

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, 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	17-Jun-16	—	1	5	2
Mr.	Aman Mehta	00009364	Independent - Non Executive	27-Jun-14	12 years 11 months	6	4	2
Mr.	V. Thyagarajan	00017541	Independent - Non Executive	27-Jun-14	11 years 7 months	1	1	1
Prof.	Clayton M. Christensen	00020111	Independent - Non Executive	27-Jun-14	11 years 3 months	1	0	0
Dr.	Ron Sommer	00621387	Independent - Non Executive	27-Jun-14	10 years 7 months	1	1	0
Dr.	Vijay Kelkar	00011991	Independent - Non Executive	27-Jun-14	7 years 3 months	4	4	2
Mr.	O.P. Bhatt	00548091	Independent - Non Executive	27-Jun-14	5 years	3	3	2
Ms.	Aarthi Subramanian	07121802	Executive	12-Mar-15	—	0	0	0

*Mr. N. Chandrasekaran ceased to be Chief Executive Officer and Managing Director and was nominated as Chairman of the Company w.e.f. February 21, 2017 in place of Mr. Ishaat Hussain

**Mr. Rajesh Gopinathan appointed as Chief Executive Officer and Managing Director of the Company w.e.f. February 21, 2017

***Mr. N. Ganapathy Subramaniam appointed as Chief Operating Officer and Executive Director of the Company w.e.f. February 21, 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	Same as Previous Quarter	Same as Previous Quarter
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. N. Chandrasekaran	Non Independent - Non Executive
	Mr. Ishaat Hussain [#]	Non Independent - Non Executive
	Mr. O.P. Bhatt	Independent, Non-Executive
	Mr. Rajesh Gopinathan	Non-Independent, Executive
	Ms. Aarthi Subramanian	Non-Independent, Executive
4. Stakeholders Relationship Committee	Mr. V. Thyagarajan	Chairman - Independent, Non-Executive
	Mr. O. P. Bhatt	Independent, Non-Executive
	Mr. Rajesh Gopinathan**	Non-Independent, Executive
	Mr. N. Ganapathy Subramaniam**	Non-Independent, Executive
*Mr. N. Chandrasekaran was appointed as a member of the Nomination and Remuneration Committee w.e.f February 21, 2017		
[#]Mr. Ishaat Hussain was elected as Chairman for the Risk Management Committee Meeting held on March 10, 2017		
**Mr. Rajesh Gopinathan and Mr. N. Ganapathy Subramaniam appointed as members of the Stakeholders Relationship Committee w.e.f March 10, 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>
October 13, 2016	January 12, 2017	November 17, 2016 to January 12, 2017 55 days
November 17, 2016	January 12, 2017	
	February 20, 2017	
	March 9, 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: January 12, 2017 February 20, 2017	Yes 5 out of 6 members were present for meeting held on January 12, 2017 Yes All members were present	 October 13, 2016 December 13, 2016	 January 12, 2017 to February 20, 2017 38 days
Nomination & Remuneration Committee: January 11, 2017 February 20, 2017 March 10, 2017	Yes All members were present	No meeting held	—
Risk Management Committee: March 10, 2017	Yes 4 out of 5 members were present	October 12, 2016	—
Stakeholders Relationship Committee: March 10, 2017	Yes All members were present	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 ended December 31, 2016 was placed before the Board at its meeting held on March 9, 2017. The Corporate Governance Report for the quarter and year ended March 31, 2017 shall be placed before the Board subsequently.

For Tata Consultancy Services Limited,

Suprakash Mukhopadhyay

Senior Vice President and 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.

Compliance Report on Corporate Governance for Financial Year 2016-2017
(Pursuant to Regulation 27(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

I. Disclosure on website in terms of Listing Regulations

Item	Compliance Status
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of Board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/Whistle blower policy	Yes
Criteria of making payments to non-executive directors	Yes. Given in the Annual Report
Policy on dealing with related party transactions	Yes
Policy for determining "material subsidiaries"	Yes
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor greivances	Yes
E-mail address for greivance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	N.A
New name and the old name of the listed entity	N.A

II. Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by NonExecutive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
Note		
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		
Suprakash Mukhopadhyay		
Senior Vice President and Company Secretary		