

TCS/M&A/ C24 (f)/SE- 4/2014-15

November 14, 2014

The Listing Department
National Stock Exchange of India Limited
Exchange Plaza, BandraKurla Complex,
Mumbai 400 051

Kind Attn: Manager, Listing Department

Dear Sirs,

Ref: Application under Clause 24(f) of the Listing Agreement for the proposed Scheme of Amalgamation between CMC Limited and Tata Consultancy Services Limited

Sub: Undertaking for compliance with Clause 49 of the Listing Agreement

In connection with the above application we hereby confirm that the Company is in compliance with Clause 49 of the Listing Agreement. A copy of the Compliance Report submitted to the stock exchange for the quarter ended September 30, 2014 is enclosed.

Yours faithfully,
For **Tata Consultancy Services Limited**

A handwritten signature in black ink, appearing to read 'Suprakash'.

Suprakash Mukhopadhyay
Vice President and Company Secretary

TATA CONSULTANCY SERVICES

Tata Consultancy Services Limited

11th Floor, Air India Building, Nariman Point, Mumbai 400 021, India
Tel: 91 22 6778 9393 Fax: 91 22 6778 9344 e-mail: corporate.office@tcs.com website: www.tcs.com
Corporate Identification No. (CIN) : L22210MH1995PLC084781

TATA CONSULTANCY SERVICES LIMITED			
Quarter End:	30-Sep-2014		
Particulars	Clause of Listing agreement	Compliance Status Yes/No/NA	Remarks
I. Board of Directors	49 (I)		
(A) Composition of Board	49 (IA)	Yes	
(B) Non-executive Directors Compensation Disclosures	49 (IB)	Yes	
(C) Other Provisions as to Board and Committees	49 (IC)	Yes	
(D) Code of Conduct	49 (ID)	Yes	
II. Audit Committee	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	
(B) Meeting of Audit Committee	49 (IIB)	Yes	
(C) Powers of Audit Committee	49 (IIC)	Yes	
(D) Role of Audit Committee	49 (IID)	Yes	
(E) Review of Information by Audit Committee	49 (IIE)	Yes	
III. Subsidiary Companies	49 (III)	Yes	
IV. Disclosures	49 (IV)		
(A) Basis of Related Party Transactions	49 (IVA)	Yes	
(B) Disclosure of Accounting Treatment	49 (IVB)	NA	There is no deviation from Accounting Standards.
(C) Board Disclosures	49 (IVC)	Yes	
(D) Proceeds From Public Issues, Rights Issues, Preferential Issues etc.	49 (IVD)	NA	There has been no Public/Rights/Preferential issue of shares in this year.
(E) Remuneration of Directors	49 (IVE)	Yes	
(F) Management	49 (IVF)	NA	Included in the Annual Report of 2013-14 Will be included in the Annual Report of 2014-15
(G) Shareholders	49 (IVG)	Yes	
V. CEO/CFO Certification	49 (V)	Yes	
VI. Report on Corporate Governance	49 (VI)	Yes	
VII. Compliance	49 (VII)	Yes	



CMC Limited



Your IT Partner

CMC House
C 18 Bandra Kurla Complex
Bandra East Mumbai 400 051
India
Tel 91 22 67811000
Fax 91 22 26591046

ANNEXURE **K1**

November 12, 2014

✓ The Listing Department
National Stock Exchange of India Limited
Exchange Plaza, BandraKurla Complex,
Mumbai 400 051

The Deputy General Manager Fax 022-22723121/22723719/22722037/

BSE Limited 22722039/22722041/22722061

Corporate Relationship Department
1st Floor, New Trading Ring,
Rotunda Building, P J Towers, Dalal Street, Fort
MUMBAI – 400001

(Stock Code : 517326)

The Secretary
The Calcutta Stock Exchange Association Ltd.
7, Lyons Range
Kolkata-700001

Fax: 033-22104492/22104500

(Stock Code : 10000071)

Kind Attn: Manager, Listing Department

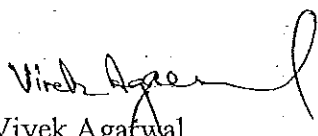
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Yours faithfully,
For CMC Limited


Vivek Agarwal
Company Secretary

Encl.: As Above



QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company : CMC LIMITED

Quarter ended on : 30 September, 2014

Particulars (1)	Clause of Listing Agreement (2)	Compliance Status (Yes/No/N.A.) (3)	Remarks (4)
I. Board of Directors	49 I		
(A) Composition of Board	49 (IA)	Yes	
(B) Non-executive Directors' compensation & disclosures	49 (IB)	Yes	
(C) Other provisions as to Board and Committees	49 (IC)	Yes	
(D) Code of Conduct	49 (ID)	Yes	
II. Audit Committee	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	
(B) Meeting of Audit Committee	49 (IIB)	Yes	
(C) Powers of Audit Committee	49 (IIC)	Yes	
(D) Role of Audit Committee	49 (IID)	Yes	
(E) Review of Information by Audit Committee	49 (IIE)	Yes	
III. Subsidiary Companies	49 (III)	Yes	
IV. Disclosures	49 (IV)	Yes	
(A) Basis of related party transactions	49 (IVA)	Yes	
(B) Disclosure of Accounting Treatment	49 (IVB)	Yes	
(C) Board Disclosures	49 (IVC)	Yes	
(D) Proceeds from public issues, right issues, preferential issues etc.	49 (IVD)	N.A.	Company had no issue/s
(E) Remuneration of Directors	49 (IVE)	Yes	
(F) Management	49 (IVF)	Yes.	
(G) Shareholders	49 (IVG)	Yes	
V. CEO/CFO Certification	49 (V)	Yes	
VI. Report on Corporate Governance	49 (VI)	Yes	
VII. Compliance	49 (VII)	Yes	

for CMC LIMITED

Vivek Agarwal
VIVEK AGARWAL
COMPANY SECRETARY