

Corporate Governance Report



I. Company's Philosophy on Corporate Governance

Effective corporate governance practices constitute the strong foundation on which successful commercial enterprises are built to last. The Company's philosophy on corporate governance oversees business strategies and ensures fiscal accountability, ethical corporate behaviour and fairness to all stakeholders comprising regulators, employees, customers, vendors, investors and the society at large.

Strong leadership and effective corporate governance practices have been the Company's hallmark inherited from the Tata culture and ethos.

The Company has a strong legacy of fair, transparent and ethical governance practices. The Company has adopted a Code of Conduct for its employees including the Managing Director and the Executive Directors. In addition, the Company has adopted a Code of Conduct for its Non-Executive Directors which includes Code of Conduct for Independent Directors which suitably incorporates the duties of independent directors as laid down in the Companies Act, 2013 ("Act"). The Company's corporate governance philosophy has been further strengthened through the Tata Business Excellence Model and the TCS Code of Conduct for Prevention of Insider Trading and the Code of Corporate Disclosure Practices ("Insider Trading Code"). The Company has in place an Information Security Policy that ensures proper utilisation of IT resources.

The Company is in compliance with the requirements stipulated under Regulations 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as applicable, with regard to corporate governance.

II. Board of Directors

- i. As on March 31, 2018, the Company has ten Directors. Of the ten Directors, eight (i.e. 80%) are Non-Executive Directors out of which six (i.e. 60%) are Independent Directors. The profiles of the Directors can be found on (<https://www.tcs.com/corporate-governance>). The composition of the Board is in conformity with Regulation 17 of the SEBI Listing Regulations read with Section 149 of the Act.
- ii. None of the Directors on the Board hold directorships in more than ten public companies. Further, none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which he or she is a Director. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2018 have been made by the Directors. None of the Directors are related to each other except Mr. N. Ganapathy Subramaniam and Mr. N. Chandrasekaran.
- iii. Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations and Section 149(6) of the Act. The maximum tenure of independent directors is in compliance with the Act. All the Independent Directors have confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations and Section 149(6) of the Act.
- iv. Six Board Meetings were held during the year and the gap between two meetings did not exceed one hundred and twenty days. The said meetings were held on:
April 18, 2017; June 16, 2017; July 13, 2017; October 12, 2017; January 11, 2018; and March 8 & 9, 2018.
The necessary quorum was present for all the meetings.

- v. The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and at the last Annual General Meeting (AGM) and the number of Directorships and Committee Chairmanships/Memberships held by them in other public limited companies as on March 31, 2018 are given herein below. Other directorships do not include directorships of private limited companies, foreign companies and companies under Section 8 of the Act. For the purpose of determination of limit of the Board Committees, chairpersonship and membership of the Audit Committee and Stakeholders' Relationship Committee has been considered as per Regulation 26(1)(b) of SEBI Listing Regulations.

Name of the Director	Category	Number of board meetings attended during the year 2017-18	Whether attended last AGM held on June 16, 2017	Number of Directorships in other Public Companies		Number of Committee positions held in other Public Companies	
				Chairman	Member	Chairman	Member
Mr. N. Chandrasekaran (Chairman) DIN 00121863	Non-Independent, Non-Executive	6	Yes	6	-	-	-
Mr. Rajesh Gopinathan (Chief Executive Officer and Managing Director) DIN 06365813	Non-Independent, Executive	6	Yes	-	-	-	-
Mr. N. Ganapathy Subramaniam (Chief Operating Officer and Executive Director) DIN 07006215	Non-Independent, Executive	6	Yes	1	-	-	-
Mr. Aman Mehta DIN 00009364	Independent, Non-Executive	6	Yes	-	5	-	6
Mr. V. Thyagarajan DIN 00017541	Independent, Non-Executive	6	Yes	-	-	-	-
Prof. Clayton M. Christensen DIN 00020111	Independent, Non-Executive	2	No	-	-	-	-
Dr. Ron Sommer DIN 00621387	Independent, Non-Executive	6	Yes	-	-	-	-
Dr. Vijay Kelkar* DIN 00011991	Independent, Non-Executive	1	N.A.	N.A.	N.A.	N.A.	N.A.
Mr. Ishaat Hussain** DIN 00027891	Non-Independent, Non-Executive	3	Yes	N.A.	N.A.	N.A.	N.A.
Mr. O. P. Bhatt DIN 00548091	Independent, Non-Executive	6	Yes	-	3	2	2
Ms. Aarthi Subramanian*** DIN 07121802	Non-Independent, Non-Executive	6	Yes	-	2	1	-
Dr. Pradeep Kumar Khosla**** DIN 03611983	Independent, Non-Executive	1	N.A.	-	-	-	-

* Retired as Independent Director w.e.f. May 14, 2017, in accordance with the retirement age policy for Directors.

** Retired as Director w.e.f. September 3, 2017, in accordance with the retirement age policy for Directors.

*** Relinquished the office of Executive Director and appointed as an Additional Director in non-executive capacity w.e.f. August 17, 2017.

**** Appointed as an Additional and Independent Director w.e.f. January 11, 2018.

Video/tele-conferencing facilities are also used to facilitate Directors travelling/residing abroad or at other locations to participate in the meetings.

- vi. During the year 2017-18, information as mentioned in Part A of Schedule II of the SEBI Listing Regulations, has been placed before the Board for its consideration.
- vii. During the year 2017-18, two meetings of the Independent Directors were held on October 12, 2017 and March 8, 2018. The Independent Directors, *inter-alia*, have reviewed the performance of Non-Independent Directors, Chairman of the Company and the Board as a whole.
- viii. The Board periodically reviews the compliance reports of all laws applicable to the Company.
- ix. Details of equity shares of the Company held by the Directors as on March 31, 2018 are given below:

Name	Category	Number of equity shares
Mr. N. Chandrasekaran	Non-Independent, Non-Executive	88,528
Ms. Aarthi Subramanian	Non-Independent, Non-Executive	2,800
Mr. Rajesh Gopinathan	Non-Independent, Executive	1,130
Mr. N. Ganapathy Subramaniam	Non-Independent, Executive	98,880

The Company has not issued any convertible instruments.

