

HQ/CS/CL.24B/15604
6 April 2015

Sub: Shareholding Pattern and Quarterly Compliance Report for the quarter ended on 31 March 2015.

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 2015 (**Attach "A"**).
- b) Quarterly Compliance Report on Corporate Governance for the period ended 31 March 2015 (**Attach "B"**).

Thanking you,

Yours faithfully,
For Tata Communications Limited


Satish Ranade
Company Secretary

To:

- 1) Security Code 500483, The Stock Exchange, Mumbai. Fax No.(22) 2272 3121
- 2) Security Code TATACOMM, The Asst. Manager (Listing), National Stock Exchange of India Limited. Fax Nos.: (22) 2659 8237,238, 347,348.
- 3) Sharepro Services (India) Pvt. Ltd. Fax No. 2837 5646

TATA COMMUNICATIONS

Tata Communications Limited

Communication Address: G Block, C-21 B-36, Bandra Kurla Complex, Mumbai - 400011

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

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CIN No. 163209MGT19980PTC049203 website: www.tatacommunications.com

Attach 'A'

(I)(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;			
Quarter ended: 31 March 2015			
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	28,50,00,000		



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)
Quarter ended: 31 March 2015	Shareholding of Promoter and Promoter Group²							
(1)	Indian							
(a)	Individuals/ Hindu Undivided Family	0	0	0				
(b)	Central Government/ State Government(s)	1	74446885	74446885	26.12	26.12		
(c)	Bodies Corporate	8	139286330	139286330	48.87	48.87	1,00,00,000	7.18
(d)	Financial Institutions/ Banks							
(e)	Any Other (specify)							
	Sub-Total (A)(1)	9	21,37,33,215	21,37,33,215	74.99	74.99	1,00,00,000	4.68
(2)	Foreign							
(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				
	Sub-Total (A)(2)	0	0	0				
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	9	21,37,33,215	21,37,33,215	74.99	74.99	1,00,00,000	4.68
(B)	Public shareholding							
1	Institutions							
(a)	Mutual Funds/ UTI	96	13219987	13219687	4.64	4.64		
(b)	Financial Institutions/ Banks	35	15005407	15005407	5.27	5.27		
(c)	Central Government/ State Government(s)							
(d)	Venture Capital Funds							
(e)	Insurance Companies	5	2103620	2103620	0.74	0.74		
(f)	Foreign Institutional Investors	114	22895513	22895513	8.03	8.03		
(g)	Foreign Venture Capital Investors							
(h)	Qualified Foreign Investor							
(i)	Any Other (specify)							
	Sub-Total (B)(1)	250	5,32,24,527	5,32,24,227	18.68	18.68		
B 2	Non-institutions							
(a)	Bodies Corporate	1083	5456868	5456027	1.91	1.91		
(b)	Individuals -							
i	Individual shareholders holding nominal share capital up to Rs. 1 lakh.	56838	7665282	7501749	2.69	2.69		
ii	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	76	4488653	4488653	1.57	1.57		
(c)	Qualified Foreign Investor							
(d)	Any Other							
i	Trusts	9	10050	10050	0.00	0.00		
ii	NRIs	959	413655	412673	0.15	0.15		
iii	Overseas Corporate Bodies	1	7250	7250	0.00	0.00		
iv	Foreign National	1	500	500	0.00	0.00		
	Sub-Total (B)(2)	58,967	1,80,42,258	1,78,76,902	6.33	6.33		
	Total Public Shareholding (B)= (B)(1)+(B)(2)	59,217	7,12,66,785	7,11,01,129	25.01	25.01		
	TOTAL (A)+(B)	59,226	28,50,00,000	28,48,34,344	100.00	100.00	1,00,00,000	3.51
(C)	Promoter and Promoter Group							
(1)	Promoter and Promoter Group	0	0	0				
(2)	Public	0	0	0				
	GRAND TOTAL (A)+(B)+(C)	59,226	28,50,00,000	28,48,34,344	100.00	100.00	1,00,00,000	3.51
1	for determining public shareholding of the purpose of Clause 40A							
2	for definitions of "Promoter" and "Promoter Group"							
3	for definitions of "Public shareholding" refer to Clause 40A							



