

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
- 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 :manish.sansi@tatacommunications.com CIN no. : L64200MH1986PLC039266 web site www.tatacommunications.com

Statement showing Shareholding Pattern

(I)(a) <u>Statement showing Shareholding Patt</u> Name of the Company: TATA COMMUNICATIONS LIMITED

Name of the Company: IA	TA COMMUNICATIONS L	IMITED	
•	ip, class of security: BSE-50	0483; NSE-TATACOMM;	
Quarter ended: 30 Septemb	er 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 gi	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 gi	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 gi	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

٦

code and encodes performance As a per canses of (A+B) As a per c	Cate-gory	Category of shareholder	Number of	Total number of	held in	Total shareh percentage of t sha	otal number of	Shares Pledged or othe encumbered		
0 (n) (n) <th>code</th> <th></th> <th>shareholders</th> <th>shares</th> <th></th> <th>As a percentage</th> <th>percentage of</th> <th></th> <th>percentage</th>	code		shareholders	shares		As a percentage	percentage of		percentage	
Operative Solution Shareholding of Promoter and Promoter Group2 3015 Indian Indian (b) Indian Indian (c) Indian Indian (d) Indian Indian (e) Indian Indian (e) Indian Indian (e) Indian Indian (e) Indian Indian (f) Indian Indian (h) Indian Indian (f) Indian Indian	(I)	(II)	(111)	(IV)	(V)	(VI)	(VII)	(VIII)	(VIII)/(ÍV)*10	
(a) Individually Honk Undividual Family 0	ended: 30 September 2015									
(b) Central Government(s) 1 74446885 28.12 26.12 <td></td> <td></td> <td>- 1</td> <td></td> <td>-</td> <td>1</td> <td>1</td> <td>1</td> <td>r</td>			- 1		-	1	1	1	r	
Bodies Corporate B 139286330 139286330 48.87 4.8.87 1.00.00.000 7.1 (0) Franciscal Institutions Farks	. ,						00.40			
(0) Francial institutions Barks	. ,									
(i) Avy Omer (specify) i			8	139286330	139286330	48.87	48.87	1,00,00,000	7.18	
Sub-Total (A(t)) 9 21,37,33,215 21,37,33,215 74.99 74.99 1,00,00,000 4.6 (2) Foreign Individuals (Non-Residen Individuals/Foreign individuals/Foreign individuals/Foreign individuals) 0										
(a) Foreign Control Co	(e)					- /	= 1 00		1	
Individus (Non-Resider Individuals/ Foreign 0 0 0 0 (b) Bodies Corporate 0	(0)		9	21,37,33,215	21,37,33,215	74.99	74.99	1,00,00,000	4.68	
(i) Individuals) Individuals Individuals Individuals (i) Basks Corporate 0 0 0 0 (ii) Institutions 0 0 0 0 0 (iii) Cualified Foreign (neetor 0 </td <td></td> <td>-</td> <td></td> <td></td> <td>0</td> <td></td> <td></td> <td></td> <td></td>		-			0					
(b) Bodies Corporate 0 0 0 0 (c) Institutions 0 0 0 0 (d) Qualified Forgin Investor 0 0 0 0 (e) Any Ohrer (specify) 0 0 0 0 0 Sub-Total (A)(2) 0 0 0 0 0 0 0 Total Sub-Total (A)(2) 0	(a)		0	0	0					
(c) Institutions 0 0 0 0 (d) Countief Foreign investor 0 0 0 0 (e) Ary, Other, (speedy) 0 0 0 0 (e) Ary, Other, (speedy) 0 0 0 0 (f) Outling Foreign investor 9 21,37,33,215 21,37,33,215 74.99 74.99 1,00,00,000 4.6 (g) Matual Funds VIT 99 18201720 18201420 6.33 6.33 - (h) Matual Funds VIT 99 18201720 18201420 6.53 6.33 -	(b)		0	0	0				1	
(c) Any Other (specify) 0 0 0 0 Sub-Total (M/2) 0	(c)	Institutions	0							
Sub-Total (AV2) 0	(d)	Qualified Foreign Investor	0	0	0					
Total Shareholding of Promoter and Promoter of 9 21,37,33,215 21,37,33,215 74.99 74.99 1,00,00,000 4.6 (B) Public shareholding 1 Institutions	(e)	Any Other (specify)	0	0	0					
