

**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, 2023

<b>I. Composition of Board of Directors</b>														
<b>Title (Mr./Ms.)</b>	<b>Name of the director</b>	<b>PAN<sup>§</sup>/DIN</b>	<b>Category (Chairperson/ Executive/Non-executive/ Independent/ Nominee)<sup>&amp;</sup></b>	<b>Initial Date of Appointment</b>	<b>Date of Re-appointment</b>	<b>Date of cessation</b>	<b>Tenure *</b>	<b>Date of Birth</b>	<b>Whether special resolution passed? [In reference to Regulation 17(1A)]</b>	<b>Date of passing special resolution</b>	<b>No. of directorship in listed entities including this listed entity [In reference to Regulation 17A(1)]</b>	<b>No. of Independent Directorships in Listed entities including this listed entity [in reference to proviso to regulation 17A(1)]</b>	<b>No. of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)</b>	<b>No. of post of chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity. (Refer Regulation 26(1) of Listing Regulations)</b>
Mr.	Chandrasekaran Natarajan	00121863	Chairman – Non-Independent-Non-Executive	06-Sep-07	-	-	-	2-Jun-63	NA	-	7	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.	Ganapathy Subramaniam Natarajan	07006215	Chief Operating Officer and Executive Director- Executive	21-Feb-17	-	-	-	20-May-59	NA	-	4	0	0	0
Mr.	Om Prakash Bhatt	00548091	Independent – Non-Executive	27-Jun-14	27-Jun-19	-	105 months and 5 days	7-Mar-51	NA	-	4	4	5	1
Ms.	Aarthi Subramanian	07121802	Non-Independent-Non-Executive	12-Mar-15	-	-	-	26-Jun-67	NA	-	1	0	4	1
Dr.	Pradeep Kumar Khosla	03611983	Independent – Non-Executive	11-Jan-18	11-Jan-23	-	62 months and 21 days	13-Mar-57	NA	-	1	1	2	1
Ms.	Hanne Birgitte Breinbjerg Sorensen	08035439	Independent – Non-Executive	18-Dec-18	-	-	51 months and 14 days	18-Sep-65	NA	-	2	2	3	0

**I. Composition of Board of Directors**

Title (Mr./Ms.)	Name of the director	PAN <sup>§</sup> /DIN	Category (Chairperson/ Executive/Non- executive/ Independent/ Nominee) <sup>&amp;</sup>	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)]	No. 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.	Keki M Mistry	00008886	Independent – Non-Executive	18-Dec-18	-	-	51 months and 14 days	7-Nov-54	NA	-	5	2	8	2
Mr.	Daniel Hughes Callahan	08326836	Independent – Non-Executive	10-Jan-19	-	-	50 months and 22 days	16-May-56	NA	-	1	1	1	0

Whether Regular Chairperson appointed: Yes

Whether Chairperson is related to managing director or CEO: No

<sup>§</sup>PAN of any director would not be displayed on the website of Stock Exchange

<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.

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

<b>II. Composition of Committees</b>					
<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) &amp;</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1. Audit Committee	Yes	Mr. Keki M 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 <sup>#</sup>	Chairman - Independent, Non-Executive	11-Oct-18	-
		Mr. Chandrasekaran Natarajan	Non-Independent – Non-Executive	20-Feb-17	-
		Ms. Hanne Birgitte Breinbjerg Sorensen	Independent – Non-Executive	12-Apr-19	-
3.Risk Management Committee	Yes	Mr. Keki M Mistry <sup>^</sup>	Chairman - Independent, Non-Executive	12-Apr-19	-
		Mr. Rajesh Gopinathan	Executive Director	16-Oct-14	-
		Mr. Ganapathy Subramaniam Natarajan	Executive Director	12-Apr-19	-
		Mr. Daniel Hughes Callahan	Independent – Non-Executive	12-Apr-19	-
		Mr. Samir Seksaria	Chief Financial Officer	1-May-21	-
4.Stakeholders' Relationship Committee	Yes	Dr. Pradeep Kumar Khosla <sup>\$</sup>	Chairman - Independent, Non-Executive	10-Jan-19	-
		Mr. Rajesh Gopinathan	Executive Director	10-Mar-17	-
		Mr. Keki M Mistry	Independent – Non-Executive	12-Apr-19	-
<b>&amp;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>					

