



HQ/CS/CL.24B/15311  
3 January 2014


**Sub: Shareholding Pattern and Quarterly Compliance Report for the quarter ended on 31 December 2013.**

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 2013 (**Attach "A"**).
- b) Quarterly Compliance Report on Corporate Governance for the period ended 31 December 2013 (**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 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

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(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 December 2013			
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
<b>Total</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
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
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>
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
<b>Total</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
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) <sup>1</sup>	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 December 2013	Shareholding of Promoter and Promoter Group <sup>2</sup>							
(1)	Indian							
(a)	Individuals/ Hindu Undivided Family	0	0	0				
(b)	Central Government/ State Government(s)	1	74,446,885	74,446,885	26.12	26.12		
(c)	Bodies Corporate	8	139,286,330	139,286,330	48.87	48.87	10,000,000	7.18
(d)	Financial Institutions/ Banks							
(e)	Any Other (specify)							
	Sub-Total (A)(1)	9	213,733,215	213,733,215	74.99	74.99	10,000,000	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	213,733,215	213,733,215	74.99	74.99	10,000,000	4.68
(B)	Public shareholding							
1	Institutions							
(a)	Mutual Funds/ UTI	43	10,112,809	10,112,509	3.55	3.55		
(b)	Financial Institutions/ Banks	43	16,847,762	16,847,762	5.91	5.91		
(c)	Central Government/ State Government(s)	0	0	0				
(d)	Venture Capital Funds	0	0	0				
(e)	Insurance Companies	6	10,845,909	10,845,909	3.81	3.81		
(f)	Foreign Institutional Investors	80	17,473,592	17,473,592	6.13	6.13		
(g)	Foreign Venture Capital Investors	0	0	0				
(h)	Qualified Foreign Investor	0	0	0				
(i)	Any Other (specify)	0	0	0				
	Sub-Total (B)(1)	172	55,280,072	55,279,772	19.40	19.40		
B 2	Non-institutions							
(a)	Bodies Corporate	1,218	4,951,065	4,950,224	1.74	1.74		
(b)	Individuals -							
i	Individual shareholders holding nominal share capital up to Rs. 1 lakh.	59,040	7,364,965	7,194,655	2.58	2.58		
ii	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	54	3,256,879	3,256,879	1.14	1.14		
(c)	Qualified Foreign Investor							
(d)	Any Other							
i	Trusts	5	7,400	7,400	0.00	0.00		
ii	NRIs	957	399,094	398,112	0.14	0.14		
iii	Overseas Corporate Bodies	1	7,250	7,250	0.00	0.00		
iv	Foreign National	1	60	60	0.00	0.00		
	Sub-Total (B)(2)	61,276	15,986,713	15,814,580	5.61	5.61		
	Total Public Shareholding (B)= (B)(1)+(B)(2)	61,448	71,266,785	71,094,352	25.01	25.01		
	TOTAL (A)+(B)	61,457	285,000,000	284,827,567	100.00	100.00	10,000,000	3.51
(C)	Shares held by Custodians and against which Depository Receipts have been issued							
(1)	Promoter and Promoter Group	0	0	0				
(2)	Public	0	0	0		0.00		
	GRAND TOTAL (A)+(B)+(C)	61,457	285,000,000	284,827,567		100.00	10,000,000	3.51
1	for determining public shareholding for 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)/(III)*100	(VII)	(VIII)	(IX)	(X)	(XI)	(XII)
1	Tata Group										
a	PANATONE FINVEST LIMITED	88,626,654	31.10	-	-	-	-	-	-	-	31.10
b	TATA SONS LIMITED	37,237,639	13.07	10,000,000	26.85	3.51	-	-	-	-	13.07
c	THE TATA POWER COMPANY LIMITED	13,422,037	4.71	-	-	-	-	-	-	-	4.71
2	PRESIDENT OF INDIA	74,446,885	26.12	-	-	-	-	-	-	-	26.12
	<b>TOTAL</b>	<b>213,733,216</b>	<b>74.99</b>	<b>10,000,000</b>	<b>4.68</b>	<b>3.51</b>	-	-	-	-	<b>74.99</b>

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

(II)(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	LIFE INSURANCE CORPORATION OF INDIA	8,409,762	2.95	-	-	-	-	-
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	-	-	-	-	-
4	GOVERNMENT PENSION FUND GLOBAL	4,124,764	1.45	-	-	-	-	-
	<b>TOTAL</b>	<b>23,249,774</b>	<b>8.16</b>	-	-	-	-	-

(II)(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	-	-	-	-	-
	<b>TOTAL</b>	<b>0</b>	<b>0.00</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	0	0	0
<b>TOTAL</b>		0	0	0

(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
<b>TOTAL</b>		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 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	0	0	0
<b>TOTAL</b>		0	0	0

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

NOT APPLICABLE





## Quarterly Compliance Report on Corporate Governance

Attach "B"

Name of the Company: TATA COMMUNICATIONS LIMITED

Quarter ending on: 31 December 2013

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 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 directors in the Board which falls below the requirement of having at least one-third of the Board comprising of independent directors.</p>
(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

  
Satish Ranade  
Company Secretary