III. Committees of the Board

- i. There are ten Board Committees as on March 31, 2018, which comprise of five statutory committees and five other committees that have been formed considering the needs of the Company and best practices in Corporate Governance, details of which are as follows:

Name of the Committee	Extract of Terms of Reference	Category and Composition		Other details
Statutory Committees				
Audit Committee	Committee is constituted in line with the provisions of Regulation 18 of SEBI Listing Regulations and Section 177 of the Act. <ul style="list-style-type: none"> • Oversight of financial reporting process. • Reviewing with the management, the annual financial statements and auditors' report thereon before submission to the Board for approval. • Evaluation of internal financial controls and risk management systems. • Recommendation for appointment, remuneration and terms of appointment of auditors of the Company. • Approve policies in relation to the implementation of the Insider Trading Code and to supervise implementation of the same. 	Name	Category	<ul style="list-style-type: none"> • Four meetings of the Audit Committee were held during the year and the gap between two meetings did not exceed one hundred and twenty days. • Committee invites such of the executives particularly the head of the finance function, representatives of the statutory auditors and internal auditors, as it considers appropriate, to be present at its meetings. • The Company Secretary acts as the Secretary to the Audit Committee. • Mr. Rajendra Moholkar was appointed as Compliance Officer by the Board to take over from Mr. Suprakash Mukhopadhyay w. e. f. April 24, 2017 to ensure compliance and effective implementation of the Insider Trading Code. • The previous AGM of the Company was held on June 16, 2017 and was attended by Mr. Aman Mehta, Chairman of the 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	
		Ms. Aarthi Subramanian***	Non-Independent, Non-Executive	
		Mr. O. P. Bhatt	Independent, Non-Executive	
* Retired as Independent Director and consequently ceased to be a member of this Committee w. e. f. May 14, 2017.				
** Retired as Director and consequently ceased to be a member of this Committee w. e. f. September 3, 2017.				
*** Appointed as member of this Committee w. e. f. October 12, 2017.				

Name of the Committee	Extract of Terms of Reference	Category and Composition		Other details
		Name	Category	
Nomination and Remuneration Committee	<p>Committee is constituted in line with the provisions of Regulation 19 of SEBI Listing Regulations and Section 178 of the Act.</p> <ul style="list-style-type: none"> Recommend to the Board its composition and the set up and composition of the committees. Recommend to the Board the appointment/re-appointment of Directors and Key Managerial Personnel. Carry out evaluation of every director's performance and support the Board and Independent Directors in evaluation of the performance of the Board, its committees and individual directors. Recommend to the Board the Remuneration Policy for directors, executive team, Key Managerial Personnel, as well as the rest of employees. Oversee the Human Resource philosophy, Human Resource and People strategy and Human Resource practices including those for leadership development, rewards and recognition, talent management and succession planning. Oversee familiarisation programmes for directors. 	Mr. Aman Mehta (Chairman)	Independent, Non-Executive	<ul style="list-style-type: none"> Three Nomination and Remuneration Committee meetings were held during the year. The Company does not have any Employee Stock Option Scheme. Details of Performance Evaluation Criteria and Remuneration Policy are provided in this report.
		Mr. N. Chandrasekaran	Non-Independent, Non-Executive	
		Mr. V. Thyagarajan	Independent, Non-Executive	
		Mr. Ishaat Hussain*	Non-Independent, Non-Executive	
		* Retired as Director and consequently ceased to be a member of this Committee w. e. f. September 3, 2017.		
Stakeholders' Relationship Committee	<p>Committee is constituted in line with the provisions of Regulation 20 of SEBI Listing Regulations and Section 178 of the Act.</p> <ul style="list-style-type: none"> Consider and resolve the grievances of security holders. Consider and approve issue of share certificates, transfer and transmission of securities, etc. 	Mr. V. Thyagarajan (Chairman)	Independent, Non-Executive	<ul style="list-style-type: none"> One meeting of the Stakeholders' Relationship Committee was held during the year. The Company has always valued its customer relationship. This philosophy has been extended to investor relationship and an Investor Relations Department (IRD) was set up in June 2004, prior to the Company's Initial Public Offer of shares. The IRD focuses on servicing the needs of various stakeholders viz., investors, analysts, brokers and the general public. Details of investor complaints and the Compliance Officer are provided in this report.
		Mr. O. P. Bhatt	Independent, Non-Executive	
		Mr. Rajesh Gopinathan	Non-Independent, Executive	
		Mr. N. Ganapathy Subramaniam	Non-Independent, Executive	
Corporate Social Responsibility ("CSR") Committee	<p>Committee is constituted in line with the provisions of Section 135 of the Act.</p> <ul style="list-style-type: none"> Formulate and recommend to the Board, a CSR Policy indicating the activities to be undertaken by the Company as specified in Schedule VII of the Act. Recommend the amount of expenditure to be incurred on the activities mentioned in the CSR Policy. Monitor the CSR Policy. 	Mr. N. Chandrasekaran (Chairman)	Non-Independent, Non-Executive	<ul style="list-style-type: none"> One meeting of the CSR Committee was held during the year. Four board meetings of TCS Foundation, a Section 8 company which was incorporated with sole objective of carrying on CSR activities of the Company, were held during the year.
		Mr. O. P. Bhatt	Independent, Non-Executive	
		Ms. Aarthi Subramanian	Non-Independent, Non-Executive	
		Mr. Rajesh Gopinathan	Non-Independent, Executive	

