

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: September 30, 2017

I. Composition of Board of Directors

Title (Mr./Ms)	Name of the director	DIN	Category (Chairperson/ Executive/Non-executive/Independent/Nominee)&	Date of Appointment in the current term/ cessation	Tenure[@]	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.	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.	Ishaat Hussain*	00027891	Non Independent - Non Executive	Appointment- 17-Jun-16 Cessation - 03-Sep-17	—	0	0	0
Mr.	Aman Mehta	00009364	Independent - Non Executive	27-Jun-14	13 years 5 months	6	6	1
Mr.	V. Thyagarajan	00017541	Independent - Non Executive	27-Jun-14	12 years 1 month	1	1	1
Prof.	Clayton M. Christensen	00020111	Independent - Non Executive	27-Jun-14	11 years 9 months	1	0	0
Dr.	Ron Sommer	00621387	Independent - Non Executive	27-Jun-14	11 years 1 month	1	1	0
Mr.	O.P. Bhatt	00548091	Independent - Non Executive	27-Jun-14	5 years 6 months	4	3	2
Ms.	Aarathi Subramanian**	07121802	Non Independent-Non-Executive	17-Aug-17	—	0	0	0

*Mr. Ishaat Hussain retired as a Non-Executive Director of the Company w.e.f. September 3, 2017, hence details of Directorships and Committee positions are not given.

**Ms. Aarathi Subramanian ceased to be Executive Director and was appointed as Non-Executive Director of the Company w.e.f. August 17, 2017.

&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.

II. Composition of Committees			
<i>Name of Committee</i>	<i>Name of Committee members</i>		<i>Category(Chairperson/ Executive/Non-Executive/ Independent/ Nominee) &</i>
1. Audit Committee	Mr. Aman Mehta		Chairman - Independent - Non Executive
	Mr. V. Thyagarajan		Independent - Non Executive
	Dr. Ron Sommer		Independent - Non-Executive
	Mr. Ishaat Hussain*		Non Independent - Non Executive
	Mr. O. P. Bhatt		Independent - Non Executive
2. Nomination & Remuneration Committee	Mr. Aman Mehta		Chairman - Independent - Non Executive
	Mr. N. Chandrasekaran		Non Independent - Non Executive
	Mr. V. Thyagarajan		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**		Non Independent - Non Executive
	Mr. O. P. Bhatt		Independent - Non Executive
	Mr. Rajesh Gopinathan		Non Independent - Executive
	Ms. Aarthi Subramanian		Non Independent - Non Executive
	Mr. Ramakrishnan V		Chief Financial Officer
4. Stakeholders Relationship Committee	Same as Previous Quarter		Same as Previous Quarter
*Mr. Ishaat Hussain ceased to be a Director and member of the Audit Committee, Nomination & Remuneration Committee and Risk Management Committee w.e.f. September 03, 2017.			
Mr. Ishaat Hussain was elected as Chairman for the Risk Management Committee Meeting held on June 16, 2017.			
**Mr. N. Chandrasekaran ceased to be a member of the Risk Management Committee w.e.f. July 13, 2017.			
^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			
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 meetings (in number of days)</i>	
April 18, 2017	July 13, 2017	June 16, 2017 to July 13, 2017 26 days	
June 16, 2017			
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 meetings in number of days*</i>
Audit Committee: July 13, 2017	Yes All members were present	April 18, 2017	April 18, 2017 to July 13, 2017 85 days

Nomination & Remuneration Committee:	No meeting held	NA	April 18, 2017	—
Risk Management Committee:	August 8, 2017	Yes 4 out of 5 members were present	June 16, 2017	—

* 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

<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

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.

VI. 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 (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: The Corporate Governance Report for the quarter ended June 30, 2017 was placed before the Board at its meeting held on July 13, 2017. The Corporate Governance Report for the quarter and six months ended September 30, 2017 shall be placed before the Board at its meeting to be held on October 12, 2017.

For Tata Consultancy Services Limited

Rajendra Moholkar

Company Secretary

Note:

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.

Tata Consultancy Services Limited

Corporate Governance Report to be submitted at the end of 6 months after end of financial year for the period ended September 30, 2017

Name of the listed entity:	Tata Consultancy Services Limited
Period:	April 1, 2017 to September 30, 2017

I Affirmations

Broad heading	Regulation Number	Compliance status (Yes/No/NA)refer note below
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	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.

For Tata Consultancy Services Limited

Rajendra Moholkar
Company Secretary