

A NEW WORLD OF COMMUNICATIONS™

ANNUAL REPORT 2016



BEING PART OF TATA COMMUNICATIONS IS BEING PART OF...

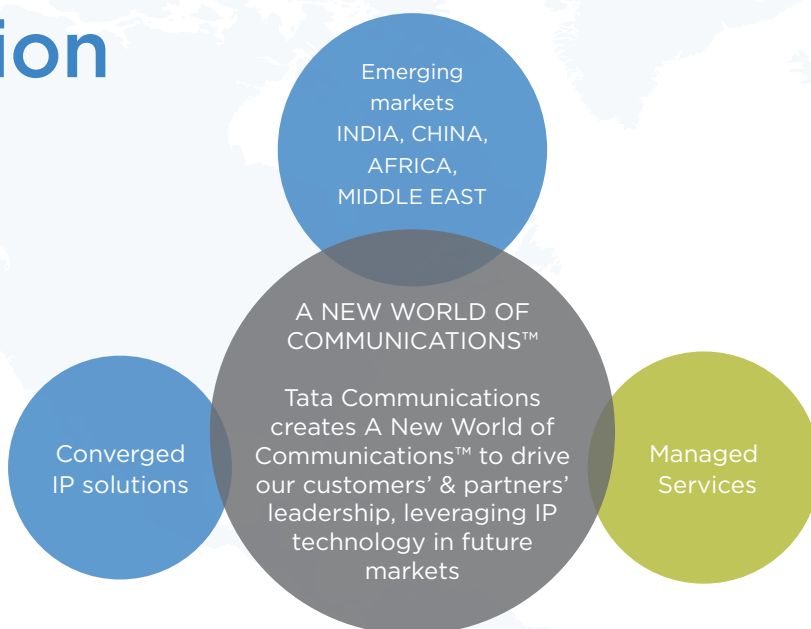
A global workforce

8,500
Employees

28
Nationalities

36
Average age

A global vision



A global position

#1 Enterprise data in India

#5 Global IP transit provider

#1 International wholesale voice provider



Tata Communications Limited

THIRTIETH ANNUAL REPORT 2015-16

CONTENTS

| | |
|---|-----|
| Corporate Details | 2 |
| Notice | 3 |
| Directors' Report | 13 |
| Management Discussion and Analysis | 38 |
| Report on Corporate Governance | 54 |
| Declaration regarding Company's Code of Conduct | 73 |
| Auditors' Certificate on Corporate Governance | 73 |
| Secretarial Audit Report | 74 |
| Business Responsibility Statement | 76 |
| Corporate Structure as at March 31, 2016 | 85 |
| Standalone Financial Statements | |
| Auditors' Report | 86 |
| Balance Sheet | 92 |
| Statement of Profit and Loss | 93 |
| Cash Flow Statement | 94 |
| Notes to the Financial Statements | 95 |
| Consolidated Financial Statements | |
| Auditors' Report on Consolidated Financial Statements | 137 |
| Consolidated Balance Sheet | 142 |
| Consolidated Profit & Loss Account | 143 |
| Consolidated Cash Flow Statement | 144 |
| Notes to the Consolidated Financial Statements | 145 |
| Statement pursuant to Section 129(3) of the Companies Act, 2013 | 194 |
| Board of Directors | 195 |

To support the 'Green Initiative', the Members who have not registered their email addresses are requested to register the same with their Depository Participants / TSR Darashaw Limited.

CORPORATE DETAILS**BOARD OF DIRECTORS**

Mr. Subodh Bhargava (Chairman) (Independent)
 Mr. Vinod Kumar (Managing Director and Group CEO)
 Mr. N. Srinath
 Mr. Kishor A. Chaukar
 Dr. Ashok Jhunjhunwala
 Dr. Uday B. Desai (Independent)
 Mr. Saurabh Kumar Tiwari
 Mr. Bharat Vasani
 Ms. Renuka Ramnath (Independent)
 Dr. Gopichand Katragadda

Mr. Manish Sansi
 Ms. Pratibha K Advani

Company Secretary & General Counsel (India)
 Chief Financial Officer

REGISTERED OFFICE

VSB, Mahatma Gandhi Road, Fort, Mumbai - 400 001,
 Tel : +91 22 6657 8765, Fax : +9122 6725 1962,
 Email : investor.relations@tatacommunications.com,
 Website : www.tatacommunications.com.

CORPORATE OFFICE

Plot No. C21& C36, 'G' Block, Bandra Kurla Complex, Mumbai - 400 098.

