



HQ/CS/CL.24B/17318  
May 28, 2022

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 2022 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, 2022 issued by Mr. Upendra C. Shukla, Practising Company Secretary (**Attachment A**).

Thanking you,  
Yours faithfully,  
For Tata Communications Limited

Zubin Adil 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

SECRETARIAL COMPLIANCE REPORT  
OF  
TATA COMMUNICATIONS LIMITED  
[CIN: L64200MH1986PLC039266]  
FOR THE YEAR ENDED 31<sup>st</sup> March 2022

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, 2022 (“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 and Sweat Equity) Regulations, 2021 - **[Not Applicable since there was no reportable event during the year under review];**
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (g) 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 matters specified below:*

Sr. No:	Compliance Requirement (Regulations/Circulars/ Guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1)	Regulation 17(1)(b) and (1)(c) of SEBI (LODR) Regulations, 2015 – composition of the Board of Directors.	<p>a) The Company did not have requisite number of Independent Directors on the Board from 05/06/2021 to 15/07/2021.</p> <p>b) The Company did not have minimum 6 directors as required for top 1000 listed companies from 10/05/2021 to 02/12/2021.</p>	As informed by the management, the Company had made a representation in advance to SEBI dated 31 May, 2021, stating that in accordance with the applicable guidelines for uplinking of television channels, the Company cannot make any appointment of Directors without prior approval of the Ministry of Information and Broadcasting ('MIB'), and seeking relaxation in compliance from Regulation 17(1) till receipt of necessary approvals from MIB for carrying out appointments.

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2)	Regulation 18(1)(a), 18(1)(b) and 18(2)(b) of SEBI (LODR) Regulations, 2015 – Audit Committee	In absence of required number of Independent Directors during the period 05/06/2021 till 15/07/2021, Audit Committee was not duly constituted.	As informed by the management, the Company has made prior representation to SEBI for relaxation.
3)	Regulation 19(1) of SEBI (LODR) Regulations, 2015 – Nomination and Remuneration Committee	In absence of required number of Independent Directors from 05/06/2021 to 15/07/2021, NRC was not duly constituted.	
4	Regulation 20 of SEBI (LODR) Regulations, 2015 – Stakeholders’ Relationship Committee	In absence of required number of Independent Directors from 05/06/2021 to 15/07/2021, SRC was not duly constituted.	
5	Regulation 21 of SEBI (LODR) Regulations, 2015 – Risk Management Committee	In absence of required number of Independent Directors from 05/06/2021 to 15/07/2021, RMC was not duly constituted.	

- (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.
- Nil -				

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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 31 <sup>st</sup> March, 2020	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
- NIL -				

UDIN: F002727D000403897

Place: MUMBAI  
Date: 27/05/2022

Upendra  
Chandrash  
nkar Shukla

Digitally signed by Upendra  
Chandrashankar Shukla  
DN: cn=Upendra, o=Personal, title=2366,  
pseudoym=sh92a5663330c2013f588  
feb8da9793a89e8a41540294150469  
3031e132a08a, postalCode=400057,  
st=Maharashtra,  
serialNumber=75db60facd48899f4a  
8ca34622a66265cc0fc185c3c352081  
3ba5cc0e176, cn=Upendra  
Chandrashankar Shukla  
Date: 2022.05.27 12:35:29 +05'30'

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