

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: June 30, 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 and 3 months | 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 5 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 7 months | 18-Sep-65 | NA | - | 2 | 2 | 3 | 0 |
| Mr. | Keki Minoo Mistry | 00008886 | Independent - Non Executive | 18-Dec-18 | - | - | 1 year and 7 months | 7-Nov-54 | NA | - | 5 | 2 | 8 | 3 |
| Mr. | Daniel Hughes Callahan | 08326836 | Independent - Non Executive | 10-Jan-19 | - | - | 1 year and 6 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 | Mr. Keki Minoo Mistry | Chairman - Independent, Non-Executive | 12-Apr-19 | - |
| | | Mr. Om Prakash Bhatt | Independent – Non Executive | 23-Apr-12 | - |
| | | Ms. Aarthi Subramanian | Non Independent - Non Executive | 12-Oct-17 | - |
| | | Dr. Pradeep Kumar Khosla | Independent – Non Executive | 10-Jan-19 | - |
| | | Ms. Hanne Birgitte Breinbjerg Sorensen | Independent – Non Executive | 12-Apr-19 | - |
| | | Mr. Daniel Hughes Callahan | Independent – Non Executive | 12-Apr-19 | - |
| 2. Nomination & Remuneration Committee | Yes | Mr. Om Prakash Bhatt | Chairman - Independent, Non-Executive | 11-Oct-18 | - |
| | | Mr. N. Chandrasekaran | Non Independent - Non Executive | 20-Feb-17 | - |
| | | Ms. Aarthi Subramanian | Non Independent - Non Executive | 12-Apr-19 | - |
| | | Ms. Hanne Birgitte Breinbjerg Sorensen | Independent – Non Executive | 12-Apr-19 | - |
| 3.Risk Management Committee | Yes | Mr. Keki Minoo Mistry | Chairman - Independent, Non-Executive | 12-Apr-19 | - |
| | | Mr. Rajesh Gopinathan | Executive Director | 16-Oct-14 | - |
| | | Mr. N. Ganapathy Subramaniam | Executive Director | 12-Apr-19 | - |
| | | Mr. Daniel Hughes Callahan | Independent – Non Executive | 12-Apr-19 | - |
| | | Mr. Ramakrishnan V. | Chief Financial Officer | 13-Jul-17 | - |
| 4.Stakeholders' Relationship Committee | Yes | Dr. Pradeep Kumar Khosla | Chairman - Independent, Non-Executive | 10-Jan-19 | - |
| | | Mr. Rajesh Gopinathan | Executive Director | 10-Mar-17 | - |
| | | Mr. Keki Minoo Mistry | Independent – Non Executive | 12-Apr-19 | - |
| &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> |
| January 17, 2020 | - | Yes | - | - | March 10, 2020 to April 16, 2020 36 days |
| February 13, 2020 | - | Yes | - | - | |
| March 10, 2020 | - | Yes | - | - | |
| | April 16, 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 | April 16, 2020 | Yes | 6 | 5 | January 17, 2020 February 13, 2020 | February 13, 2020 to April 16, 2020 62 days |
| Nomination & Remuneration Committee: | April 16, 2020 | Yes | 4 | 2 | January 17, 2020 February 13, 2020 | - |
| Risk Management Committee | April 6, 2020 | Yes | 4 | 2 | January 16, 2020 | - |
| Stakeholders' Relationship Committee | No meeting held | - | - | - | January 16, 2020 | - |
| *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 | | | | | | |

| 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:</p> <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 transaction, the words "N.A." may be indicated.</p> <p>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 | |
| <ul style="list-style-type: none"> 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 | |
| <p>The Corporate Governance Report for the quarter and year ended March 31, 2020 filed on April 29, 2020 and the Corporate Governance Report for the quarter ended June 30, 2020 shall be placed before the Board at its meeting to be held on July 09, 2020.</p> | |
| For Tata Consultancy Services Limited | |
| <p>Rajendra Moholkar Company Secretary</p> | |