Group (A)= (A)(1)+(A)(2) Control (A)= (A)(1)+(A)(2) Control (A)= (A)(1)+(A)(2) Control (A)= (A)(1)+(A)(2) (B) Public shareholding		Sub-Total (A)(2)	0	0	0					
1 Institutions (a) Mutur Furds (TI) 99 18201720 18201420 6.39 6.39 (b) Financial institutions/ Banks 34 12892967 12892967 4.52 4.52 (c) Central Government/State Government(s) - </td <td></td> <td>5</td> <td>9</td> <td>21,37,33,215</td> <td>21,37,33,215</td> <td>74.99</td> <td>74.99</td> <td>1,00,00,000</td> <td>4.68</td>		5	9	21,37,33,215	21,37,33,215	74.99	74.99	1,00,00,000	4.68	
(a) Mutual Furds/ UT 99 18201720 18201420 6.39 6.39 (b) Financial Institutions/ Banks 34 12892967 12892967 4.52 4.52 (c) Central Government/ State Government(s) 1		-								
b) Financial Institutions/ Barks 34 12892967 12892967 4.52 4.52 (c) Central Government(s)					•		1	r		
Col Central Government/ State Government(s) O 1200000 10000 10000 1000 10000 </td <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td>										
(d) Verture Capital Funds ////////////////////////////////////	. ,		34	12892967	12892967	4.52	4.52			
(a) Insurance Companies 4 1671919 1671919 0.59 0.59 (f) Foreign Investors 118 18801975 18801975 6.60 6.60 (g) Foreign Venture Capital Investors 118 18801975 18801975 6.60 6.60 (h) Qualified Foreign Investor 1 1 18801975 1 1 1 (i) Any Other (specify) 1										
(f) Foreign Nesturianal Investors 118 18801975 18801975 6.60 6.60 (g) Foreign Venture Capital Investors 1 <th< td=""><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></th<>										
(g) Foreign Venture Capital Investors (h) (h) <t< td=""><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></t<>										
(h) Qualified Foreign Investor Image: constraint of the section of th		0	118	18801975	18801975	6.60	6.60			
(i) Any Other (specify) 255 5,15,68,581 5,15,68,281 18.09 18.09 B 2 Non-institutions 300-institutions 300-institutions 300-institutions 300-institutions (a) Bodies Corporate 1055 6996884 6996043 2.46 2.46 400-institutions (a) Individual shareholders holding nominal share capital up to Rs. 1 lakh. 57783 7748182 7588548 2.72 2.72 (i) Individual shareholders holding nominal share capital ne xcess of Rs. 1 lakh. 57783 7748182 7588548 2.72 2.72 (ii) Individual shareholders holding nominal share capital ne xcess of Rs. 1 lakh. 63 4436594 4436594 1.56 1.56 (c) Qualified Foreign Investor (a) (a) (a) (a) (a) (a) i Trusts 11 8220 7930 0.00 0.00 (a) iii Overseas Corporate Bodies 1 7250 7250 0.00 0.00 (a) Sub-Total (B)(2)										
Sub-Total (B)(1) 255 5,15,68,581 5,15,68,281 18.09 18.09 B 2 Non-institutions $$										
B 2 Non-institutions 1005 0001 0001 0001 (a) Bodies Corporate 1055 6996884 6996043 2.46 2.46 (b) Individuals - Individual shareholders holding nominal share capital up to Rs. 1 lakh. 57783 7748182 7588548 2.72 2.72 (c) Qualified Foreign Investor 63 4436594 4436594 1.56 1.56 (d) Any Other 1 8220 7930 0.00 0.00 1 i Trusts 11 8220 7930 0.00 0.00 1 ii Trusts 11 8220 7930 0.00 0.00 1 iii Overseas Corporate Bodies 1 7250 7250 0.00 0.00 1 iv Foreign National 3 560 560 0.00 0.00 1 ivi Foreign National 3 560 7,11,04,738 25.01 25.01 1 for del Pu	(1)		255	E 4E CO E04	E 4E CO 204	40.00	48.00			
(a) Bodies Corporate 1055 6996884 6996043 2.46 2.46 (b) Individuals - -	B 0		200	5,15,68,581	5,15,68,281	18.09	18.09			
(b) Individuals - Individuals - Individuals have capital 57783 7748182 7588548 2.72 2.72 I Up to Rs. 1 lakh. 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 iii NRis 1005 500514 499532 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 </td <td></td> <td></td> <td>1055</td> <td>6006004</td> <td>0000040</td> <td>0.40</td> <td>0.40</td> <td></td> <td></td>			1055	6006004	0000040	0.40	0.40			
