



HQ/CS/CL.24B/17144

June 7, 2021

National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Mumbai – 400 051
SYMBOL: TATACOMM

BSE Limited
P.J. Towers, Dalal Street,
Mumbai – 400 001
Scrip Code: 500483

Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report for the financial year ended 31 March 2021 as per Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

In accordance with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 08 February 2019, please find attached herewith the Annual Secretarial Compliance Report for the financial year ended March 31, 2021 issued by Mr. Upendra C. Shukla, Practising Company Secretary (**Attachment A**).

Thanking you,

Yours faithfully,
For Tata Communications Limited

Zubin Patel
Company Secretary and
Compliance Officer

TATA COMMUNICATIONS

Tata Communications Limited

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

Tel: 91 22 6659 1968 email: zubin.patel@tatacommunications.com

CIN: L64200MH1986PLC039266 website: www.tatacommunications.com

UPENDRA SHUKLA

B. Com., F. C. S.

Company Secretary

504, Navkar,
Nandapatkar Road,
Vile Parle East, Mumbai - 400 057.
Resi : 2611 8257
Mob.: 98211 25846
E-mail : ucshukla@rediffmail.com
May 28, 2021

To,

The Board of Directors
Tata Communications Limited
VSB, Mahatma Gandhi Road, Fort
MUMBAI 400 001

Dear Sir,

Annual Secretarial Compliance Report for the Financial Year 2020-21

I have been engaged by Tata Communications Limited (hereinafter referred to as 'the Company') bearing CIN: **L64200MH1986PLC039266**, whose Equity Shares are listed on the BSE Ltd (Security Code **500483**) and National Stock Exchange of India Ltd. (Symbol: **TATACOMM**), to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 and to issue the Annual Secretarial Compliance Report thereon. **For the purpose of issuing this Report, I have conducted online verification and examination of records as facilitated by the Company due to Covid 19 and subsequent lockdown.**

It is the responsibility of the Management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all the applicable SEBI Regulations and circulars/ guidelines issued thereunder from time to time and to ensure that the systems are adequate and are operating effectively.

My responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and circulars/ guidelines issued thereunder from time to time and issue a report thereon.

My audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involves such examinations and verifications as considered necessary and adequate for the said purpose. The Annual Secretarial Compliance Report for Financial Year 2020-21 for Tata Communications Limited is enclosed.

Thanking you,

Yours faithfully,



(UPENDRA C. SHUKLA)
COMPANY SECRETARY
FCS: 2727/CP No: 1654

SECRETARIAL COMPLIANCE REPORT
OF
TATA COMMUNICATIONS LIMITED
FOR THE YEAR ENDED 31st March 2021

I have examined:

- (a) All the documents and records made available to me and explanation provided by Tata Communications Limited (“the listed entity”);
- (b) the filings/ submissions made by the listed entity to the stock exchanges;
- (c) website of the listed entity;
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification;

for the year ended 31st March, 2021 (“Review Period”) in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”).

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include –

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 - **[Not Applicable since there was no reportable event during the year under review]**;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - **[Not Applicable since there was no reportable event during the year under review]**;



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- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - [Not Applicable since there was no reportable event during the year under review];
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 - [Not Applicable since there was no reportable event during the year under review];
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and

circulars/ guidelines issued thereunder;

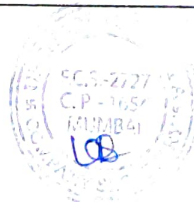
and based on the above examination, I hereby report that during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.

Sr. No:	Compliance Requirement (Regulations/Circulars/ Guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
Not Applicable			

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
Not Applicable				




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(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended.....	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1)	Regulation 17(1)(c) of SEBI (LODR) Regulations, 2015 – The Board of Directors of the top 1000 listed entities (with effect from April 1, 2019) shall comprise of not less than six directors.	--	--	The Company is in compliance with Regulation 17(1)(c) of SEBI (LODR) Regulations, 2015 with regard to number of Directors on the Board with effect from November 26, 2019.

UDIN: F002727C000384163
Place: MUMBAI
Date: 28/05/2021




(UPENDRA C. SHUKLA)
COMPANY SECRETARY
FCS: 2727/CP No: 1654