

**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: March 31, 2018

**I. Composition of Board of Directors**

<b>Title (Mr./Ms)</b>	<b>Name of the director</b>	<b>DIN</b>	<b>Category (Chairperson/ Executive/Non-executive/Independent/Nominee)&amp;</b>	<b>Date of Appointment in the current term/ cessation</b>	<b>Tenure@</b>	<b>No. of directorship in listed entities including this listed entity  (Refer Regulation 25(1))</b>	<b>Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity  (Refer Regulation 26(1) of Listing Regulations)</b>	<b>No of post of chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity. (Refer Regulation 26(1) of Listing Regulations)</b>
Mr.	N. Chandrasekaran	00121863	Chairman - Non Independent- Non Executive	21-Feb-17	—	0	0	0
Mr.	Rajesh Gopinathan	06365813	Chief Executive Officer and Managing Director - Executive	21-Feb-17	—	0	1	0
Mr.	N. Ganapathy Subramaniam	07006215	Chief Operating Officer and Executive Director- Executive	21-Feb-17	—	0	1	0
Mr.	Aman Mehta	00009364	Independent - Non Executive	27-Jun-14	13 years 11 months	6	6	1
Mr.	V. Thyagarajan	00017541	Independent - Non Executive	27-Jun-14	12 years 7 months	1	1	1
Prof.	Clayton M. Christensen	00020111	Independent - Non Executive	27-Jun-14	12 years 3 months	1	0	0
Dr.	Ron Sommer	00621387	Independent - Non Executive	27-Jun-14	11 years 7 months	1	1	0
Mr.	O.P. Bhatt	00548091	Independent - Non Executive	27-Jun-14	6 years	4	4	2
Ms.	Aarathi Subramanian	07121802	Non Independent-Non-Executive	17-Aug-17	—	0	1	0
Dr.	Pradeep Kumar Khosla*	03611983	Independent - Non Executive	11-Jan-18	2 months	1	0	0

**\*Dr. Pradeep Kumar Khosla was appointed as an Additional and Independent Director of the Company on January 11, 2018.**

& 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) &amp;</i>	
1. Audit Committee		Same as Previous Quarter	Same as Previous Quarter	
2. Nomination & Remuneration Committee		Same as Previous Quarter	Same as Previous Quarter	
3. Risk Management Committee (if applicable)		Same as Previous Quarter	Same as Previous Quarter	
4. Stakeholders Relationship Committee		Same as Previous Quarter	Same as Previous Quarter	
&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>	
October 12, 2017		January 11, 2018 March 08, 2018	October 12, 2017 to January 11, 2017 90 days	
<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>	January 11, 2018	Yes All members were present	October 12, 2017	October 12, 2017 to January 11, 2018 90 days
<b>Nomination &amp; Remuneration Committee:</b>	January 11, 2018	Yes All members were present	October 11, 2017	—
<b>Risk Management Committee:</b>	No Meeting held	No Meeting held	October 11, 2017 December 20, 2017	—
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional				

<b>V. Related Party Transactions</b>	
<i>Subject</i>	<i>Compliance status (Yes/No/NA) refer note below</i>
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
<p>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 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	
<ul style="list-style-type: none"> <li>a. Audit Committee</li> <li>b. Nomination &amp; Remuneration Committee</li> <li>c. Stakeholders Relationship Committee</li> <li>d. Risk Management Committee (applicable to the top 100 listed entities)</li> </ul>	
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.	
<p>6. Any comments/observations/advice of Board of Directors may be mentioned here:  The Corporate Governance Report for the quarter and nine months ended December 31, 2017 was placed before the Board at its meeting held on January 11, 2018. The Corporate Governance Report for the quarter and year ended March 31, 2018 shall be placed before the Board at its meeting to be held on April 19, 2018.</p>	
<b>For Tata Consultancy Services Limited</b>	
<b>Rajendra Moholkar</b>	
<b>Company Secretary</b>	
<p><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.</p>	

**Compliance Report on Corporate Governance for Financial Year 2017-18**  
**(Pursuant to Regulation 27(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Sr No.</b>	<b>Item</b>	<b>Compliance Status</b>
1	Details of business	Yes
2	Terms and conditions of appointment of independent directors	Yes
3	Composition of various committees of board of directors	Yes
4	Code of conduct of Board of directors and senior management personnel	Yes
5	Details of establishment of vigil mechanism/Whistle blower policy	Yes
6	Criteria of making payments to non-executive directors	Yes. Given in the Annual Report
7	Policy on dealing with related party transactions	Yes
8	Policy for determining "material subsidiaries"	Yes
9	Details of familiarization programmes imparted to independent directors	Yes
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor greivances	Yes
11	E-mail address for greivance redressal and other relevant details	Yes
12	Financial results	Yes
13	Shareholding pattern	Yes
14	Details of agreements entered into with the media companies and/or their associates	N.A
15	New name and the old name of the listed entity	N.A

<b>II. Annual Affirmations</b>			
<b>Sr No.</b>	<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b> <small>refer note below</small>
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)	Yes
3	Meeting of Board of directors	17(2)	Yes
4	Review of Compliance Reports	17(3)	Yes
5	Plans for orderly succession for appointments	17(4)	Yes
6	Code of Conduct	17(5)	Yes
7	Fees/compensation	17(6)	Yes
8	Minimum Information	17(7)	Yes
9	Compliance Certificate	17(8)	Yes
10	Risk Assessment & Management	17(9)	Yes
11	Performance Evaluation of Independent Directors	17(10)	Yes
12	Composition of Audit Committee	18(1)	Yes
13	Meeting of Audit Committee	18(2)	Yes
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
16	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
17	Vigil Mechanism	22	Yes
18	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
20	Approval for material related party transactions	23(4)	NA
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
23	Maximum Directorship & Tenure	25(1) & (2)	Yes
24	Meeting of independent directors	25(3) & (4)	Yes
25	Familiarization of independent directors	25(7)	Yes
26	Memberships in Committees	26(1)	Yes
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

**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 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.

2 If status is "No" details of non-compliance may be given here.

3 If the Listed Entity would like to provide any other information the same may be indicated here.

**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.

**For Tata Consultancy Services Limited**

**Rajendra Moholkar**  
Company Secretary