\* Appointed as a Chairman w.e.f. June 27, 2019

# Appointed as a Chairman w.e.f. June 27, 2019

^ Appointed as a Chairman w.e.f. April 12, 2019

\$ Appointed as a Chairman w.e.f. June 27, 2019

<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>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, 2022	-	Yes	9	5	October 10, 2022 to January 9, 2023 90 days
	January 9, 2023	Yes	9	5	
	March 13, 2023	Yes	9	5	
	March 16, 2023	Yes	9	5	
<b>*Details pertaining to attendance of Directors and Independent Directors are for current quarter Meetings</b>					

<b>IV. Meeting of Committees</b>						
<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>
<b>Audit Committee</b>	January 9, 2023	Yes	6	5	October 10, 2022	October 10, 2022 to January 9, 2023 90 days
<b>Nomination &amp; Remuneration Committee:</b>	March 13, 2023 March 16, 2023	Yes	3	2	October 11, 2022	October 11, 2022 to March 13, 2023 152 days
<b>Risk Management Committee</b>	January 11, 2023	Yes	4	2	October 12, 2022	October 12, 2022 to January 11, 2023 90 days
<b>Stakeholders' Relationship Committee</b>	January 11, 2023	Yes	3	2	No meeting held	-
<b>*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.</b>						
<b>**to be filled in only for the current quarter meetings</b>						

<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes
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> <p>3. Approval for material related party transactions was obtained at the Annual General Meeting held on June 9, 2022.</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	
<ul style="list-style-type: none"> <li>a. Audit Committee</li> <li>b. Nomination &amp; Remuneration Committee</li> <li>c. Stakeholders Relationship Committee</li> <li>d. Risk Management Committee (as applicable)</li> </ul>	
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.	
The Corporate Governance Report for the quarter ended December 31, 2022 was placed before the Board at its meeting held on January 9, 2023.	
<p><b>For Tata Consultancy Services Limited</b></p> <p>Sd/-  <b>Pradeep Manohar Gaitonde</b>  <b>Company Secretary</b></p>	

<b>I. Disclosure on website in terms of Listing Regulations</b>			
<b>Sr. No.</b>	<b>Item</b>	<b>Compliance status</b>	<b>If Yes provide link to website. If No / NA provide reasons</b>
<b>As per regulation 46(2) of the LODR:</b>			
1	Details of business	Yes	<a href="https://www.tcs.com">https://www.tcs.com</a>
2	Terms and conditions of appointment of independent directors	Yes	<a href="https://www.tcs.com/corporate-governance">https://www.tcs.com/corporate-governance</a>
3	Composition of various committees of board of directors	Yes	<a href="https://www.tcs.com/corporate-governance">https://www.tcs.com/corporate-governance</a>
4	Code of conduct of Board of directors and senior management personnel	Yes	<a href="https://www.tcs.com/tata-code-of-conduct">https://www.tcs.com/tata-code-of-conduct</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	<a href="https://www.tcs.com/corporate-governance">https://www.tcs.com/corporate-governance</a>
6	Criteria of making payments to non-executive directors	Yes	<a href="https://www.tcs.com/corporate-governance">https://www.tcs.com/corporate-governance</a>
7	Policy on dealing with related party transactions	Yes	<a href="https://www.tcs.com/corporate-governance">https://www.tcs.com/corporate-governance</a>
8	Policy for determining 'material' subsidiaries	Yes	<a href="https://www.tcs.com/corporate-governance">https://www.tcs.com/corporate-governance</a>
9	Details of familiarization programmes imparted to independent directors	Yes	<a href="https://www.tcs.com/corporate-governance">https://www.tcs.com/corporate-governance</a>
10	Email address for grievance redressal and other relevant details	Yes	<a href="https://www.tcs.com/investor-relations">https://www.tcs.com/investor-relations</a>
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	<a href="https://www.tcs.com/investor-relations">https://www.tcs.com/investor-relations</a>
12	Financial results	Yes	<a href="https://www.tcs.com/investor-relations">https://www.tcs.com/investor-relations</a>
13	Shareholding pattern	Yes	<a href="https://www.tcs.com/investor-relations">https://www.tcs.com/investor-relations</a>
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	<a href="https://www.tcs.com/investor-relations#type=cardwrapmenu&amp;cardsection=cardwrap_0&amp;index=1">https://www.tcs.com/investor-relations#type=cardwrapmenu&amp;cardsection=cardwrap_0&amp;index=1</a>
16	New name and the old name of the listed entity	N.A.	
17	Advertisements as per regulation 47 (1)	Yes	<a href="https://www.tcs.com/investor-relations#type=cardwrapmenu&amp;cardsection=cardwrap_0&amp;index=1">https://www.tcs.com/investor-relations#type=cardwrapmenu&amp;cardsection=cardwrap_0&amp;index=1</a>
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	<a href="https://www.tcs.com/investor-relations">https://www.tcs.com/investor-relations</a>
<b>As per other regulations of the LODR:</b>			
1	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	<a href="https://www.tcs.com/investor-relations">https://www.tcs.com/investor-relations</a>

