



HQ/CS/CL.24B/16992  
July 31, 2020

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

Sir/Madam,

**Sub: Annual Secretarial Compliance Report for the financial year ended 31 March 2020 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, 2020 issued by Mr. Upendra C. Shukla, Practising Company Secretary. (**Attachment A**).

Thanking you,  
Yours faithfully,  
For Tata Communications Limited

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Manish Sansi  
Company Secretary &  
General Counsel (India)

**TATA COMMUNICATIONS**

Tata Communications Limited

Regd. Office : VSB Mahatma Gandhi Road Fort Mumbai – 400 001  
Tel 91 22 6659 1968 email : [manish.sansi@tatacommunications.com](mailto:manish.sansi@tatacommunications.com)  
CIN : L64200MH1986PLC039266 web site [www.tatacommunications.com](http://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](mailto:ucshukla@rediffmail.com)

30<sup>th</sup> July, 2020

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 2019-20**

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 8<sup>th</sup> February, 2019 and to issue the Annual Secretarial Compliance Report thereon.

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 there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our 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.

Our 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. Annual Secretarial Compliance Report is enclosed.

Thanking you,

Yours faithfully,

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

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SECRETARIAL COMPLIANCE REPORT  
OF  
TATA COMMUNICATIONS LIMITED  
FOR THE YEAR ENDED 31<sup>st</sup> March 2020

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 31<sup>st</sup> March, 2020 (“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]**;

UPENDRA  
CHANDRASHA  
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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- **[Not Applicable since there was no reportable event during the year under review];**
- (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 *except in respect of matter specified below*:

Sr. No:	Compliance Requirement (Regulations/Circulars/ Guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
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.	From 05 <sup>th</sup> July 2019 to 26 <sup>th</sup> November 2019 the total strength of the Board of Directors was five.	Nil

- (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.



(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)	Non-compliance of Regulation 17(1)(b) of SEBI (LODR) Regulations, 2015 – appointment of Independent Directors to the extent of 1/3 of total strength of the Board.	--	--	The Company is now in compliance with Regulation 17(1)(b) of SEBI (LODR) Regulations, 2015 with regard to number of Independent Directors on the Board.

UDIN: F002727B000533202  
 Place: MUMBAI  
 Date: 30<sup>th</sup> July 2020

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

