Name of the listed entity: Tata Consultancy Services Limited

Quarter Ending: March 31, 2024

I. Com	position of Board of Di	rectors												
Title (Mr. /Ms.)	Name of the director	PAN <sup>\$</sup> /DIN	Category (Chairperson/ Executive/Non- executive/ Independent/ Nominee) <sup>&amp;</sup>	Initial Date of Appointment	Date of Re- appointment		Tenure *	Date of Birth	Whether special resolution passed? [In reference to Regulation 17(1A)]			No. of Independent Directorships in Listed entities including this listed entity <i>[in reference to proviso to regulation</i> 17A(1)]	No. of memberships in Audit/ Stakeholder Committee(s) including this listed entity ( <i>Refer</i> <i>Regulation 26(1)</i> of Listing <i>Regulations</i> )	Audit/ Stakeholder Committee held in listed entities including this listed entity.
Mr.	Chandrasekaran Natarajan	00121863	Chairman – Non- Independent- Non-Executive	06-Sep-07	-	-	-	2-Jun-63	NA	-	7	0	0	0
Mr.	Kunchitham Krithivasan	10106739	Chief Executive Officer and Managing Director - Executive	1-Jun-23	-	-	-	5-May-64	NA	-	1	0	1	0
Mr.	Ganapathy Subramaniam Natarajan	07006215	Chief Operating Officer and Executive Director- Executive	21-Feb-17	-	-	-	20-May-59	NA	-	4	0	0	0
Mr.	Om Prakash Bhatt	00548091	Independent – Non-Executive	27-Jun-14	27-Jun-19	-	117 months and 5 days	7-Mar-51	NA	-	3	3	4	1
Ms.	Aarthi Subramanian	07121802	Non-Independent- Non-Executive	12-Mar-15	-	-	-	26-Jun-67	NA	-	1	0	2	0
Dr.	Pradeep Kumar Khosla	03611983	Independent – Non-Executive	11-Jan-18	11-Jan-23	-	74 months and 21 days	13-Mar-57	NA	-	1	1	2	1
Ms.	Hanne Birgitte Breinbjerg Sorensen	08035439	Independent – Non-Executive	18-Dec-18	18-Dec-23	-	63 months and 14 days	18-Sep-65	NA	-	2	2	2	0

Non-Executive Months and 14 days	5 3	3	7	
Mr.       Daniel Hughes       08326836       Independent –       10-Jan-19       -       10-Jan-       60       16-May-56       NA       -				3
	2 2	2	2	0
	1 1	1	1	0
Whether Regular Chairperson appointed: Yes Whether Chairperson is related to managing director or CEO: No <i>PAN of any director would not be displayed on the website of Stock Exchange</i>				
*Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating the *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 er				

Name of Committee	Whether regular Chairperson appointed	Name of Committee members	Category (Chairperson/ Executive/Non-Executive/ Independent/ Nominee) &	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Mr. Keki M Mistry*	Chairman - Independent, Non-Executive	12-Apr-19	-
		Mr. Om Prakash Bhatt	Independent – Non-Executive	23-Apr-12	-
		Ms. Aarthi Subramanian	Non-Independent – Non-Executive	12-Oct-17	-
		Dr. Pradeep Kumar Khosla	Independent – Non-Executive	10-Jan-19	-
		Ms. Hanne Birgitte Breinbjerg Sorensen	Independent – Non-Executive	12-Apr-19	
		Mr. Al Noor-Ramji	Independent – Non-Executive	11-Jan-24	-
		Mr. Daniel Hughes Callahan	Independent –Non-executive	12-Apr-19	10-Jan-24
					1
2. Nomination & Remuneration Committee	Yes	Mr. Om Prakash Bhatt <sup>#</sup>	Chairman - Independent, Non-Executive	11-Oct-18	-
		Mr. Chandrasekaran Natarajan	Non-Independent – Non-Executive	20-Feb-17	-
		Ms. Hanne Birgitte Breinbjerg Sorensen	Independent – Non-Executive	12-Apr-19	-
	37			10 4 10	1
3.Risk Management Committee	Yes	Mr. Keki M Mistry <sup>^</sup>	Chairman - Independent, Non-Executive	12-Apr-19	-
		Mr. Kunchitham Krthivasan	Executive Director	1-Jun-23	-
		Mr. Ganapathy Subramaniam Natarajan	Executive Director	12-Apr-19	-
		Mr. Al Noor-Ramji	Independent – Non-Executive	11-Jan-24	-
		Mr. Daniel Hughes Callahan	Independent –Non-executive	12-Apr-19	10-Jan-24
		Mr. Samir Seksaria	Chief Financial Officer	1-May-21	-
Stalzahaldara! Dalatianshin	Vac	Dr. Drodoor Kymor Khodo	Chairman Indonandant	10 Ion 10	
I.Stakeholders' Relationship Committee	Yes	Dr. Pradeep Kumar Khosla <sup>§</sup>	Chairman - Independent, Non-Executive	10-Jan-19	-
		Mr. Kunchitham Krthivasan	Executive Director	1-Jun-23	-
		Mr. Keki M Mistry	Independent – Non-Executive	12-Apr-19	-

