



HQ/CS/CL.24B/14998  
7 January 2013

**Sub: Sending Shareholding Pattern and Quarterly Compliance Report for the quarter ended on 31 December 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 December 2012 (**Attach "A"**).
- b) Quarterly Compliance Report on Corporate Governance for the period ended 31 December 2012 (**Attach "B"**).

Thanking you,

Yours faithfully,  
For Tata Communications Limited

Rishabh Aditya  
Deputy Company Secretary & VP

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.

**TATA COMMUNICATIONS**

Tata Communications Limited  
Plot C 21 & C 36, 'G' Block, Bandra Kurla Complex, Mumbai - 400 098 India  
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

(I)(a)

**Statement showing Shareholding Pattern**

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

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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) <sup>1</sup>	As a percentage of (A+B+C)	Number of shares	As a percentage
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)= (VIII)/(IV)*100
(1)	<b>Indian</b>							
(a)	Individuals/ Hindu Undivided Family	0	0	0				
(b)	Central Government/ State Government(s)	1	74,446,885	74,446,885	27.66	26.12		
(c)	Bodies Corporate	8	142,581,988	142,581,988	52.97	50.03	10,000,000	7.01
(d)	Financial Institutions/ Banks							
(e)	Any Other (specify)							
	<b>Sub-Total (A)(1)</b>	<b>9</b>	<b>217,028,873</b>	<b>217,028,873</b>	<b>80.62</b>	<b>76.15</b>	<b>10,000,000</b>	<b>4.61</b>
(2)	<b>Foreign</b>							
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)	0	0	0				
(b)	Bodies Corporate	0	0	0				
(c)	Institutions	0	0	0				
(d)	Qualified Foreign Investor	0	0	0				
(e)	Any Other (specify)	0	0	0				
	<b>Sub-Total (A)(2)</b>							
	<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>	<b>9</b>	<b>217,028,873</b>	<b>217,028,873</b>	<b>80.62</b>	<b>76.15</b>	<b>10,000,000</b>	<b>4.61</b>
(B)	<b>Public shareholding</b>							
1	<b>Institutions</b>							
(a)	Mutual Funds/ UTI	13	3,315,389	3,315,089	1.23	1.16		
(b)	Financial Institutions/ Banks	41	16,848,978	16,848,978	6.26	5.91		
(c)	Central Government/ State Government(s)	0	0	0				
(d)	Venture Capital Funds	0	0	0				
(e)	Insurance Companies	6	13,700,853	13,700,853	5.09	4.81		
(f)	Foreign Institutional Investors	65	7,883,321	7,883,321	2.93	2.77		
(g)	Foreign Venture Capital Investors	0	0	0				
(h)	Qualified Foreign Investor	0	0	0				
	<b>Sub-Total (B)(1)</b>	<b>125</b>	<b>41,748,541</b>	<b>41,748,241</b>	<b>15.51</b>	<b>14.65</b>		
(2)	<b>Non-Institutions</b>							
(a)	Bodies Corporate	1,197	2,011,820	2,010,979	0.75	0.71		
(b)	Individuals -							
I	Individual shareholders holding nominal share capital up to Rs. 1 lakh.	60,821	7,383,976	7,205,846	2.74	2.59		
II	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	23	660,233	660,233	0.25	0.23		
(c-i)	Trusts	5	11,400	11,400	0.00	0.00		
(c-ii)	NRIs	950	332,177	331,195	0.12	0.12		
(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		
	<b>Sub-Total (B)(2)</b>	<b>62,998</b>	<b>10,406,916</b>	<b>10,226,963</b>	<b>3.87</b>	<b>3.65</b>		
	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>63,123</b>	<b>52,155,457</b>	<b>51,975,204</b>	<b>19.38</b>	<b>18.30</b>		
	<b>TOTAL (A)+(B)</b>	<b>63,132</b>	<b>269,184,330</b>	<b>269,004,077</b>	<b>100.00</b>	<b>94.45</b>	<b>10,000,000</b>	<b>3.71</b>
(C)	<b>Shares held by Custodians and against which Depository Receipts have been issued</b>							
(1)	Promoter and Promoter Group							
(2)	Public	2	15,815,670	15,815,670		5.55		
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>63,134</b>	<b>285,000,000</b>	<b>284,819,747</b>		<b>100.00</b>	<b>10,000,000</b>	<b>3.51</b>

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(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	88,626,854	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	-	-	-	-	-	-	-	-
	<b>TOTAL</b>	<b>217,028,873</b>	<b>76.15</b>	<b>10,000,000</b>	<b>4.61</b>	<b>3.51</b>	-	-	-	-	-

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

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

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 share capital
				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	10,211,714	3.58	-	-	-	-	-
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	-	-	-	-	-
	<b>TOTAL</b>	<b>20,926,962</b>	<b>7.34</b>	-	-	-	-	-

(f)(c)(ii) Statement showing holding of securities (including shares,warrants,convertible securities) of persons (together with PAC) belonging to the category "Public" and holding

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	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	0.00	-	-	-	-	-
	<b>TOTAL</b>	<b>0</b>	<b>0.00</b>	-	-	-	-	-

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(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	7,907,835	15,815,670	5.55
<b>TOTAL</b>		<b>7,907,835</b>	<b>15,815,670</b>	<b>5.55</b>

(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) above)
1	Nil		-	-
<b>TOTAL</b>			<b>-</b>	<b>-</b>

(I)(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 (I)(a) above)	Promoter/Promoter Group/ Public
1	NIL	-	-	-
<b>TOTAL</b>		<b>-</b>	<b>-</b>	<b>-</b>

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Attach "B"

Name of the Company: TATA COMMUNICATIONS LIMITED  
 Quarter ending on: 31 December 2012

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>I Board of Directors</b>	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&amp;AOA). As per the MOA&amp;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>

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			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	
<b>II. Audit Committee</b>	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	
<b>III. Subsidiary Companies</b>	49 (III)	YES	
<b>IV. Disclosures</b>	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	
<b>V. CEO/CFO Certification</b>	49 (V)	YES	
<b>VI. Report on Corporate Governance</b>	49 (VI)	YES	
<b>VII. Compliance</b>	49 (VII)	YES	

For Tata Communications Limited



Rishabh Aditya  
Deputy Company Secretary & VP