

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: September 30, 2022

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)]	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.	N. Chandrasekaran	00121863	Chairman – Non-Independent-Non-Executive	21-Feb-17	-	-	-	2-Jun-63	NA	-	7	0	0	0
Mr.	Rajesh Gopinathan	06365813	Chief Executive Officer and Managing Director - Executive	21-Feb-17	21-Feb-22	-	-	13-Aug-71	NA	-	1	0	1	0
Mr.	N. Ganapathy Subramaniam	07006215	Chief Operating Officer and Executive Director- Executive	21-Feb-17	21-Feb-22	-	-	20-May-59	NA	-	4	0	0	0
Mr.	Om Prakash Bhatt	00548091	Independent – Non-Executive	27-Jun-14	27-Jun-19	-	126 months	7-Mar-51	NA	-	4	4	5	1
Ms.	Aarthi Subramanian	07121802	Non-Independent-Non-Executive	17-Aug-17	-	-	-	26-Jun-67	NA	-	1	0	4	1
Dr.	Pradeep Kumar Khosla	03611983	Independent – Non-Executive	11-Jan-18	-	-	57 months	13-Mar-57	NA	-	1	1	2	1
Ms.	Hanne Birgitte Breinbjerg Sorensen	08035439	Independent – Non-Executive	18-Dec-18	-	-	46 months	18-Sep-65	NA	-	2	2	3	0
Mr.	Keki Minoo Mistry	00008886	Independent – Non-Executive	18-Dec-18	-	-	46 months	7-Nov-54	NA	-	5	2	7	2

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)]	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.	Daniel Hughes Callahan	08326836	Independent – Non-Executive	10-Jan-19	-	-	45 months	16-May-56	NA	-	1	1	1	0

Whether Regular Chairperson appointed: Yes

Whether Chairperson is related to Promoter: Yes

^{\$}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. 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. Samir Seksaria	Chief Financial Officer	1-May-21	-
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> 87
April 11, 2022	-	Yes	8	4	
-	July 8, 2022	Yes	8	4	
*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	July 8, 2022	Yes	6	4	April 11, 2022	87
Nomination & Remuneration Committee:	No meeting held	-	-	-	April 11, 2022	-
Risk Management Committee	July 5, 2022	Yes	4	2	No meeting held	-
Stakeholders' Relationship Committee	September 6, 2022	Yes	3	2	No meeting held	-
*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)
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>	
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 (as applicable)	
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 June 30, 2022, was placed before the Board at its meeting held on October 10, 2022.	
For Tata Consultancy Services Limited	
Sd/- Pradeep Manohar Gaitonde Company Secretary	

Tata Consultancy Services Limited

Corporate Governance Report to be submitted at the end of 6 months after the end of financial year for the period ended September 30, 2022

Name of the listed entity:	Tata Consultancy Services Limited
Period:	April 1, 2022 to September 30, 2022

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
Presence of Chairperson of Stakeholders relationship Committee at the Annual General Meeting	20(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

- Note**
1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/ No/ NA. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case listed entity has no related party transactions, the words "NA" 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.

For Tata Consultancy Services Limited

Sd/-

Pradeep Manohar Gaitonde
Company Secretary

Half year ending September 30, 2022

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.