\* Appointed as a Chairman w.e.f. June 27, 2019
# Appointed as a Chairman w.e.f. June 27, 2019
^ Appointed as a Chairman w.e.f. April 12, 2019
\$ Appointed as a Chairman w.e.f. June 27, 2019

III. Meeting of Board of Directors				
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum Met*	Number of Directors present*	Number of Independent Directors present*
October 11, 2023	-	Yes	9	5
	January 11, 2024	Yes	9	5
	March 11, 2024	Yes	9	5
*Details pertaining to attendance of D	irectors and Independent Directors a	re for current quarter Meeti	ngs	

<b>IV. Meeting of Committees</b>	IV. Meetin	g of Committe	es
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Name of the Committees	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum Met (details)*	Number of Directors present*	Number of Independent Directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee	January 11, 2024	Yes	5	4	October 11, 2023	January 11, 2024 to October 11, 2023 91 days
Nomination & Remuneration Committee:	March 11, 2024	Yes	3	2	October 11, 2023	March 11, 2024 to October 11, 2023 151 days
Risk Management Committee	January 18, 2024	Yes	2	1	October 16, 2023	January 18, 2024 to October 16, 2023 93 days
Stakeholders' Relationship Committee	January 18, 2024	Yes	2	2	No meeting held	-

\*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional. \*\*to be filled in only for the current quarter meetings

# Maximum gap between any two consecutive meetings (in number of days)

January 11, 2024 to October 11, 2023 91 days

V. Related Party Transactions	
Subject	Con
Whether prior approval of audit committee obtained	
Whether shareholder approval obtained for material RPT	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	

Note:

1 In the column "Compliance Status", compliance or non- compliance may be indicated by Yes/ No/ N.A. For example, if the Board has been composed in accordance with "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transaction, the words "N.A." may be indicated. 2 If status is "No" details of non-compliance may be given here.

VI. Details of Cyber security incidence			
Whether as per Regulation 27(2) (ba) of SEBI (LOD	R) Regulations, 2015 there has been cyber security	No	
incidents or breaches or loss of data or documents du	ring the quarter	110	
Date of the event	NA	Brief details of the event	NA

#### **VII.** Affirmations

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 (as applicable)

3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regul

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 Requirem

5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors.

The Corporate Governance Report for the quarter ended December 31, 2023 was placed before the Board at its meeting held on March 11, 2024.

ompliance status (Yes/No/NA)
Yes
Yes
Yes
n the requirements of Listing Regulations,
lations, 2015
nents) Regulations, 2015

