



HQ/CS/CL.24B/15537  
5 January 2015


**Sub: Shareholding Pattern and Quarterly Compliance Report for the quarter ended on 31 December 2014.**

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 2014 (**Attach "A"**).
- b) Quarterly Compliance Report on Corporate Governance for the period ended 31 December 2014 (**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 & 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 :satish.ranade@tatacommunications.com  
CIN no. :L64200MH1986PLC039266 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;</b>			
<b>Quarter ended: 31 December 2014</b>			
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 securities
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>
<b>Total paid-up capital of the company, assuming full conversion of warrants and convertible securities</b>	<b>28,50,00,000</b>		





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 2014	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	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	94	12186154	12185854	4.28	4.28		
(b)	Financial Institutions/ Banks	36	15521151	15521151	5.45	5.45		
(c)	Central Government/ State Government(s)							
(d)	Venture Capital Funds							
(e)	Insurance Companies	5	4353913	4353913	1.53	1.53		
(f)	Foreign Institutional Investors	100	20608792	20608792	7.23	7.23		
(g)	Foreign Venture Capital Investors							
(h)	Qualified Foreign Investor							
(i)	Any Other (specify)							
	Sub-Total (B)(1)	235	5,26,70,010	5,26,69,710	18.48	18.48		
B 2	Non-institutions							
(a)	Bodies Corporate	983	6824355	6823514	2.39	2.39		
(b)	Individuals -							
i	Individual shareholders holding nominal share capital up to Rs. 1 lakh.	51968	7102181	6938048	2.49	2.49		
ii	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	68	4272432	4272432	1.50	1.50		
(c)	Qualified Foreign Investor							
(d)	Any Other							
i	Trusts	10	9350	9350	0.00	0.00		
ii	NRIs	868	380707	379725	0.13	0.13		
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)	53,899	1,85,96,775	1,84,30,819	6.53	6.53		
	Total Public Shareholding (B) = (B)(1)+(B)(2)	54,134	7,12,66,785	7,11,00,529	25.01	25.01		
	TOTAL (A)+(B)	54,143	28,50,00,000	28,48,33,744	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)	54,143	28,50,00,000	28,48,33,744		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)/(III) * 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
	<b>TOTAL</b>	<b>21,37,33,215</b>	<b>74.99</b>	<b>1,00,00,000</b>	<b>4.68</b>	<b>3.51</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>74.99</b>

(\*) 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	LIC OF INDIA MONEY PLUS GROWTH FUND	5012658	1.76	-	-	-	-	-
2	GOVERNMENT PENSION FUND GLOBAL	4769155	1.67	-	-	-	-	-
3	LIC OF INDIA MARKET PLUS GROWTH FUND	3244467	1.14	-	-	-	-	-
	<b>TOTAL</b>	<b>1,30,26,280</b>	<b>4.57</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

## (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	-	-	-	-	-
	<b>TOTAL</b>	<b>0</b>	<b>0.00</b>	<b>-</b>	<b>-</b>	<b>-</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	TATA SONS LIMITED	1,00,00,000	3.51	Promoter Group
<b>TOTAL</b>		<b>1,00,00,000</b>	<b>3.51</b>	

## (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>		<b>0</b>	<b>0</b>	<b>0</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

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>		<b>0</b>	<b>0</b>	<b>0</b>

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

--	--



Attach "B"

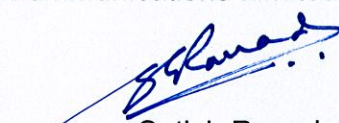
## Quarterly Compliance Report on Corporate Governance

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

Quarter ending on: **31 December 2014**

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>II Board of Directors</b>	<b>49 II</b>		
(A) Composition of Board	49 (IIA)	YES	Out of 10 directors three directors are independent directors, including the Chairman.
(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	
<b>III. Audit Committee</b>	<b>49 (III)</b>		
(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	
<b>VI. Nomination and Remuneration Committee</b>	<b>49 (IV)</b>		
<b>V. Subsidiary Companies</b>	<b>49 (V)</b>	YES	
<b>VI. Risk Management</b>	<b>49 (VI)</b>	YES	
<b>VII. Related Party Transactions</b>	<b>49 (VII)</b>	YES	
<b>VIII. Disclosures</b>	<b>49 (VIII)</b>	YES	
(A) Related party transactions	49 (VIII A)		
(B) Disclosure of Accounting Treatment	49 (VIII B)	YES	
(C) Remuneration of Directors	49 (VIII C)	YES	
(D) Management	49 (VIII D)	YES	
(E) Shareholders	49 (VIII E)	YES	
(F) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII F)	YES	
<b>IX. CEO/CFO Certification</b>	<b>49 (V)</b>	YES	
<b>X. Report on Corporate Governance</b>	<b>49 (VI)</b>	YES	
<b>XI. Compliance</b>	<b>49 (VII)</b>	YES	

For Tata Communications Limited

  
Satish Ranade  
Company Secretary