

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)

Name of the listed entity: Tata Consultancy Services Limited

Quarter Ending: March 31, 2020

I. Composition of Board of Directors

Title (Mr./Ms.)	Name of the director	PAN ^s /DIN	Category (Chairperson/ Executive/Non- executive/ Independent/ Nominee)&	Initial Date of Appointment	Date of Re- appointment	Date of cessation	Tenure *	Date of Birth	Whether special resolution passed? [In reference to Regulation 17(1A)]	Date of passing special resolution	No. of directorship in listed entities including this listed entity [In reference to Regulation 17A(1)]	No of Independent Directorships in Listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	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	-	-	-	2-Jun-63	NA	-	6	0	0	0
Mr.	Rajesh Gopinathan	06365813	Chief Executive Officer and Managing Director - Executive	21-Feb-17	-	-	-	13-Aug-71	NA	-	1	0	1	0
Mr.	N. Ganapathy Subramaniam	07006215	Chief Operating Officer and Executive Director- Executive	21-Feb-17	-	-	-	20-May-59	NA	-	2	0	0	0
Mr.	Om Prakash Bhatt	00548091	Independent - Non Executive	27-Jun-14	27-Jun-19	-	8 years	7-Mar-51	NA	-	4	4	5	2
Ms.	Aarthi Subramanian	07121802	Non Independent- Non-Executive	17-Aug-17	-	-	-	26-Jun-67	NA	-	1	0	2	1
Dr.	Pradeep Kumar Khosla	03611983	Independent - Non Executive	11-Jan-18	-	-	2 years and 2 months	13-Mar-57	NA	-	1	1	2	1

I. Composition of Board of Directors

Title (Mr./Ms.)	Name of the director	PAN ^{\$} /DIN	Category (Chairperson/ Executive/Non- executive/ Independent/ Nominee) ^{&}	Initial Date of Appointment	Date of Re- appointment	Date of cessation	Tenure *	Date of Birth	Whether special resolution passed? [In reference to Regulation 17(1A)]	Date of passing special resolution	No. of directorship in listed entities including this listed entity [In reference to Regulation 17A(1)]	No of Independent Directorships in Listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	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)
Ms.	Hanne Birgitte Breinbjerg Sorensen	08035439	Independent - Non Executive	18-Dec-18	-	-	1 year and 4 months	18-Sep-65	NA	-	2	2	3	0
Mr.	Keki Minoo Mistry	00008886	Independent - Non Executive	18-Dec-18	-	-	1 year and 4 months	7-Nov-54	NA	-	5	2	8	3
Mr.	Daniel Hughes Callahan	08326836	Independent - Non Executive	10-Jan-19	-	-	1 year and 3 months	16-May-56	NA	-	1	1	1	0

Whether Regular Chairperson appointed: Yes

Whether Chairperson is related to managing director or CEO: No

^{\$}PAN of any director would not be displayed on the website of Stock Exchange

[&]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.

Note: While calculating directorships in listed entities, only directorships in equity listed companies has been considered.

II. Composition of Committees					
<i>Name of Committee</i>	<i>Whether regular Chairperson appointed</i>	<i>Name of Committee members</i>	<i>Category (Chairperson/ Executive/Non-Executive/ Independent/ Nominee) &</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1. Audit Committee	Yes	Same as Previous Quarter	Same as Previous Quarter	Same as Previous Quarter	Same as Previous Quarter
2. Nomination & Remuneration Committee	Yes	Same as Previous Quarter	Same as Previous Quarter	Same as Previous Quarter	Same as Previous Quarter
3. Risk Management Committee	Yes	Same as Previous Quarter	Same as Previous Quarter	Same as Previous Quarter	Same as Previous Quarter
4. Stakeholders' Relationship Committee	Yes	Same as Previous Quarter	Same as Previous Quarter	Same as Previous Quarter	Same as Previous Quarter
&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>Whether requirement of Quorum Met*</i>	<i>Number of Directors Present*</i>	<i>Number of Independent Directors present*</i>	<i>Maximum gap between any two consecutive meetings (in number of days)</i>
October 10, 2019	-	Yes	-	-	October 10, 2019 to January 17, 2020 98 days
-	January 17, 2020	Yes	9	5	
-	February 13, 2020	Yes	9	5	
-	March 10, 2020	Yes	9	5	
*Details pertaining to attendance of Directors and Independent Directors are for current quarter Meetings					

IV. Meeting of Committees						
<i>Name of the Committees</i>	<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum Met (details)*</i>	<i>Number of Directors present*</i>	<i>Number of Independent Directors present*</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 17, 2020 February 13, 2020	Yes Yes	6 6	5 5	October 10, 2019	October 10, 2019 to January 17, 2020 98 days
Nomination & Remuneration Committee:	January 17, 2020 February 13, 2020	Yes Yes	4 4	2 2	-	-
Risk Management Committee	January 16, 2020	Yes	4	2	October 09, 2019	-
Stakeholders' Relationship Committee	January 16, 2020	Yes	3	2	-	-
<p>*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional. **to be filled in only for the current quarter meetings</p>						

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA) refer note below
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
<p>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 transaction, the words "N.A." may be indicated. 2 If status is "No" details of non-compliance may be given here</p>	

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 500 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: NIL

The Corporate Governance Report for the quarter ended December 31, 2019 was placed before the Board at its meeting held on January 17, 2020. The Corporate Governance Report for the quarter and year ended March 31, 2020 shall be placed before the Board subsequently.