## For Tata Consultancy Services Limited

Sd/-	ita Consultancy Services Limited		
Pradee	ep Manohar Gaitonde any Secretary		
. Disc	losure on website in terms of Listing Regulations		
Sr. No.	Item	<b>Compliance status</b>	If Yes provide link to website. If No / NA provide reasons
ls ner	regulation 46(2) of the LODR:		
1	Details of business	Yes	https://www.tcs.com
2	Terms and conditions of appointment of independent directors	Yes	<u>https://www.tcs.com/content/dam/tcs/pdf/discover-tcs/investor-</u> relations/faq/Letter_of_appointment_to_Independent_Directors_T0 pdf
3	Composition of various committees of board of directors	Yes	https://www.tcs.com/corporate-governance
4	Code of conduct of Board of directors and senior management personnel	Yes	https://www.tcs.com/tata-code-of-conduct
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	https://www.tcs.com/content/dam/tcs/pdf/discover-tcs/investor- relations/fag/TCS-Global-Whistle-Blower-Policy.pdf
6	Criteria of making payments to non-executive directors	Yes	https://www.tcs.com/content/dam/tcs/pdf/discover-tcs/investor- relations/fag/remuneration-policy-2019.pdf
7	Policy on dealing with related party transactions	Yes	https://www.tcs.com/corporate-governance
8	Policy for determining 'material' subsidiaries	Yes	https://www.tcs.com/content/dam/tcs/pdf/discover-tcs/investor- relations/fag/TCS Material Subsidiary Policy.pdf
9	Details of familiarization programmes imparted to independent directors	Yes	https://www.tcs.com/content/dam/tcs/pdf/discover-tcs/investor- relations/faq/TCS-Familiarization-Program-for-Independent-Directors- v2.pdf
10	Email address for grievance redressal and other relevant details	Yes	https://www.tcs.com/investor-relations
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	https://www.tcs.com/investor-relations
12	Financial results	Yes	https://www.tcs.com/investor-relations/financial-statements
13	Shareholding pattern	Yes	https://www.tcs.com/investor-relations
14	Details of agreements entered into with the media companies and/or their associates	N.A.	
15.1	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	https://www.tcs.com/investor-relations
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	Yes	https://www.tcs.com/investor-relations
16	New name and the old name of the listed entity	N.A.	
17	Advertisements as per regulation 47 (1)	Yes	https://www.tcs.com/investor-relations/view-all-corporate-actions
18	Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	N.A.	

19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	https://www.tcs.com/investor-relations
s per	other regulations of the LODR:		
1	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	https://www.tcs.com/investor-relations
2	Secretarial Compliance Report	Yes	https://www.tcs.com/investor-relations
3	Materiality Policy as per Regulation 30 (4)	Yes	<u>https://www.tcs.com/content/dam/tcs/pdf/discover-tcs/investor-</u> relations/faq/TCS-Policy-Determination-of-Materiality-for- Disclosure.pdf
4	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes	https://www.tcs.com/investor-relations
5	Disclosures under regulation 30(8)	Yes	https://www.tcs.com/investor-relations/view-all-corporate-actions
6	Statements of deviation(s) or variations(s) as specified in regulation 32	NA	
7	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	https://www.tcs.com/content/dam/tcs/pdf/discover-tcs/investor- relations/faq/TCS-Dividend-Distribution-Policy.pdf
8	Annual return as provided under section 92 of the Companies Act, 2013	Yes	https://www.tcs.com/content/dam/tcs/pdf/discover-tcs/investor- relations/faq/annual-return-2022-2023.pdf
9	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes	https://www.tcs.com/investor-relations
10	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes	https://www.tcs.com/investor-relations

II. An	inual Affirmations		
Sr. No.	Particulars	<b>Regulation Number</b>	Compliance status (Yes/No/NA) refer note below
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
2	Board composition	17(1), 17(1A) & 17(1B)	Yes
3	Meeting of Board of directors	17(2)	Yes
4	Quorum of Board meeting	17(2A)	Yes
5	Review of Compliance Reports	17(3)	Yes
6	Plans for orderly succession for Appointments	17(4)	Yes
7	Code of Conduct	17(5)	Yes
8	Fees/compensation	17(6)	Yes

