning as assigned to it in regulation 28(3) of the SAST Regulations, 2011

Statement showing holding of securities (including shares,warrants,convertible securities) of persons belonging to the category "Public" and holding more than 1% of the total number of shares.

Sr.No.	Name of the shareholder	Number of shares held	Shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) Indicated in	Details of warrants		Details of convertible		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted
				Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class	
1	LIFE INSURANCE CORPORATION OF INDIA	10,322,979	3.62	-	-	-	-	-
2	LIC OF INDIA MARKET PLUS GROWTH FUND	5,702,590	2.00	-	-	-	-	-
3	LIC OF INDIA MONEY PLUS GROWTH FUND	5,012,658	1.76	-	-	-	-	-
				-	-	-	-	-
TOTAL		21,038,227	7.38	-	-	-	-	-

Statement showing holding of securities (including shares,warrants,convertible securities) of persons (together with PAC) belonging to the category "Public" and holding (I)(c)(ii) more than 5% of the total number of shares of the company.

Sr. No.	Name(s) of the shareholder(s) and the Persons Acting in Concert (PAC) with them	Number of shares	Shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) Indicated in Statement at para (I)(a) above)	Details of warrants		Details of convertible		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				Number of warrants	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class	
1	NIL	-	0.00	-	-	-	-	-
TOTAL		0	0.00	-	-	-	-	-

(l)(d) Statement showing details of locked-in shares			
Sr. No.	Name of the shareholder	Number of locked-in shares	Locked-in shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (l)(a) above}
1	NIL	-	-
TOTAL		-	-

(II)(a) Statement showing details of Depository Receipts (DRs)				
Sr. No.	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of outstanding DRs	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above)
1	ADR	8,779,810	17,559,620	6.16
TOTAL		8,779,810	17,559,620	6.16

(II)(b) Statement showing Holding of Depository Receipts (DRs), where underlying shares held by 'promoter/promoter group' are in excess of 1% of the total number of shares				
Sr. No.	Name of the DR Holder	Type of outstanding DR (ADRs' GDRs, SDRs, etc.)	No. of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a)
1	Nil	-	-	-
TOTAL		-	-	-

Attach "B"

Name of the Company: TATA COMMUNICATIONS LIMITED

Quarter ending on: 31 March 2012

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
I Board of Directors	49 I		
(A) Composition of Board	49(IA)	NO	<p>The Company's composition of the Board of Directors is governed inter-alia by the Memorandum and Articles of Association (MOA&AOA). As per the MOA&AOA, the Government of India and the Strategic Partner (Panatone Finvest Limited) have the right to indicate the names of two independent directors each. The two independent directors so appointed as indicated by the Government earlier have resigned in May 2011. the Government has in place of the two resigned directors indicated only the name of Mr. UB Desai as one independent director who has been duly appointed by the Board on 6 June 2011.</p> <p>We have already requested the Government to indicate the name of another Independent Director.</p> <p>The Company presently has 3 Independent Directors out of total 11 directors in the Board</p>

			which falls below the requirement of having at least one-third of the Board comprising of independent directors.
(B) Non executive Directors' compensation & disclosures	49 (IB)	YES	
(C) Other provisions as to Board and Committees	49 (IC)	YES	
D) Code of Conduct	(49 (ID)	YES	
II. Audit Committee	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	YES	
(B) Meeting of Audit Committee	49 (IIB)	YES	
(C) Powers of Audit Committee	49 (IIC)	YES	
(D) Role of Audit Committee	49 II(D)	YES	
(E) Review of Information by Audit Committee	49 (IIE)	YES	
III. Subsidiary Companies	49 (III)	YES	
IV. Disclosures	49 (IV)	YES	
(A) Basis of related party transactions	49 (IV A)	YES	
(B) Disclosure of Accounting Treatment	49 (IV B)	YES	
(C) Board Disclosures	49 (IV C)	YES	
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	Not Applicable	
(E) Remuneration of Directors	49 (IV E)	YES	
(F) Management	49 (IV F)	YES	
(G) Shareholders	49 (IV G)	YES	
V. CEO/CFO Certification	49 (V)	YES	
VI. Report on Corporate Governance	49 (VI)	YES	
VII. Compliance	49 (VII)	YES	

For Tata Communications Limited


 Satish Ranade
 Company Secretary &
 Chief Legal Officer