

**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, 2018

**I. Composition of Board of Directors**

Title (Mr./Ms)	Name of the director	DIN	Category (Chairperson/ Executive/Non-executive/Independent/Nominee) <sup>Ⓚ</sup>	Date of Appointment in the current term/ cessation	Tenure <sup>Ⓚ</sup>	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	14years 8 months	6	6	1
Dr.	Ron Sommer	00621387	Independent - Non Executive	27-Jun-14	12 years 4 months	1	1	0
Mr.	O.P. Bhatt	00548091	Independent - Non Executive	27-Jun-14	6 years 9 months	4	4	2
Ms.	Aarthi Subramanian	07121802	Non Independent-Non-Executive	17-Aug-17	—	0	2	0
Dr.	Pradeep Kumar Khosla	03611983	Independent - Non Executive	11-Jan-18	11 months	1	0	0
Ms.	Hanne Birgitte Breinbjerg Sorensen*	08035439	Independent - Non Executive	18-Dec-18	14 days	2	1	0
Mr.	Keki M. Mistry*	00008886	Independent - Non Executive	18-Dec-18	14 days	2	5	2

\*Appointed as Additional and Independent Director w.e.f. December 18, 2018 for a period of 5 years

<sup>Ⓚ</sup>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

<sup>Ⓚ</sup> 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>Date of appointment</i>	<i>Date of Cessation</i>	<i>Category(Chairperson/ Executive/Non-Executive/ Independent/ Nominee) &amp;</i>
1. Audit Committee	Mr. Aman Mehta	05-05-2004	–	Chairman - Independent - Non Executive
	Dr. Ron Sommer	03-09-2007	–	Independent - Non-Executive
	Mr. O. P. Bhatt	23-04-2012	–	Independent - Non Executive
2. Nomination & Remuneration Committee	Ms. Aarthi Subramanian	12-10-2017	–	Non Independent - Non Executive
	Mr. Aman Mehta	19-08-2004	–	Chairman - Independent - Non Executive
	Mr. N. Chandrasekaran	20-02-2017	–	Non Independent- Non Executive
	Dr. Ron Sommer	11-10-2018	–	Independent - Non Executive
3. Risk Management Committee(if applicable)	Mr. O. P. Bhatt	11-10-2018	–	Independent - Non Executive
	Mr. O.P. Bhatt*	12-07-2012	–	Chairman - Independent - Non Executive
	Mr. Rajesh Gopinathan**	16-10-2014	–	Chief Executive Officer and Managing Director - Executive
	Ms. Aarthi Subramanian***	12-03-2015	–	Non Independent - Non Executive
4. Stakeholders Relationship Committee	Mr. Ramakrishnan V.	13-07-2017	–	Chief Financial Officer
	Mr. O. P. Bhatt#	04-09-2012	–	Chairman-Independent -Non Executive
	Mr. Rajesh Gopinathan	10-03-2017	–	Chief Executive Officer and Managing Director - Executive
	Mr. N Ganapathy Subramaniam	10-03-2017	–	Chief Operating Officer and Executive Director- Executive
*Mr. O. P Bhatt was appointed as Chairman of the Risk Management Committee w.e.f April 05, 2018				
**Mr. Rajesh Gopinathan was the CFO on October 16, 2014 and became Chief Executive Officer and Managing Director w.e.f. February 21, 2017				
***Ms. Aarthi Subramanian was Executive Director on March 12, 2015 and became Non-Independent - Non Executive Director w.e.f. August 17, 2017				
#Mr. O. P Bhatt was elected as Chairman of the Stakeholders Relationship Committee Meeting held on October 10, 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.				
<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>		
July 10, 2018	October 11, 2018	July 10, 2018 to October 11, 2018	92 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> October 11, 2018	Yes All members were present	July 10, 2018	July 10, 2018 to October 11, 2018 92 days	
<b>Nomination &amp; Remuneration Committee:</b> October 11, 2018	Yes All members were present	No meeting held	—	
<b>Risk Management Committee:</b> October 10, 2018	Yes All members were present	No meeting held	—	
<b>Stakeholders Relationship Committee:</b> October 10, 2018	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
<b>Note</b>	
<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	
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.	
6. Any comments/observations/advice of Board of Directors may be mentioned here:	
The Corporate Governance Report for the quarter ended September 30, 2018 was placed before the Board at its meeting held on October 11, 2018.This Report shall be placed before the Board at its meeting to be held on January 10, 2019.	
<b>For Tata Consultancy Services Limited</b>	
<b>Rajendra Moholkar</b>	
<b>Company Secretary</b>	
<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.	