For Tata Consultancy Services Limited

Rajendra Moholkar
Company Secretary

I. Disclosure on website in terms of Listing Regulations			
Sr. No.	Item	Compliance Status	If Yes Provide link to website. If No / NA provide reasons
As per regulation 46(2) of the LODR:			
1	Details of business	Yes	https://www.tcs.com/
2	Terms and conditions of appointment of independent directors	Yes	https://www.tcs.com/content/dam/tcs/pdf/discover-tcs/investor-relations/faq/Letter_of_appointment_to_Independent_Directors_TCS.pdf
3	Composition of various committees of board of directors	Yes	https://www.tcs.com/corporate-governance
4	Code of conduct of Board of directors and senior management personnel	Yes	https://www.tcs.com/tata-code-of-conduct
5	Details of establishment of vigil mechanism/Whistle blower policy	Yes	https://www.tcs.com/content/dam/tcs/pdf/discover-tcs/investor-relations/faq/TCS-Global-Whistle-Blower-Policy.pdf
6	Criteria of making payments to non-executive directors	Yes	https://www.tcs.com/content/dam/tcs/pdf/discover-tcs/investor-relations/faq/remuneration-policy-2019.pdf
7	Policy on dealing with related party transactions	Yes	https://www.tcs.com/content/dam/tcs/pdf/discover-tcs/investor-relations/faq/TCS_Related_Party_Transactions_Policy.pdf
8	Policy for determining "material subsidiaries"	Yes	https://www.tcs.com/content/dam/tcs/pdf/discover-tcs/investor-relations/faq/TCS_Material_Subsiary_Policy.pdf
9	Details of familiarization programmes imparted to independent directors	Yes	https://www.tcs.com/content/dam/tcs/pdf/discover-tcs/investor-relations/faq/TCS-Familiarization-Program-for-Independent-Directors.pdf
10	Email address for grievance redressal and other relevant details	Yes	https://www.tcs.com/investor-relations
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	https://www.tcs.com/investor-relations
12	Financial results	Yes	https://www.tcs.com/investor-relations
13	Shareholding pattern	Yes	https://www.tcs.com/content/dam/tcs/investor-relations/financial-statements/2019-20/q4/Shareholding%20Pattern%20&%20Capital%20Structure/Shareholding%20Pattern%20as%20on%20Mar%2031,%202020.pdf
14	Details of agreements entered into with the media companies and/or their associates	N.A	
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	https://www.tcs.com/view-all-corporate-actions#searchIn=/content/tcs/en&tagId=tcs_discover-tcs/investor-relations/ir-corporate-actions&sortBy=publishedDate&M=yes&Y=yes&IR=true
16	New name and the old name of the listed entity	N.A	
17	Advertisements as per regulation 47 (1)	Yes	https://www.tcs.com/investor-relations
18	Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	N.A.	
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	https://www.tcs.com/content/dam/tcs/investor-relations/financial-statements/2018-19/fs/tcs-subsiary-financials-2018-19.pdf

As per other regulations of the LODR:		
1	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes https://www.tcs.com/investor-relations
2	Materiality Policy as per Regulation 30	Yes https://www.tcs.com/content/dam/tcs/pdf/discover-tcs/investor-relations/faq/TCS-Policy-Determination-of-Materiality-for-Disclosure.pdf
3	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes https://www.tcs.com/content/dam/tcs/pdf/discover-tcs/investor-relations/faq/TCS-Dividend-Distribution-Policy.pdf
<i>It is certified that these contents on the website of the listed entity are correct</i>		https://www.tcs.com/investor-relations

II. Annual Affirmations			
Sr. No.	Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
2	Board composition	17(1), 17(1A) & 17(1B)	Yes
3	Meeting of Board of directors	17(2)	Yes
4	Quorum of Board meeting	17(2A)	Yes
5	Review of Compliance Reports	17(3)	Yes
6	Plans for orderly succession for appointments	17(4)	Yes
7	Code of Conduct	17(5)	Yes
8	Fees/compensation	17(6)	Yes
9	Minimum Information	17(7)	Yes
10	Compliance Certificate	17(8)	Yes
11	Risk Assessment & Management	17(9)	Yes
12	Performance Evaluation of Independent Directors	17(10)	Yes
13	Recommendation of Board	17(11)	Yes
14	Maximum number of directorship	17A	Yes
15	Composition of Audit Committee	18(1)	Yes
16	Meeting of Audit Committee	18(2)	Yes
17	Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes

18	Quorum of Nomination & Remuneration Committee meeting	19(2A)	Yes
19	Meeting of Nomination & Remuneration Committee	19(3A)	Yes
20	Composition of Stakeholder Relationship Committee	20(1), (2) & (2A)	Yes
21	Meeting of Stakeholder Relationship Committee	20 (3A)	Yes
22	Composition and role of Risk Management Committee	21(1), (2), (3), (4)	Yes
23	Meeting of Risk Management Committee	21(3A)	Yes
24	Vigil Mechanism	22	Yes
25	Policy for related party Transaction	23(1),(1A),(5), (6), (7)&(8)	Yes
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
27	Approval for material related party transactions	23(4)	NA
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes
29	Composition of Board of Directors of unlisted material Subsidiary	24 (1)	NA
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3), (4), (5) & (6)	Yes
31	Annual Secretarial Compliance Report	24(A)	Yes
32	Alternate Director to Independent Director	25(1)	Yes
33	Maximum Tenure	25(2)	Yes
34	Meeting of independent directors	25(3) & (4)	Yes
35	Familiarization of independent directors	25(7)	Yes
36	Declaration from Independent Director	25(8) & (9)	Yes
37	Directors and Officers insurance	25(10)	Yes
38	Memberships in Committees	26(1)	Yes
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	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.

III. Affirmations		
Sr. No.	Particulars	Compliance Status (Yes/No/NA)
1	The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied	Yes

For Tata Consultancy Services Limited

Rajendra Moholkar

Company Secretary