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
- 2 Quarter Ending: September 30, 2016

I. Composition of Board of Directors

	1. Composition of Board of Directors							
Title (Mr./ Ms)	Name of the director	DIN	Category (Chairperson/ Executive/Non- executive/Independent/Nominee) ^{&}	Date of Appointment in the current term/ cessation	Tenure [*]	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.	Cyrus Mistry	00010178	Chairman - Non Independent - Non Executive	30-Jun-15		0	0	0
Mr.	N. Chandrasekaran	00121863	Chief Executive Officer and Managing Director - Executive	6-Oct-14	_	0	0	0
Mr.	Aman Mehta	00009364	Independent - Non Executive	27-Jun-14	12 years 5 months	6	3	3
Mr.	V. Thyagarajan	00017541	Independent - Non Executive	27-Jun-14	11 years 1 month	1	1	1
Prof.	Clayton M. Christensen	00020111	Independent - Non Executive	27-Jun-14	10 years 9 months	1	0	0
Dr.	Ron Sommer	00621387	Independent - Non Executive	27-Jun-14	10 years 1 month	1	1	0
Dr.	Vijay Kelkar	00011991	Independent - Non Executive	27-Jun-14	6 years 9 months	4	4	2
Mr.	Ishaat Hussain	00027891	Non Independent - Non Executive	17-Jun-16	_	1	5	2
Mr.	O.P. Bhatt	00548091	Independent - Non Executive	27-Jun-14	4 years 6 months	3	4	1
Mr.	Phiroz Vandrevala @	01778976	Non Independent - Non Executive	Appointment: 27- Jun-2014	_	2	0	1
Ms.	Aarthi Subramanian	07121802	Executive	12-Mar-15		0	0	0

@Data provided for Mr. Phiroz Vandrevala for No. of Directorships, No. of memberships/ Chairmanships of Committees is as on his date of cessation.

* 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.

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

[&]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

II. Composition of Committees						
Category((Chairperson/ Executive/Non-Executive/ Independent/ Nominee) &	Name of Co	Name of Committee				
Previous Quarter Same as Previous Quarter	Same as J	1. Audit Committee				
Previous Quarter Same as Previous Quarter	Same as J	2. Nomination & Remuneration Committee				
Previous Quarter Same as Previous Quarter	Same as J	3. Risk Management Committee(if applicable)#				
Previous Quarter Same as Previous Quarter	Same as J	4. Stakeholders Relationship Committee				
#Mr. Ishaat Hussain was elected as Chairman for the Risk Management Committee Meeting held on 11-July-2016						
&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						
Maximum gap between any two consecutive meetings (in number of days)	Date(s) of Meeting (if any) in the relevant quarter	Date(s) of Meeting (if any) in the previous quarter				
16/06/2016-14/07/2016-27 days	July 14, 2016	Inly 14 2016				
Previous Quarter Same as Previous Qu yphen Maximum gap between any two consecutive meetings (in numb	Same as I g held on 11-July-2016 Demore than one category write all categories separating them with hy Date(s) of Meeting (if any) in the relevant quarter	4. Stakeholders Relationship Committee #Mr. Ishaat Hussain was elected as Chairman for the Risk Management Committee Meeting held on 11-July-2016 & Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories III. Meeting of Board of Directors Date(s) of Meeting (if any) in the previous quarter Date(s) of Meeting (if any) in the relevant				

IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	whether requirement of Quorum met (aetails)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*	
Audit Committee: July 14, 2016	Yes All members were present	April 18, 2016	86 days	
Nomination & Remuneration Committee: No meeting held	Yes All members were present	April 18, 2016	_	
Risk Management Committee: July 11, 2016	Yes All members were present	April 04, 2016	_	
Stakeholders Relationship Committee: No meeting held	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				
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			

Note

- I. 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 ended June 30, 2016 was placed before the Board at its meeting held on July 14, 2016. The Corporate Governance Report for the quarter and six months ended September 30, 2016 shall be placed before the Board subsequently.

For Tata Consultancy Services Limited,

Suprakash Mukhopadhyay

Vice President & 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.

Tata Consultancy Services Limited					
Corporate Governance Report to be submitted at the end of 6 months after end of financial year for the period ended September 30, 2016					
Name of the listed entity:	Tata Consultancy Services Limited				
Period:	April 1, 2016 to September 30, 2016				
I Affirmations					
Broad heading	Regulation Number	Compliance status (Yes/No/NA)refer note below			
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes			
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes			
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes			
Whether "Corporate Governance	34(3) read with para C				

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.

Yes

2 If status is "No" details of non-compliance may be given here.

Report" disclosed in Annual Report of Schedule V

3 If the Listed Entity would like to provide any other information the same may be indicated here.

For Tata Consultancy Services Limited,

Suprakash Mukhopadhyay

Vice President & Company Secretary