Name of the Committee	Extract of Terms of Reference	Category and Composition		Other details
		Name	Category	
Risk Management Committee	Committee is constituted in line with the provisions of Regulation 21 of SEBI Listing Regulations. <ul style="list-style-type: none"> Frame, implement and monitor the risk management plan for the Company. 	Mr. Ishaat Hussain*	Non-Independent, Non-Executive	<ul style="list-style-type: none"> Four meetings of the Risk Management Committee were held during the year.
		Mr. N. Chandrasekaran**	Non-Independent, Non-Executive	
		Mr. O. P. Bhatt	Independent, Non-Executive	
		Ms. Aarthi Subramanian	Non-Independent, Non-Executive	
		Mr. Rajesh Gopinathan	Non-Independent, Executive	
		Mr. Ramakrishnan V.***	Chief Financial Officer	
		* Retired as Director and consequently ceased to be a member of this Committee w. e. f. September 3, 2017 ** Ceased to be member of this Committee w. e. f. July 13, 2017 *** Appointed as a member of this Committee w. e. f. July 13, 2017		
Other Committees				
Ethics and Compliance Committee	<ul style="list-style-type: none"> Consider matters relating to the Company's Code of Conduct (CoC). Monitoring of Anti Bribery and Anti-Corruption Policy and Gifts Policy 	Name	Category	<ul style="list-style-type: none"> One meeting of the Ethics and Compliance Committee was held during the year. Monthly reports are sent to the members of the Ethics and Compliance Committee on matters relating to the CoC
		Mr. V. Thyagarajan (Chairman)	Independent, Non-Executive	
		Mr. O. P. Bhatt	Independent, Non-Executive	
		Ms. Aarthi Subramanian	Non-Independent, Non-Executive	
Health, Safety and Sustainability Committee	<ul style="list-style-type: none"> Framing and implementation of broad guidelines/policies with regard to the health, safety and sustainability activities. 	Name	Category	<ul style="list-style-type: none"> One meeting of the Health, Safety and Sustainability Committee was held during the year.
		Dr. Vijay Kelkar* (Chairman)	Independent, Non-Executive	
		Dr. Ron Sommer	Independent, Non-Executive	
		Mr. N. Ganapathy Subramaniam	Non-Independent, Executive	
* Retired as Independent Director and consequently ceased to be a member of this Committee w.e.f. May 14, 2017.				
Executive Committee	Detailed review of the following matters before these are presented to the Board: <ul style="list-style-type: none"> Business and strategy review; Long-term financial projections and cash flows; Capital and revenue budgets and capital expenditure programmes; Acquisitions, divestments and business restructuring proposals; Senior management succession planning; Any other item as may be decided by the Board. 	Name	Category	<ul style="list-style-type: none"> The said matters were discussed in various board meetings held during the year in the presence of the Executive Committee Members with the intent to avail expertise of all Board members.
		Mr. N. Chandrasekaran (Chairman)	Non-Independent, Non-Executive	
		Dr. Ron Sommer	Independent, Non-Executive	
		Prof. Clayton M. Christensen	Independent, Non-Executive	
		Mr. Rajesh Gopinathan	Non-Independent, Executive	

Name of the Committee	Extract of Terms of Reference	Category and Composition		Other details
Software Technology Parks of India (STPI) / Special Economic Zone (SEZ) Committee	<ul style="list-style-type: none"> Registration/renewal of registration/de-registration of various offices of the Company under the STPI/SEZ schemes and such other schemes as may be deemed fit and to also approve of STPI/SEZ/other scheme(s) related matters. 	Name	Category	<ul style="list-style-type: none"> The matters relating to the business of the committee were passed by circulation.
		Mr. V. Thyagarajan	Independent, Non-Executive	
		Mr. N. Ganapathy Subramaniam	Non-Independent, Executive	
Bank Account Committee	<ul style="list-style-type: none"> Responsible for approval of the opening and closing of bank accounts of the Company. Authorise persons to operate the bank accounts of the Company. 	Name	Category	<ul style="list-style-type: none"> The matters relating to the business of the committee were passed by circulation.
		Mr. Aman Mehta	Independent, Non-Executive	
		Mr. Rajesh Gopinathan	Non-Independent, Executive	
The terms of reference of these committees are available on the website (https://www.tcs.com/corporate-governance)				

ii. Stakeholders' Relationship Committee - other details

a. Name, designation and address of Compliance Officer:

Mr. Rajendra Moholkar
 Company Secretary
 Tata Consultancy Services Limited
 9th Floor, Nirmal Building
 Nariman Point, Mumbai 400 021
 Telephone: 91 22 6778 9595

b. Details of investor complaints received and redressed during the year 2017-18 are as follows:

Opening Balance	Received during the year	Resolved during the year	Closing Balance
1	145	146	0

iii. Nomination and Remuneration Committee - other details

Performance Evaluation Criteria for Independent Directors:

The performance evaluation criteria for independent directors is determined by the Nomination and Remuneration Committee. An indicative list of factors on which evaluation was carried out includes participation and contribution by a director, commitment, effective deployment of knowledge and expertise, integrity and maintenance of confidentiality and independence of behaviour and judgement.

Remuneration Policy:

Remuneration policy of the Company is designed to create a high-performance culture. It enables the Company to attract, retain and motivate employees to achieve results. Our Business Model promotes customer centricity and requires employee mobility to address project needs. The remuneration policy supports such mobility through pay models that are compliant to local regulations. In each country where the Company operates, the remuneration structure is tailored to the regulations, practices and benchmarks prevalent in the IT industry.

The Company pays remuneration by way of salary, benefits, perquisites and allowances (fixed component) and commission (variable component) to its Managing Director and the Executive Directors. Annual increments are decided by the Nomination and Remuneration Committee within the salary scale approved by the members and are effective April 1, each year. The Nomination and Remuneration Committee decides on the commission payable to the Managing Director and the Executive Directors out of the profits for the financial year and within the ceilings prescribed under the Act based on the performance of the Company as well as that of the Managing Director and each Executive Director.

