

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, 2016

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.	Ishaat Hussain*	00027891	Chairman - Non Independent - Non Executive	17-Jun-16	—	1	5	2
Mr.	N. Chandrasekaran	00121863	Chief Executive Officer and Managing Director - Executive	6-Oct-14	—	0	0	0
Mr.	Cyrus Mistry**	00010178	Non Independent - Non Executive	Appointment - 30-June -2015 Cessation - 13-Dec-2016	—	0	0	0
Mr.	Aman Mehta	00009364	Independent - Non Executive	27-Jun-14	12 years 8 months	5	3	2
Mr.	V. Thyagarajan	00017541	Independent - Non Executive	27-Jun-14	11 years 4 months	1	1	1
Prof.	Clayton M. Christensen	00020111	Independent - Non Executive	27-Jun-14	11 years	1	0	0
Dr.	Ron Sommer	00621387	Independent - Non Executive	27-Jun-14	10 years 4 months	1	1	0
Dr.	Vijay Kelkar	00011991	Independent - Non Executive	27-Jun-14	7 years	4	4	2
Mr.	O.P. Bhatt	00548091	Independent - Non Executive	27-Jun-14	4 years 9 months	3	4	1
Ms.	Aarathi Subramanian	07121802	Executive	12-Mar-15	—	0	0	0

***Mr. Ishaat Hussain nominated as Chairman of the Company w.e.f. November 9, 2016**

****Mr. Cyrus Mistry ceased as Chairman of the Company w.e.f. November 9, 2016 and as Director of the Company w.e.f. December 13, 2016**

Details provided for Mr. Cyrus Mistry for No. of Directorships, No. of Memberships/ Chairmanships of Committees is as on his date of cessation.

[&]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	Same as Previous Quarter	Same as Previous Quarter
2. Nomination & Remuneration Committee	Mr. Aman Mehta	Chairman - Independent - Non Executive
	Mr. Cyrus Mistry*	Non Independent - Non Executive
	Mr. V. Thyagarajan	Independent - Non Executive
	Mr. Ishaat Hussain	Non Independent - Non Executive
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
*Mr. Cyrus Mistry ceased to be a Director and member of NRC w.e.f. December 13, 2016		
# Mr. Ishaat Hussain was elected as Chairman for the Risk Management Committee Meeting held on October 12, 2016		
&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 14, 2016	October 13, 2016	July 14, 2016 to October 13, 2016 90 days
	November 17, 2016	

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 13, 2016 December 13, 2016	Yes All members were present	July 14, 2016	90 days
Nomination & Remuneration Committee: No meeting held	No meeting held	No meeting held	—
Risk Management Committee: October 12, 2016	Yes All the Members, except Ms. Aarthi Subramanian, were present	July 11, 2016	—
Stakeholders Relationship Committee: No meeting held	No meeting held	No meeting held	—

* 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, 2016 was placed before the Board at its meeting held on January 12, 2017. The Corporate Governance Report for the quarter ended December 31, 2016 shall be placed before the Board subsequently.

For Tata Consultancy Services Limited,

Suprakash Mukhopadhyay

Vice President & 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.