(I) (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 (I)(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)/(IV)*100	(VII)	(VIII)	(IX)	(X)	(XI)	(XII)
1	Tata Group										
a	PANATONE FINVEST LIMITED	8,86,26,654	31.10	-	-	-	-	-	-	-	31.10
b	TATA SONS LIMITED	3,72,37,639	13.06	1,00,00,000	26.85	3.51	-	-	-	-	13.06
c	THE TATA POWER COMPANY LIMITED	1,34,22,037	4.71	-	-	-	-	-	-	-	4.71
2	PRESIDENT OF INDIA	7,44,46,885	26.12	-	-	-	-	-	-	-	26.12
	TOTAL	21,37,33,215	74.99	1,00,00,000	4.68	3.51	-	-	-	-	74.99

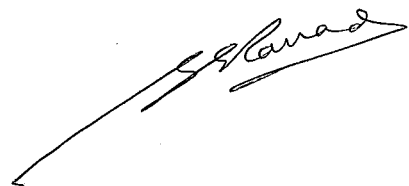
(*) The term "encumbrance" has the same meaning as assigned to it in regulatin 28(3) of the SAST Regulations , 2011

(I)(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 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 Statement at para (I)(a) above)	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
				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	GOVERNMENT PENSION FUND GLOBAL	5199271	1.82	-	-	-	-	-
2	LIC OF INDIA MONEY PLUS GROWTH FUND	5012658	1.76	-	-	-	-	-
	TOTAL	50,12,658	1.76	-	-	-	-	-

(I)(c)(ii) Statement showing holding of securities (including shares,warrants,convertible securities) of persons (together with PAC) belonging to the category "Public" and holding 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 securities		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	NIL	0	0.00	-	-	-	-	-
	TOTAL	0	0.00	-	-	-	-	-



(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	TATA SONS LIMITED	1,00,00,000	3.51	Promoter Group
TOTAL		1,00,00,000	3.51	

(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}
	Nil	0	0	0
TOTAL		0	0	0

(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

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	0	0	0
TOTAL		0	0	0

(III)(a) Statement showing voting pattern of shreholders if more than one class of shares/securities is issued by the issuer

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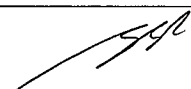


Quarterly Compliance Report on Corporate Governance

Name of the Company: **TATA COMMUNICATIONS LIMITED**


Quarter ending on: **31 March 2015**

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
II Board of Directors	49 II		
(A) Composition of Board	49 (IIA)	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 Dr. UB Desai as one independent director who has been duly appointed.</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 director's number which falls below the requirement of having at least one-third of the Board comprising of independent directors.</p>
(B) Independent Directors	49 (IIB)	YES	
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	YES	
(D) Other provisions as to Board and Committees	49 (IID)	YES	
(E) Code of Conduct	49 (IIE)	YES	
(F) Whistle Blower Policy	49 (IIF)	YES	



III. Audit Committee	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	YES	
(B) Meeting of Audit Committee	49 (IIIB)	YES	
(C) Powers of Audit Committee	49 (IIIC)	YES	
(D) Role of Audit Committee	49 (IIID)	YES	
(E) Review of Information by Audit Committee	49 (IIIE)	YES	
VI. Nomination and Remuneration Committee	49 (IV)	YES	
V. Subsidiary Companies	49 (V)	YES	
VI. Risk Management	49 (VI)	YES	
VII. Related Party Transactions	49 (VII)	YES	
VIII. Disclosures	49 (VIII)	YES	
(A) Related party transactions	49 (VIIIA)	YES	
(B) Disclosure of Accounting Treatment	49 (VIIIB)	YES	
(C) Remuneration of Directors	49 (IIIC)	YES	
(D) Management	49 (VIID)	YES	
(E) Shareholders	49 (VIIIE)	YES	
(F) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIIIF)	YES	
IX. CEO/CFO Certification	49 (V)	YES	
X. Report on Corporate Governance	49 (VI)	YES	
XI. Compliance	49 (VII)	YES	

For Tata Communications Limited


Satish Ranade
Company Secretary