During the year 2017-18, the Company paid sitting fees of ₹ 30,000 per meeting to its Non-Executive Directors for attending meetings of the Board and meetings of committees of the Board. The Members have at the AGM of the Company held on June 27, 2014, approved payment of commission to the Non-Executive Directors within the ceiling of 1% of the net profits of the Company as computed under the applicable provisions of the Act. The said commission is decided each year by the Board of Directors and distributed amongst the

Non-Executive Directors based on their attendance and contribution at the Board and Committee meetings, as well as the time spent on operational matters other than at meetings. The Company also reimburses the out-of-pocket expenses incurred by the Directors for attending the meetings.

iv. **Details of the Remuneration for the year ended March 31, 2018:**

a. **Non-Executive Directors:**

(₹ lakhs)

Name	Commission	Sitting Fees
Mr. N. Chandrasekaran Chairman	-	3.00
Mr. Aman Mehta	300.00	4.50
Mr. V. Thyagarajan	200.00	5.10
Prof. Clayton M. Christensen	150.00	0.60
Dr. Ron Sommer	210.00	3.90
Dr. Vijay Kelkar*	50.00	0.60
Mr. Ishaat Hussain**	130.00	2.40
Mr. O. P. Bhatt	200.00	5.70
Ms. Aarthi Subramanian***	-	2.40
Dr. Pradeep Kumar Khosla****	25.00	0.60

* Retired as Independent Director w.e.f. May 14, 2017, in accordance with the retirement age policy for Directors.

** Retired as Director w.e.f. September 3, 2017, in accordance with the retirement age policy for Directors.

*** Relinquished the office of Executive Director and appointed as an Additional Director in non-executive capacity w.e.f. August 17, 2017.

**** Appointed as an Additional and Independent Director w.e.f. January 11, 2018.

b. **Managing Director and Executive Director**

(₹ lakhs)

Name of Director	Salary	Benefits, Perquisites and Allowances	Commission	ESPS
Mr. Rajesh Gopinathan Chief Executive Officer and Managing Director (w.e.f. February 21, 2017 for a period of 5 years)	102.30	146.90	1000.00	Nil
Mr. N. Ganapathy Subramaniam Chief Operating Officer and Executive Director (w.e.f. February 21, 2017 for a period of 5 years)	95.58	134.19	700.00	Nil
Ms. Aarthi Subramanian Executive Director (upto August 17, 2017)	35.92	45.75	150.00	Nil

The above figures do not include provisions for encashable leave, gratuity and premium paid for group health insurance, as separate actuarial valuation / premium paid are not available.

Services of the Managing Director and Executive Director may be terminated by either party, giving the other party six months' notice or the Company paying six months' salary in lieu thereof. There is no separate provision for payment of severance fees.

v. Number of meetings held and attendance records

Name of the Committee →	Audit Committee	Nomination and Remuneration Committee	Stakeholders' Relationship Committee	Corporate Social Responsibility Committee	Risk Management Committee	Ethics and Compliance Committee	Health, Safety and Sustainability Committee
No. of meetings and dates on which meetings were held →	4 meetings held on April 18, 2017; July 13, 2017; October 12, 2017 and January 11, 2018	3 meetings held on April 18, 2017; October 11, 2017 and January 11, 2018	1 meeting held on October 11, 2017	1 meeting held on March 20, 2018 [@]	4 meetings held on June 16, 2017; August 09, 2017; October 11, 2017 and December 20, 2017	1 meeting held on October 11, 2017	1 meeting held on January 11, 2018
No. of Meetings Attended							
Name of Member							
Mr. N. Chandrasekaran*	-	3	-	1	-	-	-
Mr. Rajesh Gopinathan	-	-	1	1	4	1	-
Mr. N. Ganapathy Subramaniam	-	-	1	-	-	-	1
Mr. Aman Mehta	4	3	-	-	-	-	-
Mr. V. Thyagarajan	4	3	1	-	-	1	-
Prof. Clayton M. Christensen [§]	-	-	-	-	-	-	-
Dr. Ron Sommer	4	-	-	-	-	-	1
Dr. Vijay Kelkar**	1	-	-	-	-	-	-
Mr. Ishaat Hussain***	2	1	-	-	2	-	-
Mr. O. P. Bhatt	4	-	1	1	4	1	-
Ms. Aarthi Subramanian****	1	-	-	1	4	1	-
Dr. Pradeep Kumar Khosla [§]	-	-	-	-	-	-	-
Mr. Ramakrishnan V. [#]	-	-	-	-	3	-	-
Whether quorum was present for all the meetings	The necessary quorum was present for all the above committee meetings						

* Ceased to be a member of the Risk Management Committee w.e.f. July 13, 2017.

** Retired as Independent Director and consequently ceased to be a member of the Audit Committee and Health, Safety and Sustainability Committee w.e.f. May 14, 2017.

*** Retired as a Director and consequently ceased to be a member of the Audit Committee, Nomination and Remuneration Committee and Risk Management Committee w.e.f. September 3, 2017.

**** Appointed as a member of the Audit Committee w.e.f. October 12, 2017.

Appointed as a member of the Risk Management Committee w.e.f. July 13, 2017.

§ Do not hold membership of any of the above committees.

@ Four board meetings of TCS Foundation, a Section 8 company which was incorporated with sole objective of carrying on Corporate Social Responsibility activities of the Company were held during the year.

IV. General Body Meetings

i. General Meeting

a. Annual General Meeting ("AGM"):

Financial Year	Date	Time	Venue
2014-15	June 30, 2015	3.30 p.m.	Birla Matushri Sabhagar 19, Sir Vithaldas Thackersey Marg New Marine Lines, Mumbai 400 020
2015-16	June 17, 2016		
2016-17	June 16, 2017		

b. Extraordinary General Meeting:

No extraordinary general meeting of the members was held during the financial year 2017-18.

c. Special Resolution(s):

No special resolution was passed by the Company in any of its previous three AGMs.

ii. Details of special resolution passed through postal ballot:

The Company had sought the approval of the shareholders by way of a Special Resolution through notice of postal ballot dated March 3, 2017 for Buyback of its Equity Shares, which was duly passed and the results of which were announced on April 17, 2017. Mr. P. N. Parikh (Membership No. FCS 327) of Parikh and Associates, Practicing Company Secretaries, was appointed as the Scrutinizer to scrutinize the postal ballot and remote e-voting process in a fair and transparent manner.

iii. Details of special resolution proposed to be conducted through postal ballot:

None of the businesses proposed to be transacted at the ensuing AGM requires passing of a special resolution through postal ballot.