9	Minimum Information	17(7)	Yes
10	Compliance Certificate	17(8)	Yes
11	Risk Assessment & Management	17(9)	Yes
12	Performance Evaluation of Independent Directors	17(10)	Yes
13	Recommendation of Board	17(11)	Yes
14	Maximum number of directorships	17A	Yes
15	Composition of Audit Committee	18(1)	Yes
16	Meeting of Audit Committee	18(2)	Yes
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes
18	Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
20	Meeting of Nomination & Remuneration Committee	19(3A)	Yes
21	Role of Nomination and Remuneration Committee	19(4)	Yes
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
23	Meeting of Stakeholder Relationship Committee	20 (3A)	Yes
24	Role of Stakeholders Relationship Committee	20 (4)	Yes
25	Composition and role of Risk Management Committee	21(1), (2), (3), (4)	Yes
26	Meeting of Risk Management Committee	21(3A)	Yes
27	Quorum of Risk Management Committee meeting	21(3B)	Yes
28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes
29	Vigil Mechanism	22	Yes
30	Policy for related party Transaction	23(1), (1A), (5), (6), (7) & (8)	Yes
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
32	Approval for material related party Transactions	23(4)	Yes
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes

34	Composition of Board of Directors of unlisted material Subsidiary	24 (1)
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3), (4), (5) & (6)
36	Alternate Director to Independent Director	25(1)
37	Maximum Tenure	25(2)
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)
39	Meeting of independent directors	25(3) & (4)
40	Familiarization of independent directors	25(7)
41	Declaration from Independent Director	25(8) & (9)
42	Directors and Officers insurance	25(10)
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)
44	Memberships in Committees	26(1)
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management Personnel	26(3)
46	Disclosure of Shareholding by Non-Executive Directors	26(4)
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)
"Ye 2. If st	ne column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been c s" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. atus is "No" details of non-compliance may be given here. he Listed Entity would like to provide any other information the same may be indicated here.	omposed in accordance with th
III. Af	firmations	
Sr. No.	. Particulars	
1	The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the s have been complied.	ubsidiary of Listed Entity
For Ta	ta Consultancy Services Limited	

Sd/-Pradeep Manohar Gaitonde Company Secretary

NA
Yes
NT A
NA
Yes
 105
Yes
Yes
Yes
Yes
Vac
Yes
NA
Yes
Yes
Yes
Yes
NA
Yes

the requirements of Listing Regulations,

Compliance Status (Yes/No/NA)	
Yes	

Half year ending March 31, 2024						
I. Disclosure of Loans / guarantees / comfort letters / securities etc.	refer note below					
(A) Any loan or any other form of debt advanced by the listed enti						
Entity	Aggregate amount advanced during six months		Balance outst			
Promoter or any other entity controlled by them	Nil		Nil			
Promoter Group or any other entity controlled by them	Nil		Nil			
Directors (including relatives) or any other entity controlled by them	Nil		Nil			
KMPs or any other entity controlled by them	Nil		Nil			
(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of o						
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstandin acc			
Promoter or any other entity controlled by them	Not Applicable	Nil	Nil			
Promoter Group or any other entity controlled by them	Not Applicable	Nil	Nil			
Directors (including relatives) or any other entity controlled by them	Not Applicable	Nil	Nil			
KMPs or any other entity controlled by them	Not Applicable	Nil	Nil			
(C) Any security provided by the listed entity directly or indirectly	, in connection with any loan(s) or	any other form of debt availed by:				
Entity	Type of security (cash, shares etc.)	Aggregate amount of issuance during six months	Balance outs			
Promoter or any other entity controlled by them	Not Applicable	Nil	Nil			
Promoter Group or any other entity controlled by them	Not Applicable	Nil	Nil			
Directors (including relatives) or any other entity controlled by them	Not Applicable	Nil	Nil			
KMPs or any other entity controlled by them	Not Applicable	Nil	Nil			

#### **II. Affirmations:**

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

#### For Tata Consultancy Services Limited

#### Samir Seksaria **Chief Financial Officer**

Note

- 1. These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;
  - a) by a government company to/ for the Government or government company
  - b) by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
  - c) by a banking company or an insurance company; and
  - d) by the listed entity to its employees or directors as a part of the service conditions
- 2. If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.

### tstanding at the end of six months

of debt availed by:

ing at the end of six months (taking into account any invocation)

tstanding at the end of six months