



HQ/CS/CL.24H/15945
8 June 2016

Sir,

Sub: Certificate from Debenture Trustee pursuant to Regulation 52(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to Non-Convertible Debentures.

As required under Regulation 52(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and further to our letter bearing Reference No. HQ/CS/CL.24B/15937 dated 27 May 2016, we hereby submit the certificate with respect to the Non-Convertible Debentures of Tata Communications Limited, duly signed by M/s. IDBI Trusteeship Services Limited, the Debenture Trustees.

Kindly take the same on record.

Thanking you,

Yours faithfully,
For Tata Communications Limited



P.P. [Signature]

Manish Sansi
Company Secretary &
General Counsel (India)

To:

- 1) Security Code TATACOMM, The Asst. Manager (Listing), National Stock Exchange of India Limited. Fax Nos.: (22) 2659 8237, 238, 347, 348
- 2) The Bombay Stock Exchange, Mumbai. Fax No.: (22) 22723121

TATA COMMUNICATIONS

Tata Communications Limited

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



**NON-CONVERTIBLE DEBENTURES (NCD) CERTIFICATE
FOR THE HALF-YEAR ENDED 31 MARCH 2016**

[Disclosures as per Regulation 52(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Sr. No.	Particulars	Disclosures	Interest Due On	Interest Paid On	Redemption Amount Due On	Redemption Amount Paid On
a.	Credit Rating and change in Credit Rating, if any.	Current Rating: AA+ by CARE No change in Credit Rating				
b.	Asset cover available, in case of non-convertible debt securities	3.02 : 1				
c.	Debt-equity ratio	0.8				
		NCD Series / ISIN	Principal Amount (Rs.)	Interest Due On	Interest Paid On	Redemption Amount Due On
d.	Previous due date for the payment of interest / dividend for non-convertible redeemable preference shares / repayment of principal of non-convertible preference shares / non-convertible debt securities and whether the same has been paid or not	i.	50,000,000	23 January 2016	25 January 2016	-
		ii.	550,000,000	23 January 2016	25 January 2016	23 January 2016 25 January 2016
		iii.	1,500,000,000	02 July 2015	02 July 2015	-

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	NCD Series / ISIN	Principal Amount (Rs.)	Interest Due On	Amount of Interest Due (Rs.)	Redemption Amount Due On	Redemption Amount Due (Rs.)
a. Next due date for payment of interest / dividend if non-convertible preference shares / principal along with the amount of interest / dividend of non-convertible preference shares payable and the redemption amount	i. 11.25% Secured Redeemable NCD (INE151A07044)	50,000,000	23 January 2017	5,625,000	23 January 2019	50,000,000
	ii. Unsecured NCD (INE151A08059)	1,500,000,000	02 July 2016	147,750,000	02 July 2019	1,500,000,000
b. Debt service coverage ratio	17.98					
c. Interest service coverage ratio	66.46					
d. Outstanding redeemable preference shares (quantity and value)	Not Applicable					
e. Debenture redemption reserve	Rs. 3,875 Lakhs					
f. Net worth	Rs. 831,886 Lakhs					
g. Net profit after tax	Rs. 11,320 Lakhs					
h. Earnings per share	3.97					

FOR TATA COMMUNICATIONS LIMITED

FOR IDBI TRUSTEESHIP SERVICES LIMITED



(Handwritten signature)

MANISH SANSI
COMPANY SECRETARY &
GENERAL COUNSEL (INDIA)

TATA COMMUNICATIONS

Tata Communications Limited

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CIN: L64200MH1986PLC039266 web site: www.tatacommunications.com

IDBI Trusteeship Services Ltd.



No.2173/ITSL/OPR/2015-16 *18055*

24-Mar-2016
To Company Secretary/Compliance Officer,

Tata Communication Limited

(Shares & Bonds Dept.)
4th Floor, Tower "C"
Plot Nos. C21 & C36,
G Block, Bandra Kurla CComplex,
Mumbai 400 098

Vishawastha Bhavan, 1st Floor,
218 Pratapganj Peth,
Satara - 415 002
Telefax : 02162-280 075
E-mail : itslsatara@idbitrustee.com

Dear Sirs,

Sub: SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- Compliance for the Half Year/Full Year ended 31-Mar-2016. w. r. t. your NCDs/Bonds

1. We invite your kind attention to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the compliance to be made thereunder.

2. In terms of the provisions of Regulation 52(4) you are requested to submit us the following:-

- a) Credit rating and change in credit rating (if any);
- b) Asset cover available, in case of non-convertible debt securities;
- c) Debt-equity ratio;
- d) Previous due date for the payment of interest / dividend for non-convertible redeemable preference shares /repayment of principal of non-convertible preference shares / non-convertible debt securities and whether the same has been paid or not; and,
- e) Next due date for the payment of interest / dividend of non-convertible preference shares / principal along with the amount of interest / dividend of non-convertible preference shares payable and the redemption amount;
- f) Debt service coverage ratio;
- g) Interest service coverage ratio;
- h) outstanding redeemable Debentures (quantity and value);
- i) Debenture redemption reserve;
- j) Net worth;
- k) Net profit after tax;
- l) Earnings per share:

3. In terms of the provisions of Regulation 56, you are requested to submit the following:-

- a) A copy of the annual report at the same time as it is issued along with a copy of certificate from the listed entity's auditors in respect of utilization of funds during the implementation period of the project for which the funds have been raised:

Provided that in the case of debentures issued for financing working capital or general corporate purposes or for capital raising purposes the copy of the auditor's certificate may be submitted at the end of each financial year till the funds have been fully utilised or the purpose for which these funds were intended has been achieved.

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- b) A copy of all notices, resolutions and circulars relating to -
- i) new issue of non-convertible debt securities at the same time as they are sent to shareholders / holders of non-convertible debt securities;
 - ii) the meetings of holders of non-convertible debt securities at the same time as they are sent to the holders of non-convertible debt securities or advertised in the media including those relating to proceedings of the meetings;
- c) Intimations regarding:
- i) any revision in the rating;
 - ii) any default in timely payment of interest or redemption or both in respect of the non-convertible debt securities;
 - iii) failure to create charge on the assets;
- d) a half yearly certificate regarding maintenance of hundred percent Asset cover in respect of listed non-convertible debt securities, by either a practicing company secretary or a practicing chartered accountant, along with the half yearly financial results.

4. In terms of the provisions of the Regulation 58, you are requested to send to the Debenture Holders the following documents and information:-

- a) Hard copies of full annual reports to those holders of non-convertible debt securities, who request for the same.
- b) Half yearly communication as specified in sub-regulation (4) and (5) of regulation 52, to holders of non-convertible debt securities;
- c) Notice(s) of all meetings of holders of non-convertible debt securities specifically stating that the provisions for appointment of proxy as mentioned in Section 105 of the Companies Act, 2013, shall be applicable for such meeting.
- d) Proxy forms to holders of non-convertible debt securities which shall be worded in such a manner that holders of these securities may vote either for or against each resolution.

5. Please let us know the names of the Stock Exchanges on which the debentures are listed and also send us a copy of the Listing Agreement entered into between you and the concerned Stock Exchange.

6. We also request you to provide us BENPOS containing the:-

- i) Names of the Debenture Holders/Bond Holders
- ii) Full Address of the Debenture Holders/Bond Holders
- iii) Email id of each of the debenture holder/bond holder
- iv) Contact details i.e. Telephone Number/Mobile Number of each of the debenture holder/bond holder

Yours faithfully,



Authorized Signatory