V. Other Disclosures

Particulars	Legal requirement	Details	Website link for details/policy
Related party transactions	Regulation 23 of SEBI Listing Regulations and as defined under the Act	There are no material related party transactions during the year that have conflict with the interest of the Company. Transactions entered into with related parties during the financial year were in the ordinary course of business and at arm's length basis and were approved by the Audit Committee. The Board's approved policy for related party transactions is uploaded on the website of the Company.	https://www.tcs.com/content/dam/tcs/pdf/discover-tcs/investor-relations/faq/TCS_Related_Party_Transactions_Policy.pdf
Details of Non - Compliance by the Company, penalty, strictures imposed on the Company by the stock exchange, or Securities and Exchange Board of India ('SEBI') or any statutory authority on any matter related to capital markets	Schedule V(C) 10(b) to the SEBI Listing Regulations	There were no cases of non-compliance during the last three financial years 2015-16, 2016-17 and 2017-18.	
Whistle Blower Policy and Vigil Mechanism	Regulation 22 of SEBI Listing Regulations	The Company has adopted a Whistle Blower Policy and has established the necessary vigil mechanism for directors and employees to report concerns about unethical behavior. No person has been denied access to the Chairman of the Audit Committee. The said policy has been uploaded on the website of the Company.	https://www.tcs.com/content/dam/tcs/pdf/discover-tcs/investor-relations/faq/TCS-Global-Policy-Whistle-Blower-Ver-5.pdf

Particulars	Legal requirement	Details	Website link for details/policy
Discretionary requirements	Schedule II Part E to SEBI Listing Regulations	<ul style="list-style-type: none"> A message from the Chief Executive Officer and Managing Director on the half-yearly financial performance of the Company, including a summary of the significant events in the six month period ended September 30, 2017, was sent to every member in November 2017. The auditors' report on financial statements of the Company are unqualified. The Company has complied with the requirement of having separate persons to the post of Chairman and Managing Director / Chief Executive Officer. Ernst & Young LLP, the internal auditors of the Company, make quarterly presentations to the Audit Committee on their reports. 	
Subsidiary Companies	Regulation 24 of SEBI Listing Regulations	<p>The Audit Committee reviews the quarterly financial statements of the Company and the investments made by its unlisted subsidiary companies. The minutes of the Board meetings along with a report on significant developments of the unlisted subsidiary companies are periodically placed before the Board of Directors of the Company.</p> <p>The Company does not have any material unlisted Indian subsidiary company.</p> <p>The Company has a policy for determining material subsidiaries which is disclosed on its website.</p>	https://www.tcs.com/content/dam/tcs/pdf/discover-tcs/investor-relations/faq/TCS-Material-Subsidiary-Policy.pdf
Policy on determination of materiality for disclosures	Regulation 23 of SEBI Listing Regulations	The Company has adopted a policy on determination of materiality for disclosures.	https://www.tcs.com/content/dam/tcs/pdf/discover-tcs/investor-relations/faq/TCS-Policy-Determination-of-Materiality-for-Disclosure.pdf
Policy on archival and preservation of documents	Regulation 9 of SEBI Listing Regulations	The Company has adopted a policy on archival and preservation of documents.	https://www.tcs.com/content/dam/tcs/pdf/discover-tcs/investor-relations/faq/TCS-Policy-Archival-of-Documents.pdf
Reconciliation of Share Capital Audit Report	Regulation 55A of the SEBI (Depositories and Participants) Regulations, 1996 and SEBI Circular No D&CC / FITTC/ Cir- 16/ 2002 dated December 31, 2002	A qualified Practicing Company Secretary carried out a share capital audit to reconcile the total admitted equity share capital with the National Securities Depository Limited ("NSDL") and the Central Depository Services(India) Limited ("CDSL") and the total issued and listed equity share capital. The audit report confirms that the total issued / paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialised shares held with NSDL and CDSL.	https://www.tcs.com/corporate-governance
Code of Conduct	Regulation 17 of SEBI Listing Regulations	The members of the Board and Senior Management Personnel have affirmed compliance with the Code of Conduct applicable to them during the year ended March 31, 2018. The Annual Report of the Company contains a certificate by the Chief Executive Officer and Managing Director, on the compliance declarations received from Independent Directors, Non-Executive Directors and Senior Management.	https://www.tcs.com/tata-code-of-conduct

Particulars	Legal requirement	Details	Website link for details/policy
Dividend Distribution Policy	Regulation 43A of SEBI Listing Regulations	A regular annual dividend consists of three interim dividends after each of the first three quarters of the fiscal year, topped up with a final dividend after the fourth quarter. In addition, every second or third year, the accumulated surplus cash has been returned to shareholders through a special dividend.	https://www.tcs.com/content/dam/tcs/pdf/discover-tcs/investor-relations/faq/TCS-Dividend-Distribution-Policy.pdf
Terms of Appointment of Independent Directors	Regulation 46 of SEBI Listing Regulations and Section 149 read with Schedule IV of the Act	Terms and conditions of appointment of Independent Directors are available on the Company's website.	https://www.tcs.com/content/dam/tcs/pdf/discover-tcs/investor-relations/faq/Letter_of_appointment_to_Independent_Directors_TCS.pdf
Familiarisation Programme for Independent Directors	Regulations 25(7) and 46 of SEBI Listing Regulations	Details of familiarisation programme imparted to Independent Directors are available on the Company's website.	https://www.tcs.com/content/dam/tcs/pdf/discover-tcs/investor-relations/faq/TCS-Familiarization-Program-for-Independent-Directors-v2.pdf

VI. Means of Communication

The quarterly, half-yearly and annual financial results of the Company are published in leading newspapers in India which include The Indian Express, Financial Express, LokSatta, Business Standard, The Hindu Business Line, Hindustan Times and Sandesh. The results are also displayed on the Company's website www.tcs.com. Statutory notices are published in The Free Press Journal and Navshakti. The Company also issues press releases from time to time. Financial Results, Statutory Notices, Press Releases and Presentations made to the institutional investors/analysts after the declaration of the quarterly, half-yearly and annual results are submitted to the National Stock Exchange of India Limited and BSE Limited as well as uploaded on the Company's website. Frequently Asked Questions (FAQs) about the Company of investors' interest are also uploaded on the Company's website under 'Investor FAQs' section. A Management Discussion and Analysis Report is a part of this Annual Report.