BANKERS

ANZ Bank
 Axis Bank
 Bank of America
 Bank of Baroda
 BNP Paribas Bank
 Citibank Inc.
 Deutsche Bank
 Development Bank of Singapore (DBS)
 Federal Bank
 HDFC Bank Ltd.
 Hongkong & Shanghai Banking Corporation (HSBC)

ICICI Bank Ltd.
 Indian Bank
 Indian Overseas Bank
 Indusind Bank Ltd.
 Kotak Mahindra Bank Ltd.
 Scotia Bank
 Standard Chartered Bank
 State Bank of India
 Syndicate Bank
 Yes Bank Ltd

FINANCIAL INSTITUTIONS

Cisco Capital
 COFACE, France
 Export Development Canada (EDC)
 US EXIM

LEGAL ADVISORS

S&R Associates
 Shardul Amarchand Mangaldas & Co
 Mulla & Mulla and Craigie Blunt & Caroe
 Khaitan & Co.

STATUTORY AUDITORS

S.B. Billimoria & Co., Chartered Accountants

**REGISTRARS &
TRANSFER AGENTS**

TSR Darashaw Limited
 6/10, Haji Moosa Patrawala Industrial Estate, 20, Dr. E. Moses Road,
 Mahalaxmi, Mumbai – 400 011
 Tel: (022) 6656 8484, Fax: (022) 6656 8494
 E-mail: csg-unit@tsrdarashaw.com, Website: www.tsrdarashaw.com

NOTICE

NOTICE is hereby given that the 30th Annual General Meeting of Tata Communications Limited (the Company) will be held at 11:00 hours on Monday, August 1, 2016, at NSE Auditorium, Ground Floor, The National Stock Exchange of India Ltd., Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051 to transact the following business:

Ordinary Business

1. To receive, consider and adopt:
 - a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2016, together with the Reports of the Board of Directors and the Auditors thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016 along with the Report of the Auditors thereon.
2. To declare a final dividend on Equity Shares for the financial year 2015-16.
3. To appoint a Director in place of Mr. Kishor Anant Chaukar (DIN: 0033830), who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Saurabh Kumar Tiwari (DIN: 03606497), who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment.
5. To consider and, if thought fit, to pass with or without modifications the following as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 139,142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s. S.B. Billimoria & Co., Chartered Accountants (Firm’s Registration No. 101496W) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next and Thirty-First AGM of the Company, on such remuneration as may be mutually agreed upon between the Board of Directors and the Auditors.”

Special Business

6. To consider and, if thought fit, to pass with or without modifications the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 (Act) and the rules framed thereunder (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013 and Article 66G of Articles of Association of the Company and subject to applicable regulatory approvals from the Government of India and all other applicable authorities, approval of the members of the Company be and is hereby accorded to re-appoint Mr. Vinod Kumar as Managing Director and Group CEO for a period of five years commencing from February 1, 2016 till January 31, 2021, as well as the payment of basic salary, perquisites, incentives and allowance (Remuneration), upon the terms and conditions as detailed in the explanatory statement attached hereto, with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Vinod Kumar subject to limits prescribed under the provisions of Schedule V or any amendment thereto for the time being in force.”

“RESOLVED FURTHER THAT where in any financial year during the tenure of Mr. Vinod Kumar as the Managing Director and Group CEO, the Company has no profits or the profits are inadequate, the Company shall, subject to the provisions of Sections 197, 198 and 203 of the Act, pay remuneration as mutually agreed between the Company and Mr. Vinod Kumar and specified in the explanatory statement.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary to give effect to this resolution.”

7. To consider and, if thought fit, to pass with or without modifications the following as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Cost Auditor, Mr. Jugal Kishor Puri, Cost Accountant, appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2017, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors
Manish Sansi
Company Secretary
ACS-10985

Mumbai, May 27, 2016
CIN: #L64200MH1986PLC039266

Registered Office:

VSB, M.G. Road,
Fort, Mumbai - 400 001.