2	Materiality Policy as per Regulation 30	Yes	<a href="https://www.tcs.com/content/dam/tcs/pdf/discover-tcs/investor-relations/faq/TCS-Policy-Determination-of-Materiality-for-Disclosure.pdf">https://www.tcs.com/content/dam/tcs/pdf/discover-tcs/investor-relations/faq/TCS-Policy-Determination-of-Materiality-for-Disclosure.pdf</a>
3	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	<a href="https://www.tcs.com/content/dam/tcs/pdf/discover-tcs/investor-relations/faq/TCS-Dividend-Distribution-Policy.pdf">https://www.tcs.com/content/dam/tcs/pdf/discover-tcs/investor-relations/faq/TCS-Dividend-Distribution-Policy.pdf</a>
It is certified that these contents on the website of the listed entity are correct			<a href="https://www.tcs.com/investor-relations">https://www.tcs.com/investor-relations</a>

<b>II. Annual Affirmations</b>			
<b>Sr. No.</b>	<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
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 directorships	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 and Remuneration Committee meeting	19(2A)	Yes
19	Meeting of Nomination & Remuneration Committee	19(3A)	Yes

20	Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(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)	Yes
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)	NA
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.

<b>III. Affirmations</b>		
<b>Sr. No.</b>	<b>Particulars</b>	<b>Compliance Status (Yes/No/NA)</b>
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**

**Sd/-**

**Pradeep Manohar Gaitonde  
Company Secretary**

**Half year ending March 31, 2023**

**I. Disclosure of Loans / guarantees / comfort letters / securities etc.** refer note below

**(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:**

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Nil	Nil
KMPs or any other entity controlled by them	Nil	Nil

**(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:**

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	Not Applicable	Nil	Nil
Promoter Group or any other entity controlled by them	Not Applicable	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Not Applicable	Nil	Nil
KMPs or any other entity controlled by them	Not Applicable	Nil	Nil

**(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:**

Entity	Type of security (cash, shares etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	Not Applicable	Nil	Nil
Promoter Group or any other entity controlled by them	Not Applicable	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Not Applicable	Nil	Nil
KMPs or any other entity controlled by them	Not Applicable	Nil	Nil

**II. Affirmations:**

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

**For Tata Consultancy Services Limited**

**Samir Seksaria  
Chief Financial Officer**

**Note**

1. These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;
  - a) by a government company to/ for the Government or government company
  - b) by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
  - c) by a banking company or an insurance company ; and
  - d) by the listed entity to its employees or directors as a part of the service conditions

If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.