VII. General shareholder information

i. Annual General Meeting for FY 2017-18

Date	: June 15, 2018
Time	: 3.30 p.m.
Venue	: Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, New Marine Lines, Mumbai 400 020

As required under Regulation 36(3) of the SEBI Listing Regulations, particulars of Directors seeking appointment/re-appointment at this AGM are given in the Annexure to the Notice of this AGM.

ii. Financial Calendar

Year ending	: March 31
AGM in	: June
Dividend Payment	: The final dividend, if declared, shall be paid/credited on June 19, 2018

iii. **Date of Book Closure / Record Date** : As mentioned in the Notice of this AGM

iv. **Listing on Stock Exchanges** : National Stock Exchange of India Limited ("NSE")
Exchange Plaza, C-1, Block G, Bandra Kurla Complex
Bandra (East), Mumbai 400 051

BSE Limited ("BSE")
25th Floor, P. J. Towers, Dalal Street, Mumbai 400 001

v. **Stock Codes/Symbol**

NSE : TCS
BSE : 532540

Listing Fees as applicable have been paid.

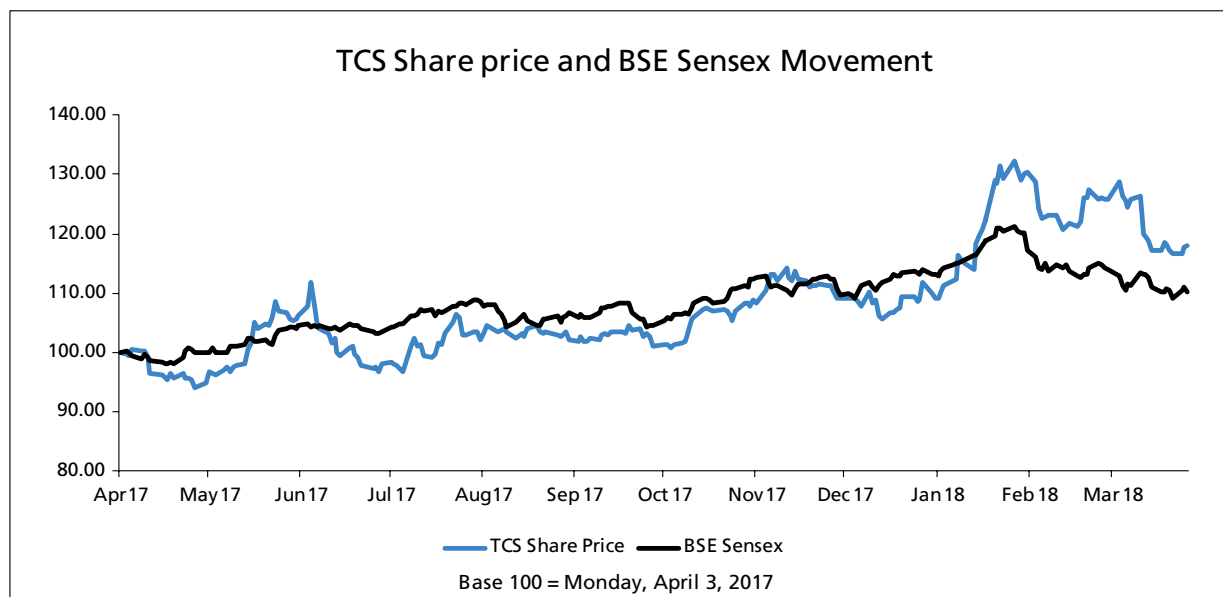
vi. **Corporate Identity Number (CIN) of the Company:** L22210MH1995PLC084781

vii. **Market Price Data:**

High, Low (based on daily closing prices) and number of equity shares traded during each month in the year 2017-18 on NSE and BSE:

Month	NSE			BSE		
	High (₹)	Low (₹)	Total number of equity shares traded	High (₹)	Low (₹)	Total number of equity shares Traded
Apr-2017	2,429.05	2,273.15	2,17,30,202	2,427.10	2,272.10	12,78,563
May-2017	2,624.60	2,289.90	2,57,72,410	2,619.95	2,291.95	32,92,804
Jun-2017	2,696.00	2,333.25	2,55,95,858	2,695.40	2,334.65	23,26,625
Jul-2017	2,571.50	2,331.95	2,29,10,526	2,570.65	2,332.20	18,38,875
Aug-2017	2,528.80	2,469.40	1,63,09,506	2,522.75	2,467.35	12,44,780
Sep-2017	2,524.90	2,435.95	1,67,90,172	2,525.85	2,437.00	11,61,151
Oct-2017	2,624.00	2,429.60	1,78,16,600	2,616.30	2,430.15	13,54,562
Nov-2017	2,758.95	2,602.85	1,98,14,100	2,758.90	2,602.50	7,94,965
Dec-2017	2,701.20	2,545.60	2,01,50,360	2,700.40	2,547.85	8,12,149
Jan-2018	3,198.85	2,631.20	2,90,45,585	3,195.10	2,633.75	21,71,549
Feb-2018	3,153.65	2,911.80	2,31,36,808	3,149.15	2,910.45	49,53,941
Mar-2018	3,105.85	2,817.00	7,26,62,948	3,140.30	2,813.05	38,08,377

viii. **Performance of the share price of the Company in comparison to the BSE Sensex :**



ix. Registrars and Transfer Agents

Name and Address	:	TSR DARASHAW Limited ("TSRDL") 6-10, Haji Moosa Patrawala Industrial Estate 20, Dr. E. Moses Road, Mahalaxmi Mumbai 400 011
Telephone	:	91 22 6656 8484
Fax	:	91 22 6656 8494
E-mail	:	csg-unit@tsrdarashaw.com
Website	:	www.tsrdarashaw.com

- x. Places for acceptance of documents** : Documents will be accepted at the above address between 10.00 a.m. to 3.30 p.m. (Monday to Friday except bank holidays).