NOTES:

1. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (Act) in respect of the business under Item Nos. 5 to 7 of the Notice, is annexed hereto. The relevant details as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, of persons seeking appointment/re-appointment as Directors under Item Nos. 3, 4 and 6 of the Notice, is also annexed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE MEETING/AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing the proxy should, however, be deposited at the registered office of the company not less than FORTY-EIGHT hours before the commencement of the meeting. A person can act as a proxy on behalf of not more than fifty members and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy but then such person shall not act as a proxy for any other person or shareholder.
3. Corporate members, intending to send their Authorized Representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing such representative to attend and vote on their behalf at the meeting.
4. During the period beginning twenty-four hours before the time fixed for commencement of the meeting and ending with the conclusion of the meeting, a member entitled to vote at the meeting is entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided that not less than three days of notice of such intention to inspect is given in writing to the Company.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

6. Register of members and transfer books of the Company shall remain closed from Monday, July 25, 2016 till Monday, August 1, 2016 (both days inclusive) for the purpose of ascertaining eligibility for dividend.
7. The final dividend as recommended by the Board of Directors, if approved at the Annual General Meeting, shall be paid on or after Friday, August 5, 2016 but not later than Tuesday August 30, 2016:
 - (i) to those shareholders whose names appear on the Company's Register of Members after giving effect to all valid share transfers in physical form lodged with the Registrar & Transfer Agents (R&T Agents) of the Company on or before Saturday, July 23, 2016.
 - (ii) in respect of shares held in electronic (dematerialized) form, to those "deemed members" whose names appear in the statements of beneficial ownership furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as at the close of business hours on Saturday, July 23, 2016.
8. Members, Proxies and Authorized Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio.
9. This may be taken as notice of declaration of dividend for 2015-16 in accordance with Article 93 of Articles of Association of the Company in respect of dividend for that year when declared.
10. Members holding shares in electronic (dematerialized) form are requested to intimate all changes pertaining to their bank details including bank account number, name of the bank and branch details, MICR Code and IFSC Code, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers etc. to their Depository Participant (DP). Members holding shares in physical form are requested to intimate such changes to the Company's Registrar and Transfer Agents - M/s. TSR Darashaw Limited (TSRDL) at 6-10, Haji Moosa Patrawala Industrial Estate, Near Famous Studio, 20, Dr. E. Moses Road, Mahalaxmi, Mumbai - 400 011.

The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their depository participant(s). Members holding shares in physical form are requested to submit their PAN details to TSRDL.
11. As per Section 72 of the Companies Act, 2013, members are entitled to make nomination in respect of shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13 which is available on the website of TSRDL <http://www.tsrdarashaw.com> (under "Downloads" section). Members holding shares in physical form may submit the same to TSRDL. Members holding shares in electronic form may submit the same to their respective depository participant.
12. Members seeking any information with regard to the accounts, are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the AGM.
13. Pursuant to the provisions of Section 205A and 205C of the Companies Act, 1956, dividends which remain unclaimed in the unpaid dividend account for a period of seven years from the date of transfer of the same, will be transferred to the Investor Education and Protection Fund established by the Central Government. The Members who have not encashed their dividend warrant(s) so far for the financial year ended 2008-2009 or any subsequent financial years are requested to lodge their claims with TSRDL. According to the provisions of the Companies Act, 1956, no claims shall lie against the said Fund or the Company for the amounts of dividend so transferred nor shall any payment be made in respect of such claims.

The Ministry of Corporate Affairs on May 10, 2012 notified the Investor Education and Protection Fund (Uploading of information regarding Unpaid and Unclaimed amounts lying with Companies Rules, 2012 (IEPF Rules) which are applicable to the Company. The objective of the IEPF Rules is to help shareholders ascertain the status of unclaimed amounts. In terms of the IEPF Rules, the Company has uploaded the information in respect of the

Unclaimed Dividends as on the date of the last AGM i.e. September 29, 2015, on the website of IEPF viz. www.iepf.gov.in and under "Investor Relations" section on the website of the Company.

The summary of the unpaid dividend for the past years and the date on which the outstanding amount shall be transferred to Investor Education and Protection Fund on the dates are given in the table below.

| Date of AGM | Balance as on March 31, 2016 (₹) | Dividend for the year | Date of Transfer to Investor Education & Protection Fund |
|--------------------|--|-----------------------|--|
| August 07, 2009 | 5,50,813.50 | 2008-09 | September 08, 2016 |
| August 06, 2010 | Not Applicable | 2009-10 | Not Applicable |
| October 11, 2011 | 4,14,676.00 | 2010-11 | November 12, 2018 |
| July 27, 2012 | 4,50,864.00 | 2011-12 | August 28, 2019 |
| July 26, 2013 | 6,57,330.00 | 2012-13 | August 27, 2020 |
| August 04, 2014 | 8,04,496.50 | 2013-14 | August 05, 2021 |
| September 29, 2015 | 11,27,901.50 | 2014-15 | September 30, 2022 |
| Total | 40,06,081.50 | | |

14. The Notice of the AGM along with the Annual Report 2015-16 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2015-16 will also be available on the Company's website viz. www.tatacommunications.com.