I Individual shareholders holding nominal share capital up to Rs. 1 takh. 57783 7748182 7588548 2.72 2.72 II Individual shareholders holding nominal share capital in excess of Rs. 1 takh. 63 4436594 1.56 1.56 (c) Qualified Foreign Investor 63 4436594 4436594 1.56 1.56 (c) Qualified Foreign Investor 63 4436594 4436594 1.56 1.56 (c) Qualified Foreign Investor 63 4436594 4436594 1.56 1.56 (c) Qualified Foreign Investor 63 4436594 4436594 1.56 1.56 (c) Qualified Foreign Investor 63 4436594 4436594 1.56 1.56 (c) Qualified Foreign Investor 1 8220 7930 0.00 0.00 1.56 iii NRIs 1005 500514 499532 0.18 0.18 1.56 Sub-Total (B)(2) Foreign National 3 560 560 0.00 0.0	. ,		1055	0990004	0990043	2.40	2.40		1	
II Individual shareholders holding nominal share capital in excess of Rs. 1 lakh. 63 4436594 4436594 1.56 1.56 1.56 (c) Qualified Foreign Investor		Individual shareholders holding nominal share capital	57783	7748182	7588548	2.72	2.72			
(c) Qualified Foreign Investor Image: Constraint of the state of	П	Individual shareholders holding nominal share capital	63	4436594	4436594	1.56	1.56			
i Trusts 11 8220 7930 0.00 0.00 ii NRIs 1005 500514 499532 0.18 0.18 0.00 iii Overseas Corporate Bodies 1 7250 7250 0.00 0.00 0.00 iv Foreign National 3 560 560 0.00 0.00 0.00 sub-Total (B)(2) 59,921 1,96,98,204 1,95,36,457 6.91 6.91 0.00 </td <td>(c)</td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td>	(c)									
ii NRIs 1005 500514 499532 0.18 0.18 iii Overseas Corporate Bodies 1 7250 7250 0.00<	(d)	Any Other							T	
iii Overseas Corporate Bodies 1 7250 7250 0.00 0.00 iv Foreign National 3 560 560 0.00 0.	i					0.00	0.00			
iv Foreign National 1 12.00 1.000 0.00			1005			0.18	0.18			
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 1,00,00,000 3.5 (C) (1) Promoter and Promoter Group 0	iii	Overseas Corporate Bodies	1							
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 1,00,00,000 3.5 (C) (1) Promoter and Promoter Group 0 <td< td=""><td></td><td>•</td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></td<>		•								
Image: constraint of the purpose of Clause 40A Constraint of the purpose 40A Constraint of the purpose 40A </td <td>Sub-Total (B)(</td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td>	Sub-Total (B)(
(C) Promoter and Promoter Group 0		Total Public Shareholding (B)= (B)(1)+(B)(2)	60,176	7,12,66,785	7,11,04,738	25.01	25.01			
Promoter and Promoter Group 0 0 0 0 0 (1) Promoter and Promoter Group 0 0 0 0 0 0 (2) Public 0 0 0 0 0 0 0 GRAND TOTAL (A)+(B)+(C) 60,185 28,50,00,000 28,48,37,953 100.00 1,00,00,000 3.5 1 for determining public shareholding of the purpose of Clause 40A		TOTAL (A)+(B)	60,185	28,50,00,000	28,48,37,953	100.00	100.00	1,00,00,000	3.51	
Operation Operation <t< td=""><td>(C)</td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></t<>	(C)									
GRAND TOTAL (A)+(B)+(C) 60,185 28,50,00,000 28,48,37,953 100.00 1,00,00,000 3.5 1 for determining public shareholding of the purpose of Clause 40A 2 for definations of "Promoter" and "Promoter Group" 1<		•								
1 for determining public shareholding of the purpose of Clause 40A 2 for definations of "Promoter" and "Promoter Group"	(2)			-	-		400.00	1 00 00 000	2 54	
2 for definations of "Promoter" and "Promoter Group"	1			20,30,00,000	20,40,37,953	1	100.00	1,00,00,000	3.51	
		÷.	JIAUSE 40A							
	3		404							