For the convenience of the shareholders, documents will also be accepted at the following branches/agencies of TSRDL:

a. Branches of TSRDL:

- | | |
|---|--|
| <ul style="list-style-type: none"> TSR DARASHAW Limited
503, Barton Centre, 5th Floor
84, Mahatma Gandhi Road
Bangalore 560 001
Telephone: 91 80 2532 0321
Fax: 91 80 2558 0019
E-mail: tsrdlbgang@tsrdarashaw.com | <ul style="list-style-type: none"> TSR DARASHAW Limited
'E' Road, Northern Town
Bistupur
Jamshedpur 831 001
Telephone: 91 657 2426616
Fax: 91 657 2426937
E-mail: tsrdljsr@tsrdarashaw.com |
| <ul style="list-style-type: none"> TSR DARASHAW Limited
Tata Centre, 1st Floor
43, J. L. Nehru Road
Kolkata 700 071
Telephone: 91 33 2288 3087
Fax: 91 33 2288 3062
E-mail: tsrdlcal@tsrdarashaw.com | <ul style="list-style-type: none"> TSR DARASHAW Limited
2/42, Ansari Road, 1st Floor
Daryaganj, Sant Vihar
New Delhi 110 002
Telephone: 91 11 2327 1805
Fax: 91 11 2327 1802
E-mail: tsrdldel@tsrdarashaw.com |

b. Agent of TSRDL:

Shah Consultancy Services Limited
3, Sumatinath Complex, 2nd Dhal, Pritam Nagar,
Ellisbridge Ahmedabad 380 006
Telefax: 91 79 2657 6038
E-mail: shahconsultancy8154@gmail.com

xi. Share Transfer System:

Transfer of equity shares in electronic form are done through the depositories with no involvement of the Company. Transfer of equity shares in physical form are processed by TSRDL within 10 to 12 working days from the date of receipt, if the documents are complete in all respects. The Directors and certain Company officials (including Chief Financial Officer and Company Secretary) are authorised by the Board severally to approve transfers, which are noted at subsequent Board Meetings.

xii. Shareholding as on March 31, 2018:

a. Distribution of equity shareholding as on March 31, 2018:

Number of shares	Holding	Percentage to capital (%)	Number of accounts	Percentage to total accounts (%)
1 - 100	1,64,75,896	0.86	4,78,452	83.77
101 - 500	1,63,02,104	0.85	75,919	13.29
501 - 1000	64,82,946	0.34	9,136	1.60
1001 - 5000	1,10,78,155	0.58	5,583	0.98
5001 - 10000	39,87,394	0.21	567	0.10
10001 - 20000	47,91,508	0.25	334	0.06
20001 - 30000	40,81,382	0.21	166	0.03
30001 - 40000	37,00,434	0.19	107	0.02
40001 - 50000	38,43,634	0.20	86	0.02
50001 - 100000	1,65,76,643	0.87	232	0.04
100001 - above	1,82,69,67,495	95.44	569	0.09
GRAND TOTAL	1,91,42,87,591	100.00	5,71,151	100.00

b. Categories of equity shareholding as on March 31, 2018:

Category	Number of equity shares held	Percentage of holding (%)
Promoters	1,37,61,18,911	71.89
Other Entities of the Promoter Group	5,54,907	0.03
Mutual Fund and UTI	4,11,98,799	2.15
Banks, Financial Institutions, State and Central Government	14,36,211	0.08
Insurance Companies	9,01,63,887	4.71
Foreign Institutional Investors and Foreign Portfolio Investor - Corporate	32,31,15,895	16.88
NRIs/OCBs/Foreign Nationals	21,80,034	0.11
Corporate Bodies/Trust	1,22,95,656	0.64
Indian Public and Others	6,62,89,580	3.46
Alternate Investment Fund	8,25,661	0.04
IEPF Account	1,08,050	0.01
GRAND TOTAL	1,91,42,87,591	100.00

c. Top ten equity shareholders of the Company as on March 31, 2018:

Sr. No.	Name of the shareholder*	Number of equity shares held	Percentage of holding
1	Tata Sons Limited	1,37,61,18,911	71.89
2	Life Insurance Corporation of India	7,53,84,947	3.94
3	First State Investments Ivcv- Stewart Investors Asia Pacific Leaders Fund	1,50,54,489	0.79
4	Lazard Emerging Markets Equity Portfolio	98,19,005	0.51
5	Oppenheimer Developing Markets Fund	79,96,009	0.42
6	HDFC Trustee Company Limited	76,45,593	0.40
7	Vanguard Emerging Markets Stock Index Fund, A series of Vanguard International Equity Index Fund	75,95,080	0.40
8	SBI Mutual Fund	70,56,720	0.37
9	Government of Singapore	64,97,754	0.34
10	Abu Dhabi Investment Authority	62,96,384	0.33

* Shareholding is consolidated based on permanent account number (PAN) of the Shareholder.

xiii. Dematerialisation of shares and liquidity:

The Company's shares are compulsorily traded in dematerialised form on NSE and BSE. Equity shares of the Company representing 99.96% of the Company's equity share capital are dematerialised as on March 31, 2018. Under the Depository System, the International Securities Identification Number (ISIN) allotted to the Company's shares is INE467B01029.

xiv. Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity:

The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments in the past and hence as on March 31, 2018, the Company does not have any outstanding GDRs/ADRs/Warrants or any convertible instruments.

xv. Commodity price risk or foreign exchange risk and hedging activities:

Please refer to Management Discussion and Analysis Report for the same.

xvi. Equity shares in the suspense account:

In accordance with the requirement of Regulation 34(3) and Part F of Schedule V to the SEBI Listing Regulations, details of equity shares in suspense account are as follows:

Particulars	Number of shareholders	Number of equity shares
Aggregate number of shareholders and the outstanding shares in the suspense account lying as on April 1, 2017	195	7,446
Shareholders who approached the Company for transfer of shares from suspense account during the year	1	68
Shareholders to whom shares were transferred from the suspense account during the year	1	68
Shareholders whose shares are transferred to the demat account of the IEPF Authority as per Section 124 of the Act	168	6,558
Aggregate number of shareholders and the outstanding shares in the suspense account lying as on March 31, 2018	26	820

The voting rights on the shares outstanding in the suspense account as on March 31, 2018 shall remain frozen till the rightful owner of such shares claims the shares.

xvii. Transfer of unclaimed/unpaid amounts to the Investor Education and Protection Fund:

Pursuant to Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), dividends, if not claimed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF").

