

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: December 31, 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.	Aman Mehta	00009364	Independent - Non Executive	27-Jun-14	13 years 8 months	6	6	1
Mr.	V. Thyagarajan	00017541	Independent - Non Executive	27-Jun-14	12 years 4 months	1	1	1
Prof.	Clayton M. Christensen	00020111	Independent - Non Executive	27-Jun-14	12 years	1	0	0
Dr.	Ron Sommer	00621387	Independent - Non Executive	27-Jun-14	11 years 4 months	1	1	0
Mr.	O.P. Bhatt	00548091	Independent - Non Executive	27-Jun-14	5 years 9 months	4	3	2
Ms.	Aarthi Subramanian	07121802	Non Independent-Non-Executive	17-Aug-17	—	0	1	0

&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. O. P. Bhatt		Independent - Non Executive
	Ms. Aarthi Subramanian*		Non Independent - Non Executive
2. Nomination & Remuneration Committee	Mr. Aman Mehta		Chairman - Independent - Non Executive
	Mr. V. Thyagarajan		Independent - Non Executive
	Mr. N. Chandrasekaran		Non Independent - Non Executive
3. Risk Management Committee(if applicable)	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
*Appointed as a member of the Audit Committee at the Board Meeting held on October 12, 2017			
**Chaired the meeting of the Risk Management Committee held on October 11, 2017 and December 20, 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>	
July 13, 2017	October 12, 2017	July 13, 2017 to October 12, 2017 90 days	
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: October 12, 2017	Yes All members were present	July 13, 2017	July 13, 2017 to October 12, 2017 90 days
Nomination & Remuneration Committee: October 11, 2017	Yes All members were present	No meeting held	—
Risk Management Committee: October 11, 2017 December 20, 2017	Yes All members were present	August 8, 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 and six months ended September 30, 2017 was placed before the Board at its meeting held on October 12, 2017. The Corporate Governance Report for the quarter and nine months ended December 31, 2017 shall be placed before the Board at its meeting to be held on January 11, 2018

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.