(l) (b) Statement showing holding of securities (including shares,warrants,convertible securities) of persons belonging to the category "Promoter and Promoter Group"

			Details of Shares held		Encumbered shares(*)			Details of warrants		ails of vertible urities	Total shares (including underlying
Sr.No.	Name of the shareholder	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)		As a % of total number of warrants of the same class	Number of converti ble securitie s held	As a % of total number of convertible securities of the same class	shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
(1)	(11)	(Ш)	(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 "en	The term "encumbrance" has the same meaning as assigned to it in regulatin 28(3) of the SAST Regulations , 2011										

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.

(I)(c)(i)

			Shares as a percentage of	Details of warrants		Details of co securi		Total shares	
Sr.No.	Name of the shareholder	Number of shares held	total number of shares {i.e., Grand Total	Number of warrants held	As a % total number of warrants of the same class			warrants and	
1	1 LIC OF INDIA MONEY PLUS GROWTH FUND	5011499	1.76	-	-	-	-	-	-
1	2 GOVERNMENT PENSION FUND GLOBAL	3794604	1.33	-	-	-	-	-	-
	3 BIRLA SUN LIFE INSURANCE COMPANY LIMITED	2874079	1.01						
TOTAL		66,68,683	2.34	-	-	-	-	-	-

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. (l)(c)(ii)

		Shares as a	Details of warrants		Details of convertible securities		Total shares		
Sr. No.	Name(s) of the shareholder(s) and the Persons Acting in Concert (PAC) with them	Number of shares Number of shares {:.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I(a) above}		Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held		warran	g shares ng full sion of ts and rtible as a % of
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 Recei	ipts (DRs), where u	inderlying shares held by 'promoter/promo	oter 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			
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							

Quarterly Compliance Report on Corporate Governance

Name of the Company: TATA COMMUNICATIONS LIMITED Quarter ending on: 30 September 2015

Particulars	Clause of Listing agreement	Compli ance Status Yes/No	Remarks
Il Board of Directors	49 II		0
(A) Composition of Board	49 (IIA)	NO	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.
(B) Independent Directors	49 (IIB)	YES	We have been requesting the Government from time to time to indicate the name of another Independent Director. 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.
		Sector Sector	· · · ·
(C) Non-executive Directors'	49 (IIC)	YES	9
compensation & disclosures		VES	
(D) Other provisions as to Board and Committees	49 (IID)	YES	- <u>-</u>
		VES	
(E) Code of Conduct	49 (IIE)	YES	A
(F) Whistle Blower Policy	49 (IIF)	YES	

	-	
49 (III)		
49 (IIIA)	YES	
		- 1 o
49 (IIIB)	YES	
49 (IIIC)	YES	5
49 (IIID)	YES	-
49 (IIIE)	YES	
49 (IV)	YES	
49 (V)	YES	
49 (VI)	YES	
49 (VII)	YES	
49 (VIII)	YES	
49 (VIIIA)	YES	
49 (VIII B)	YES	
49 (VIIIC)	YES	
49 (VIIID)	YES	
49 (VIIIE)	YES	*
49 (VIIIF)	YES	
49 (V)	YES	- AL
49 (VI)	YES	-
49 (VII)	YES	N
	49 (IIIB) 49 (IIIC) 49 (IIID) 49 (IIIE) 49 (IV) 49 (V) 49 (V) 49 (V) 49 (VI) 49 (VII) 49 (VIIIA) 49 (VIIIA) 49 (VIIIB) 49 (VIIIC) 49 (VIIIC) 49 (VIIIE) 49 (VIIIF) 49 (VI	49 (IIIA) YES 49 (IIIB) YES 49 (IIIC) YES 49 (IIIC) YES 49 (IIID) YES 49 (IIIE) YES 49 (IIIE) YES 49 (IV) YES 49 (V) YES 49 (VI) YES 49 (VI) YES 49 (VII) YES 49 (VIII) YES 49 (VIII) YES 49 (VIIIA) YES 49 (VIIIB) YES 49 (VIIIC) YES 49 (VIIIE) YES 49 (VIIIF) YES 49 (VIIIF) YES 49 (VIIIF) YES 49 (VII) YES 49 (VIIIF) YES 49 (VII) YES 49 (VII) YES

For Tata Communications Limited

Manish Sansi Company Secretary & General Counsel (India)