



COMPLIANCE REPORT

HQ/CS/LEG.6E/16320

The General Manager,
Department of Corporate Services,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai – 400 001.

National Stock Exchange of India Limited
Exchange Plaza,
Plot No. C/1, G Block,
Bandra - Kurla Complex, Bandra (East),
Mumbai - 400 051.

Dear Sir,

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the proposed Scheme of Arrangement and Reconstruction under Sections 230 to 232 of the Companies Act, 2013, between Tata Communications Limited (“Transferor Company”) and Hemisphere Properties India Limited (“Transferee Company”) and their respective shareholders and creditors.

It is hereby certified that the draft scheme of arrangement and reconstruction involving Tata Communications Limited (“Transferor Company”) and Hemisphere Properties India Limited (“Transferee Company”) and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013 (“**Draft Scheme**”) does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”) and SEBI Circular No. CFD/DIL3/CIR/2017/21 dated 10 March, 2017 (“SEBI Scheme Circular”) on schemes of arrangement by listed entities, including the following:

Sl. No.	Reference	Particulars
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements
2	Regulation 11 of LODR Regulations	Compliance with securities laws
Requirements of the SEBI Scheme Circular		
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges
	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities

TATA COMMUNICATIONS

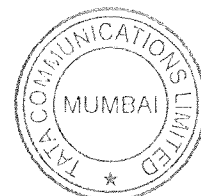
Tata Communications Limited

Communication Address : G Block, C 21 & 36, Bandra Kurla Complex, Mumbai 400098

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

Tel 91 22 6659 1966 Fax 91 22 6725 1962 email : manish.sansi@tatacommunications.com

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





Para (I)(A)(4) (a)	Submission of Valuation Report
Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards
Para (I)(A)(9)	Provision of approval of public shareholders through e-voting

Manish Sansi
Company Secretary &
General Counsel (India)
Date:

13 DEC 2017

Vinod Kumar
Managing Director & Group CEO

Certified that the transactions / accounting treatment provided in the draft scheme of arrangement and reconstruction involving Tata Communications Limited and Hemisphere Properties India Limited and its shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013 are in compliance with all the Accounting Standards applicable to a listed entity.

Pratibha K. Advani
Chief Financial Officer
Date:

13 DEC 2017

Vinod Kumar
Managing Director & Group CEO

