



TCS/ BM/27/SE/2015-16

January 15, 2016

National Stock Exchange of India Limited  
Exchange Plaza, BandraKurla Complex  
Mumbai  
Fax No. 26598237 / 38  
Kind Attn: Manager, Listing Department

BSE Limited  
P.J. Towers, Dalal Street  
Mumbai  
Fax No. 22722037/22723121  
Kind Attn: General Manager,  
Department of Corporate Services  
Scrip Code No. 532540 (BSE)

**Sub: Compliance with Regulation 27(2) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 for the quarter ended December 31, 2015**

Dear Sirs,

Pursuant to Regulation 27(2) of the Listing Regulations, we hereby submit the corporate governance compliance status for the quarter ended December 31, 2015, as per the prescribed format.

Thanking You,

Yours faithfully,  
For Tata Consultancy Services Limited

Suprakash Mukhopadhyay  
Vice President & Company Secretary

Encl: As above

**TATA CONSULTANCY SERVICES**

Tata Consultancy Services Limited

Maker Towers 'E' Block 11th Floor Cuffe Parade Colaba Mumbai 400 005 India

Tel 91 22 6778 9191 Fax 91 22 6639 1836 e-mail corporate.office@tcs.com website www.tcs.com

Registered Office 9th Floor Nirmal Building Nariman Point Mumbai 400 021

Corporate Identification No. (CIN): L22210MH1995PLC084781

**Quarterly Compliance Report on Corporate Governance**

**(Pursuant to Regulation 27(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

1 Name of the listed entity: Tata Consultancy Services Limited

2 Quarter Ending: December 31, 2015

**I. Composition of Board of Directors**


Title (Mr./Ms)	Name of the director	DIN	PAN <sup>5</sup>	Category (Chairperson/ Executive/Non-executive/Independent/Nominee) <sup>6</sup>	Date of Appointment in the current term/ cessation	Tenure <sup>*</sup>	No. of directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Cyrus Mistry	00010178	AERPM9037N	Chairman - Non Independent - Non Executive	30-Jun-15	-	-	-	-
Mr.	N. Chandrasekaran	00121863	ABJPC6349J	Chief Executive Officer and Managing Director - Executive	6-Oct-14	-	-	-	-
Mr.	Aman Mehta	00009364	AAGPM5030J	Independent - Non Executive	27-Jun-14	11 years 8 months	6	3	3
Mr.	V. Thyagarajan	00017541	AAHPT5823H	Independent - Non Executive	27-Jun-14	10 years 4 months	1	1	1
Prof.	Clayton M. Christensen	00020111	-	Independent - Non Executive	27-Jun-14	10 years	1	0	-
Dr.	Ron Sommer	00621387	-	Independent - Non Executive	27-Jun-14	9 years 4 months	1	1	-
Dr.	Vijay Kelkar	00011991	ACSPK8324P	Independent - Non Executive	27-Jun-14	6 years	7	3	1
Mr.	Ishaat Hussain	00027891	AAVPH6348F	Non Independent - Non Executive	28-Jun-13	-	1	4	3
Mr.	O.P. Bhatt	00548091	AGPPB9727Q	Independent - Non Executive	27-Jun-14	3 years 9 months	3	4	1
Mr.	Phiroz Vandrevala	01778976	AAAPV0608F	Non Independent - Non Executive	27-Jun-14	-	2	-	1
Ms.	Aarthi Subramanian	07121802	AFOPA4090B	Executive	12-Mar-15	-	-	-	-

<sup>5</sup>PAN number of any director would not be displayed on the website of Stock Exchange

<sup>6</sup>Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

<b>II. Composition of Committees</b>			
<i>Name of Committee</i>	<i>Name of Committee members</i>	<i>Category (Chairperson/Executive/Non-Executive/independent/Nominee) <sup>5</sup></i>	
1. Audit Committee	Mr. Aman Mehta	Chairman - Independent - Non executive	
	Mr. V. Thyagarajan	Independent - Non executive	
	Dr. Ron Sommer	Independent - Non executive	
	Dr. Vijay Kelkar	Independent - Non executive	
	Mr. Ishaat Hussain	Non Independent - Non executive	
2. Nomination & Remuneration Committee	Mr. O.P. Bhatt	Independent - Non executive	
	Mr. Aman Mehta	Chairman - Independent-Non executive	
	Mr. V. Thyagarajan	Independent - Non-executive	
	Mr. Cyrus Mistry	Non Independent - Non executive	
	Mr. Ishaat Hussain	Non Independent - Non executive	
3. Risk Management Committee(if applicable)	Mr. Ishaat Hussain	Non Independent - Non executive	
	Mr. N Chandrasekaran	Chief Executive Officer and Managing Director - Executive	
	Mr. O.P. Bhatt	Independent - Non executive	
	Ms. Aarthi Subramanian	Executive	
	Mr. Rajesh Gopinathan	Chief Financial Officer	
4. Stakeholders Relationship Committee	Mr. V. Thyagarajan	Chairman - Independent - Non executive	
	Mr. O. P. Bhatt	Independent-Non-executive	
	Mr. N. Chandrasekaran	Chief Executive Officer and Managing Director -Executive	
<sup>5</sup> Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen			
<b>III. Meeting of Board of Directors</b>			
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive meetings (in number of days)</i>	
9-Jul-15	13-Oct-15	40 days	
3-Sep-15			
<b>IV. Meeting of Committees</b>			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
<b>Audit Committee:</b> 13-Oct-2015	Yes All members were present	9-Jul-2015 3-Sept-2015	40 days
<b>Nomination &amp; Remuneration Committee:</b> —	—	—	—
<b>Risk Management Committee:</b> 12-Oct-2015	Yes All members were present	8-Jul-15	—
<b>Stakeholders Relationship Committee:</b> —	Yes All members were present	3-Sep-15	—
* This information has to be mandatorily be given for audit committee. for rest of the committees giving this information is optional			

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
<b>Note</b>	
<p>1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/NA.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2. If status is "No" details of non-compliance may be given here.</p>	
<b>VI. Affirmations</b>	
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015	
a. Audit Committee	
b. Nomination & remuneration committee	
c. Stakeholders relationship committee	
d. Risk management committee (applicable to the top 100 listed entities)	
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	
Any comments/observations/advice of Board of Directors may be mentioned here: First Report. This will be placed at the next Board Meeting.	
<b>For Tata Consultancy Services Limited,</b>	
	
Suprakash Mukhopadhyay Vice President & Company Secretary	
<b>Note:</b>	
Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.	