- 15. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with their Depository Participants / TSRDL.**

16. The route map showing directions to reach the venue of the 30th AGM is available on the reverse of the attendance slip.

17. Voting through electronic means

In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services, on all resolutions set forth in this Notice. The facility of casting votes by members using an electronic voting system from a place other than the venue of the AGM (remote e-voting) will be provided by NSDL.

The facility for voting electronically or through ballot paper will also be made available at the AGM and members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.

The instructions for e-voting are as under:

- A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/Depositories):
 - i. Open the e-mail and also open PDF file namely "TCL e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password / PIN for remote e-voting. Please note that the password is an initial password.
 - ii. Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>.
 - iii. Click on Shareholder - Login.

- iv. If you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password / PIN for casting your vote.
 - v. If you are logging in for the first time, please enter the user ID and password / PIN provided in the PDF file attached with the e-mail as initial password. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
 - vi. Once the e-voting home page opens, click on: e-voting> Active Voting Cycles.
 - vii. Select “EVEN” (E-Voting Event Number) of Tata Communications Limited which is **104236**. Now you are ready for e-voting as Cast Vote page opens.
 - viii. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - ix. Upon confirmation, the message “Vote cast successfully” will be displayed.
 - x. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
 - xi. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution / Authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to mehul.shah@khaitanco.com, with a copy marked to evoting@nsdl.co.in.
 - xii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) - Shareholders and remote e-voting user manual - Shareholders, available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- B. In case a Member receives physical copy of the Notice of AGM (for members whose email IDs are not registered with the Company / Depositories or members who request for a physical copy):
- i. Initial password is provided in the enclosed attendance slip: EVEN (E-voting Event Number) + USER ID and PASSWORD
 - ii. Please follow all steps from Sl. No. 17A (i) to (xii) above, to cast vote.
- C. Other Instructions
- i. The e-voting period commences on Friday, July 29, 2016 (9.00 a.m. IST) and ends on Sunday, July 31, 2016 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Monday July 25, 2016 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently or cast vote again.
 - ii. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting as well as voting at the meeting through electronic voting system or ballot.
 - iii. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using “Forgot User Details / Password” option

available on www.evoting.nsdl.com or contact NSDL at the following toll free number: 1800-222-990.

- iv. Mr. Mehul Shah, Advocate, Khaitan & Co., has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- v. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
- vi. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.tatacommunications.com and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited (BSE) and National Stock Exchange of India Limited (NSE), where the shares of the Company are listed.

Annexure to the Notice dated May 27, 2016

The Statement of Material Facts pursuant to Section 102(1) of the Companies Act, 2013 (Act).

In respect of Item No. 5

This statement is provided though strictly not required as per Section 102 of the Act.

At the 28th Annual General Meeting of the Company held on August 04, 2014, the shareholders had appointed M/s. S.B. Billimoria & Co., Chartered Accountants (Firm Registration No. 101496W) as the statutory auditors of the Company to hold office from the conclusion of the 28th Annual General Meeting till the conclusion of the 31st Annual General Meeting to be held in the year 2017. As per provisions of Section 139(1) of the Act, their appointment for the above tenure is subject to ratification by Members at every AGM.

In view of the above, and M/s. S.B. Billimoria & Co., being eligible for re-appointment, it is proposed that the Members may ratify the appointment of M/s. S.B. Billimoria & Co. as Statutory Auditors from the conclusion of this AGM till the conclusion of the next AGM.

The Board recommends the Resolution at Item No. 5 for approval by the Members.

None of the Directors and Key Managerial Personnel (KMP) or relatives of directors and KMPs are concerned or interested in the Resolution at Item No. 5 of the accompanying Notice.

In respect of Item No. 6

Members of the Company in the Annual General Meeting held on October 11, 2011 had approved the appointment of Mr. Vinod Kumar as Managing Director of the Company for the period of five years commencing from February 1, 2011. His tenure as Managing Director of the Company was due to end on January 31, 2016 and hence, the Board in its meeting held on October 27, 2015 re-appointed him as Managing Director and Group CEO for a term of five years with effect from February 01, 2016 up to January 31, 2021, subject to shareholders approval and applicable regulatory approvals from the Government of India and all other statutory authorities. The approval of Government of India is required since Mr. Vinod Kumar is not a resident of India. The Company has filed an application with Government of India seeking their approval on April 28, 2016.

The main terms and conditions of the agreement dated February 3, 2016 with Mr. Vinod Kumar are given as below and same may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013: