

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Tata Consultancy Services Limited**
 2. Quarter ending - **31-Mar-2016**

I. Composition of Board of Directors										
Title (Mr./Ms)	Name of the Director	DI N	P A N	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)	Date of Appointment	Date of cessation	Tenure	No of Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Cyrus Mistry	00010178	AERPM9037N	C & NED	30-Jun-2015			0	0	0
Mr.	N. Chandrasekaran	00121863	ABJPC6349J	ED	06-Oct-2014			0	0	0
Mr.	Aman Mehta	00009364	AA GP M5030J	NED,ID	27-Jun-2014		11 years 11 months	6	3	3
Mr.	V. Thyagarajan	00017541	AA HPT5823H	NED,ID	27-Jun-2014		10 years 7 months	1	1	1
Mr.	Clayton M. Christensen	00020111	ZZZ ZZ999Z	NED,ID	27-Jun-2014		10 years 3 months	1	0	0
Mr.	Ron Som	0062	ZZZ ZZ9	NED,ID	27-Jun-2014		9 year	1	1	0

	mer	13 87	999 Z				s 7 mon ths			
Mr.	Vijay Kelka r	00 01 19 91	ACS PK8 324 P	NED,ID	27-Jun- 2014		6 year s 3 mon ths	5	4	2
Mr.	Ishaa t Huss ain	00 02 78 91	AA VPH 634 8F	NED	28-Jun- 2013			1	4	3
Mr.	O.P. Bhat t	00 54 80 91	AG PPB 972 7Q	NED,ID	27-Jun- 2014		4 year s	3	4	1
Mr.	Phiro z Vand reval a	01 77 89 76	AA APV 060 8F	NED	27-Jun- 2014			2	0	1
Ms.	Aart hi Subr ama nian	07 12 18 02	AFO PA4 090 B	ED	12-Mar- 2015			0	0	0

II. Composition of Committees

Audit Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Aman Mehta	NED,ID	Chairperson
2	V Thyagarajan	NED,ID	Member
3	Ron Sommer	NED,ID	Member
4	Vijay Kelkar	NED,ID	Member
5	Ishaat Hussain	NED	Member
6	O.P. Bhatt	NED,ID	Member

Stakeholders Relationship Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	V. Thyagarajan	NED,ID	Chairperson
2	O.P. Bhatt	NED,ID	Member
3	N. Chandrasekaran	ED	Member

Risk Management Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Ishaat Hussain	NED	Member
2	N. Chandrasekaran	ED	Member

3	O.P. Bhatt	NED,ID	Member
4	Aarthi Subramanian	ED	Member
5	Rajesh Gopinathan		Member

Nomination and Remuneration Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Aman Mehta	NED,ID	Chairperson
2	Cyrus Mistry	C & NED	Member
3	V. Thyagarajan	NED,ID	Member
4	Ishaat Hussain	NED	Member

III. Meeting of Board of Directors		
<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 (in number of days)</i>
13-Oct-2015	11-Jan-2016	89
	12-Jan-2016	
	10-Mar-2016	

IV. Meeting of Committees			
<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 (in number of days)</i>
12-Jan-2016	Yes	13-Oct-2015	90
11-Jan-2016	Yes		
11-Mar-2016	Yes		
08-Feb-2016	Yes	12-Oct-2015	
11-Mar-2016	Yes		

V. Related Party Transactions	
<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**

- c. Stakeholders relationship committee - **Yes**
- d. Risk management committee (applicable to the top 100 listed entities) - **Yes**
- 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. - **Yes**
- 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.- **Yes**
- 5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
b. Any comments/observations/advice of Board of Directors may be mentioned here:

The Corporate Governance Report for the quarter ended December 31, 2015 was placed before the Board at its meeting held on March 10, 2016. The Corporate Governance Report for the quarter and year March 31, 2016 shall be placed before the Board subsequently.

Name : Mr. Suprakash Mukhopadhyay
Designation : Company Secretary & Compliance Office

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	Not Applicable	
New name and the old name of the listed entity	Not Applicable	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment & Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes

<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	Not Applicable
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Not Applicable
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes
<i>Maximum Directorship & Tenure</i>	25(1) & (2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

Name : **Mr. Suprakash Mukhopadhyay**
Designation : **Company Secretary & Compliance Office**