Further, shares in respect of such dividends which have not been claimed for a period of 7 consecutive years are also liable to be transferred to the demat account of the IEPF Authority. The said requirement does not apply to shares in respect of which there is a specific order of Court, Tribunal or Statutory Authority, restraining any transfer of the shares. The provisions relating to transfer of shares were made effective by the Ministry of Corporate Affairs, vide its Notification dated October 13, 2017 read with the circular dated October 16, 2017, wherein it was provided that where the period of 7 consecutive years, as above, was completed or being completed during the period from September 7, 2016 to October 31, 2017, the due date of transfer for such shares was October 31, 2017.

In the interest of the shareholders, the Company sends periodical reminders to the shareholders to claim their dividends in order to avoid transfer of dividends/shares to IEPF Authority. Notices in this regard are also published in the newspapers and the details of unclaimed dividends and shareholders whose shares are liable to be transferred to the IEPF Authority, are uploaded on the Company's website (<https://www.tcs.com/details-unclaimed-dividend-transfer-IEPF-account-2017>).

In light of the aforesaid provisions, the Company has during the year, transferred to IEPF the unclaimed dividends, outstanding for 7 consecutive years, of the Company, erstwhile TCS e-Serve Limited and CMC Limited (since amalgamated with the Company). Further, shares of the Company, in respect of which dividend has not been claimed for 7 consecutive years or more, have also been transferred to the demat account of IEPF Authority.

The details of unclaimed dividends and shares transferred to IEPF during the year 2017-18 are as follows:

Financial year	Amount of unclaimed dividend transferred (₹ lakh)	Number of shares transferred
2009-10	110	99,519
2010-11	45	8,531
TOTAL	155	1,08,050

The members who have a claim on above dividends and shares may claim the same from IEPF Authority by submitting an online application in the prescribed Form No. IEPF-5 available on the website www.iepf.gov.in and sending a physical copy of the same, duly signed to the Company, along with requisite documents enumerated in the Form No. IEPF-5. No claims shall lie against the Company in respect of the dividend/shares so transferred.

The following tables give information relating to various outstanding dividends and the dates by which they can be claimed by the shareholders from the Company's Registrar and Share Transfer Agent:

a. For shareholders of Tata Consultancy Service Limited (TCS):

Financial Year	Date of declaration	Last date for claiming unpaid dividend
2010-11	July 01, 2011	July 31, 2018
2011-12	July 14, 2011	August 15, 2018
	October 17, 2011	November 16, 2018
	January 17, 2012	February 16, 2019
	June 29, 2012	July 29, 2019

Financial Year	Date of declaration	Last date for claiming unpaid dividend
2012-13	July 12, 2012	August 12, 2019
	October 19, 2012	November 18, 2019
	January 14, 2013	February 13, 2020
	June 28, 2013	July 28, 2020
2013-14	July 18, 2013	August 18, 2020
	October 15, 2013	November 14, 2020
	January 16, 2014	February 16, 2021
	June 27, 2014	July 27, 2021
2014-15	July 17, 2014	August 18, 2021
	October 16, 2014	November 16, 2021
	January 15, 2015	February 15, 2022
	June 30, 2015	July 30, 2022
2015-16	July 9, 2015	August 9, 2022
	October 13, 2015	November 12, 2022
	January 12, 2016	February 11, 2023
	June 17, 2016	July 17, 2023
2016-17	July 14, 2016	August 15, 2023
	October 13, 2016	November 16, 2023
	January 12, 2017	February 12, 2024
	June 16, 2017	July 16, 2024
2017-18	July 13, 2017	August 13, 2024
	October 12, 2017	November 12, 2024
	January 11, 2018	February 10, 2025

b. For shareholders of erstwhile TCS e-Serve Limited which has merged with the Company:

Financial Year	Date of declaration	Last date for claiming unpaid dividend
2010-11	August 12, 2011	September 15, 2018
2011-12	July 10, 2012	August 14, 2019
2012-13	May 30, 2013	July 03, 2020

c. For shareholders of erstwhile CMC Limited which has merged with the Company:

Financial Year	Date of declaration	Last date for claiming unpaid dividend
2010-11	June 27, 2011	July 26, 2018
2011-12	June 27, 2012	July 26, 2019
2012-13	June 26, 2013	July 25, 2020
2013-14	June 23, 2014	July 22, 2021
2014-15	June 11, 2015	July 10, 2022
2015-16	July 16, 2015	August 18, 2022

xviii. Plant locations:

In view of the nature of the Company's business viz. Information Technology (IT) Services and IT Enabled Services, the Company operates from various offices in India and abroad. The Company has a manufacturing facility at 17-B, Tivim Industrial Estate, Karaswada, Mapusa Bardez, Goa 403 526.

xix. Address for correspondence:**Tata Consultancy Services Limited**

9th Floor, Nirmal Building

Nariman Point, Mumbai 400 021

Telephone: 91 22 6778 9595

E-mail: investor.relations@tcs.com

Website: www.tcs.com

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

This is to confirm that the Company has adopted a Code of Conduct for its employees including the Managing Director and Executive Directors. In addition, the Company has adopted a Code of Conduct for its Non-Executive Directors including the code for Independent Directors. These Codes are available on the Company's website.

I confirm that the Company has in respect of the year ended March 31, 2018, received from the members of the Board and Senior Management Personnel of the Company, a declaration of compliance with the Code of Conduct as applicable to them.

For the purpose of this declaration, Senior Management Personnel means the Chief Financial Officer, Global Head-HR, Global Business Unit Heads, Global Head - Legal and Company Secretary as on March 31, 2018.

Rajesh Gopinathan

Chief Executive Officer and Managing Director

Mumbai, April 19, 2018