

**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: June 30, 2017

**I. Composition of Board of Directors**

<b>Title (Mr./Ms)</b>	<b>Name of the director</b>	<b>DIN</b>	<b>Category (Chairperson/ Executive/Non-executive/Independent/Nominee)*</b>	<b>Date of Appointment in the current term/ cessation</b>	<b>Tenure<sup>@</sup></b>	<b>No. of directorship in listed entities including this listed entity  (Refer Regulation 25(1) of Listing Regulations)</b>	<b>Number 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.	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	13 years 2 months	6	5	1
Mr.	V. Thyagarajan	00017541	Independent - Non Executive	27-Jun-14	11 years 10 months	1	1	1
Prof.	Clayton M. Christensen	00020111	Independent - Non Executive	27-Jun-14	11 years 6 months	1	0	0
Dr.	Ron Sommer	00621387	Independent - Non Executive	27-Jun-14	10 years 10 months	1	1	0
Dr.	Vijay Kelkar*	00011991	Independent - Non Executive	Appointment-27-Jun-14 Cessation 14-May-17	7 years 4 months	4	4	2
Mr.	O.P. Bhatt	00548091	Independent - Non Executive	27-Jun-14	5 years 3 months	3	3	2
Ms.	Aarthi Subramanian	07121802	Executive	16-Jun-17	—	0	0	0

**\*Dr. Vijay Kelkar retired as an Independent Director of the Company w.e.f. May 14, 2017 in accordance with the retirement age policy for Directors**

**Details provided for Dr. Vijay Kelkar for No. of Directorships, No. of Memberships/ Chairmanship of Committees is as on his date of cessation**

\*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.

<b>II. Composition of Committees</b>			
<i>Name of Committee</i>	<i>Name of Committee members</i>	<i>Category(Chairperson/ Executive/Non-Executive/ Independent/ Nominee) &amp;</i>	
1. Audit Committee	Mr. Aman Mehta	Chairman - Independent - Non Executive	
	Mr. V. Thyagarajan	Independent - Non Executive	
	Dr. Ron Sommer	Independent - Non-Executive	
	Dr. Vijay Kelkar*	Independent - Non-Executive	
	Mr. Ishaat Hussain	Non Independent - Non Executive	
	Mr. O. P. Bhatt	Independent - Non Executive	
2. Nomination & Remuneration Committee	Same as Previous Quarter	Same as Previous Quarter	
3. Risk Management Committee(if applicable)	Same as Previous Quarter	Same as Previous Quarter	
4. Stakeholders Relationship Committee	Same as Previous Quarter	Same as Previous Quarter	
<b>*Dr. Vijay Kelkar ceased to be a Director and member of the Audit Committee w.e.f. May 14, 2017</b>			
<b>Mr. Ishaat Hussain was elected as Chairman for the Risk Management Committee Meeting held on June 16, 2017</b>			
<i>&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</i>			
<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>	
January 12, 2017	April 18, 2017	March 9, 2017 to April 18, 2017 39 days	
January 12, 2017	June 16, 2017		
February 20, 2017			
March 9, 2017			
<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> April 18, 2017	Yes All members were present	January 12, 2017 February 20, 2017	February 20, 2017 to April 18, 2017 56 days

<b>Nomination &amp; Remuneration Committee:</b>	April 18, 2017	Yes All members were present	January 11, 2017 February 20, 2017 March 10, 2017	—
<b>Risk Management Committee:</b>	June 16, 2017	Yes 4 out of 5 members were present	March 10, 2017	—
<b>Stakeholders Relationship Committee:</b>	No meeting held	No meeting held	March 10, 2017	—

\* 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 and year ended March 31, 2017 was placed before the Board at its meeting held on April 18, 2017. The Corporate Governance Report for the quarter ended June 30, 2017 shall be placed before the Board at its meeting to be held on July 13, 2017.

**For Tata Consultancy Services Limited,**

**Rajendra Moholkar**  
**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.