



HQ/CS/CL.24B/15749
7 October 2015

Sub: Shareholding Pattern and Quarterly Compliance Report for the quarter ended on 30 September 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 30 September 2015 (**Attach "A"**).
- b) Quarterly Compliance Report on Corporate Governance for the quarter ended 30 September 2015 (**Attach "B"**).

Thanking you,

Yours faithfully,
For Tata Communications Limited

Manish Sansi
Company Secretary &
General Counsel (India)

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

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CIN no. : L64200MH1986PLC039266 web site www.tatacommunications.com

(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: 30 September 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: 30 September 2015	Shareholding of Promoter and Promoter Group ²							
(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	99	18201720	18201420	6.39	6.39		
(b)	Financial Institutions/ Banks	34	12892967	12892967	4.52	4.52		
(c)	Central Government/ State Government(s)							
(d)	Venture Capital Funds							
(e)	Insurance Companies	4	1671919	1671919	0.59	0.59		
(f)	Foreign Institutional Investors	118	18801975	18801975	6.60	6.60		
(g)	Foreign Venture Capital Investors							
(h)	Qualified Foreign Investor							
(i)	Any Other (specify)							
	Sub-Total (B)(1)	255	5,15,68,581	5,15,68,281	18.09	18.09		
B 2	Non-institutions							
(a)	Bodies Corporate	1055	6996884	6996043	2.46	2.46		
(b)	Individuals -							
I	Individual shareholders holding nominal share capital up to Rs. 1 lakh.	57783	7748182	7588548	2.72	2.72		
II	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	63	4436594	4436594	1.56	1.56		
(c)	Qualified Foreign Investor							
(d)	Any Other							
i	Trusts	11	8220	7930	0.00	0.00		
ii	NRIs	1005	500514	499532	0.18	0.18		
iii	Overseas Corporate Bodies	1	7250	7250	0.00	0.00		
iv	Foreign National	3	560	560	0.00	0.00		
	Sub-Total (B)(2)	59,921	1,96,98,204	1,95,36,457	6.91	6.91		
	Total Public Shareholding (B)= (B)(1)+(B)(2)	60,176	7,12,66,785	7,11,04,738	25.01	25.01		
	TOTAL (A)+(B)	60,185	28,50,00,000	28,48,37,953	100.00	100.00	1,00,00,000	3.51
(C)								
(1)	Promoter and Promoter Group	0	0	0				
(2)	Public	0	0	0				
	GRAND TOTAL (A)+(B)+(C)	60,185	28,50,00,000	28,48,37,953		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							

(l) (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)/(III)*100	(VII)	(VIII)	(IX)	(X)	(XI)	(XII)
1	PANATONE FINVEST LIMITED	7,12,50,000	25.00	-	-	-	-	-	-	-	25.00
2	PANATONE FINVEST LIMITED	1,73,76,654	6.10	-	-	-	-	-	-	-	6.10
3	TATA SONS LIMITED	2,12,09,521	7.44	1,00,00,000	47.15	3.51	-	-	-	-	7.44
4	TATA SONS LIMITED	56,44,634	1.98	-	-	-	-	-	-	-	1.98
5	TATA SONS LIMITED	8,63,684	0.30	-	-	-	-	-	-	-	0.30
6	TATA SONS LIMITED	58,58,000	2.06	-	-	-	-	-	-	-	2.06
7	TATA SONS LIMITED	36,61,800	1.28	-	-	-	-	-	-	-	1.28
8	THE TATA POWER COMPANY LIMITED	1,34,22,037	4.71	-	-	-	-	-	-	-	4.71
9	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

(l)(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	LIC OF INDIA MONEY PLUS GROWTH FUND	5011499	1.76	-	-	-	-	-
2	GOVERNMENT PENSION FUND GLOBAL	3794604	1.33	-	-	-	-	-
3	BIRLA SUN LIFE INSURANCE COMPANY LIMITED	2874079	1.01	-	-	-	-	-
	TOTAL	66,68,683	2.34	-	-	-	-	-

(l)(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

ed: 30 Sep	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 of

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
TOTAL			0	0

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

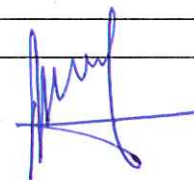
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Quarterly Compliance Report on Corporate Governance

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

Quarter ending on: **30 September 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 been requesting the Government from time to time 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 (VIII A)	YES	
(B) Disclosure of Accounting Treatment	49 (VIII B)	YES	
(C) Remuneration of Directors	49 (IIIC)	YES	
(D) Management	49 (VIID)	YES	
(E) Shareholders	49 (VIIE)	YES	
(F) Proceeds from public issues, rights issue, preferential issues, etc.	49 (VIIF)	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

Manish Sansi
Company Secretary &
General Counsel (India)