TCS/REG24A/23/SE/2020-21

June 19, 2020

National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Mumbai – 400051
Symbol: TCS

BSE Limited
P. J. Towers, Dalal Street,
Mumbai – 400001
Scrip Code No. 532540 (BSE)

Dear Sirs,

Sub: Annual Secretarial Compliance Report for the year ended March 31, 2020 as per Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)


This is for your information and records.

Thanking you,

Yours faithfully,

For Tata Consultancy Services Limited

Rajendra Moholkar
Company Secretary

Encl: as above
Secretarial Compliance Report of Tata Consultancy Services Limited for the year ended 31st March, 2020

To,  
The Board of Directors  
Tata Consultancy Services Limited  
9th Floor, Nirmal Building,  
Nariman Point,  
Mumbai-400021  

We have examined:

a) all the documents and records made available to us and explanation provided by Tata Consultancy Services Limited (“the listed entity”),  
b) the filings/submissions made by the listed entity to the stock exchanges,  
c) Website of the listed entity,  
d) any other document/filing, as may be relevant, which has been relied upon to make this certification,  

for the year ended 31st March, 2020 (“Review Period”) in respect of compliance with the provisions of:  

a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and  
b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);  

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-  

a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;  
b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time;  
c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;  
d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Company during the review period)  
e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the Company during the review period)
f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the review period)
g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (Not applicable to the Company during the review period)
h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
i) the Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018;

and circulars/guidelines issued thereunder;

and based on the above examination and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, We hereby report that, during the Review Period:

a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:-

<table>
<thead>
<tr>
<th>Sr. No.</th>
<th>Compliance Requirement (Regulations / circulars/ guidelines including specific clause)</th>
<th>Deviations</th>
<th>Observations/ Remarks of the Practicing Company Secretary</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>NIL</td>
<td></td>
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</tbody>
</table>

b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder in so far as it appears from our examination of those records.

c) The following are the details of actions taken against the listed entity/ its promoters/directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

<table>
<thead>
<tr>
<th>Sr. No.</th>
<th>Action taken by</th>
<th>Details of violation</th>
<th>Details of action taken E.g. fines, warning letter, debarment, etc.</th>
<th>Observations/ remarks of the Practicing Company Secretary, if any.</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>NIL</td>
<td></td>
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</tbody>
</table>
d) The listed entity has taken the following actions to comply with the observations made in previous reports:

<table>
<thead>
<tr>
<th>Sr. No.</th>
<th>Observations of the Practicing Company Secretary in the previous reports</th>
<th>Observations made in the secretarial compliance report for the year ended (\ldots) ((The\ years\ are\ to\ be\ mentioned))</th>
<th>Actions taken by the listed entity, if any</th>
<th>Comments of the Practicing Company Secretary on the actions taken by the listed entity</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Not Applicable</td>
</tr>
</tbody>
</table>

For Parikh & Associates

Place: Mumbai

Date: 25.05.2020

Name of the Practicing Company Secretary: P. N. Parikh

FCS No.: 327

C P No.: 1228

UDIN: F000327B000278165