



TATA CONSULTANCY SERVICES LIMITED

Regd. Office: 9th Floor, Nirmal Building, Nariman Point, Mumbai 400 021.

NOTICE

Dear Member,

Notice pursuant to Section 192A(2) of the Companies Act, 1956

Notice is hereby given pursuant to Section 192A(2) of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, that the resolutions appended below for the purpose of increasing the Authorised Share Capital of the Company by the creation of additional Equity Shares, alteration of the Memorandum of Association of the Company, alteration of the Articles of Association of the Company and issue of Bonus Shares on the terms and conditions set out in Resolution No. 3, are proposed to be passed as Ordinary / Special Resolutions as the case may be by way of Postal Ballot.

The Company seeks the shareholders' consent for the proposals contained in the resolutions appended below. The Explanatory Statement pertaining to the said resolutions setting out the material facts and the reasons therefor is annexed. The said Ordinary / Special Resolutions and the Explanatory Statement are being sent to you along with a Postal Ballot Form (the "Form") for your consideration. The Company has appointed Ms. Shirin Bharucha, Legal Advisor, as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Form and return the same duly completed, in the attached self addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 5.00 p.m. on Friday, June 12, 2009. Upon completion of the scrutiny of the Forms, the Scrutinizer will submit her report to the Chairman of the Company. The results of the Postal Ballot will be announced on Saturday, June 13, 2009, at 5.00 p.m. at the Registered Office of the Company.

The members are requested to consider and, if thought fit, to pass the following resolutions.

Item No. 1

Increase in the Authorised Share Capital and Alteration of the Memorandum of Association of the Company

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 16 and 94 and all other applicable provisions, if any, of the Companies Act, 1956, the existing Authorised Share Capital of Rs.220,00,00,000/- (Rupees Two Hundred and Twenty Crore only) divided into 120,00,00,000 (One Hundred and Twenty Crore) Equity Shares of Re.1/- (Rupee One only) each and 100,00,00,000 (One Hundred Crore) Redeemable Preference Shares of Re.1/- (Rupee One only) each be increased to Rs.325,00,00,000/- (Rupees Three Hundred and Twenty Five Crore only) divided into 225,00,00,000 (Two Hundred and Twenty Five Crore) Equity Shares of Re.1/- (Rupee One only) each and 100,00,00,000 (One Hundred Crore) Redeemable Preference Shares of Re.1/- (Rupee One only) each by creation of 105,00,00,000 (One Hundred and Five Crore) Equity Shares of Re.1/- (Rupee One only) each and that Clause V of the Memorandum of Association of the Company be altered accordingly by substituting the following new Clause V in place of the existing Clause V:

- 'V. The present Authorized Share Capital of the Company is Rs.325,00,00,000/- (Rupees Three Hundred and Twenty Five Crore only) divided into 225,00,00,000 (Two Hundred and Twenty Five Crore) Equity Shares of Re.1/- (Rupee One only) each and 100,00,00,000 (One Hundred Crore) Redeemable Preference Shares of Re.1/- (Rupee One only) each with power to increase or reduce the capital of the Company and / or the nominal value of the shares and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions with or without voting rights as may be determined by or in accordance with the Articles of Association of the Company or as may be decided by the Board of Directors of the Company or by the Company in General Meeting, as applicable, in conformity with the provisions of the Companies Act, 1956 ("Act") and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions and to consolidate or sub-divide the shares and issue shares of higher or lower denominations in such manner as may be permitted by the Act or provided by the Articles of Association of the Company for the time being.' "

Item No. 2

Alteration of the Articles of Association of the Company

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Section 31 and all other applicable provisions, if any, of the Companies Act, 1956, the Articles of Association of the Company be altered by substituting the following new Article in place of the existing Article 3 thereof:

3. The present Authorised Share Capital of the Company is Rs. 325,00,00,000/- (Rupees Three hundred and Twenty Five Crore only) divided into 225,00,00,000 (Two Hundred and Twenty Five Crore) Equity Shares of Re.1/- (Rupee One only) each and 100,00,00,000 (One Hundred Crore) Redeemable Preference Shares of Re.1/- (Rupee One only) each.' "

Item No. 3

Issue of Bonus Shares

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT:

- (a) subject to such consents and approvals as may be required, and such conditions and modifications, as may be considered necessary and agreed to by the Board of Directors of the Company, (hereinafter referred to as the "Board" which expression shall also include a Committee thereof), a sum not exceeding Rs. 97,86,10,498/- as may be determined to be required by the Board, out of the amount of Rs. 2016.33/- crore standing to the credit of the Securities Premium Account as at March 31, 2009, be capitalised and transferred from the Securities Premium Account to Share Capital Account and that such sum as may be determined to be required shall be applied for allotment of new Equity Shares of the Company of Re.1/- each as fully paid Bonus Shares to the persons who, on a date to be hereafter fixed by the Board (the "Record Date"), shall be the holders of the existing Equity Shares of Re.1/- each of the Company on the said date and that such New Equity Shares out of the Company's unissued Equity Shares, credited as fully paid, be accordingly allotted as Bonus Shares to such persons respectively as aforesaid in the proportion of 1 (One) new Equity Share for every 1 (One) existing Equity Share held by such persons respectively on the Record Date, upon the footing that they become entitled thereto for all purposes as capital;
- (b) the New Equity Shares of Re.1/- each to be allotted as Bonus Shares shall be subject to the Memorandum and Articles of Association of the Company and shall rank *pari passu* in all respects with and carry the same rights as the existing Equity Shares and shall be entitled to participate in full in any dividends to be declared for the financial year in which the Bonus Shares are allotted;
- (c) no Letter of Allotment shall be issued to the allottees of the Bonus Shares and the Share Certificates in respect of the New Equity Shares shall be issued and dispatched to the allottees thereof within the period prescribed or that may be prescribed in this behalf, from time to time, except that the Bonus Shares will be credited to the demat accounts of the allottees who are holding the existing equity shares in electronic form;
- (d) the allotment of the fully paid new Equity Shares as Bonus Shares to the extent that they relate to non-resident members of the Company, shall be subject to the approval of the Reserve Bank of India, under the Foreign Exchange Management Act, 1999, if necessary;
- (e) for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts and things and give such directions as may be necessary or desirable and to settle all questions or difficulties whatsoever that may arise with regard to the issue, allotment and distribution of the New Equity Shares."

By Order of the Board of Directors

Suprakash Mukhopadhyay

Vice President and Company Secretary

Dated : May 8, 2009

Place : Mumbai

Note: Only a shareholder who is entitled to vote is entitled to exercise his/her vote through Postal Ballot.

Explanatory Statement for Resolutions mentioned under Item Nos. 1, 2 and 3 pursuant to Section 173(2) of the Companies Act, 1956.

Within the guidelines prescribed by Securities and Exchange Board of India (SEBI), for capitalisation of reserves and in order to bring the paid up capital of the Company more in line with the capital employed, the Board of Directors at its meeting held on April 20, 2009 recommended an issue of Bonus Shares in the proportion of 1 (One) new Equity Share of the Company of Re.1/- each for every 1 (One) existing Equity Share of the Company of Re.1/- each held by the Members on a date to be fixed by the Board, by capitalizing a part of the Securities Premium Account.

As per Article 112 of the Articles of Association of the Company, it is necessary for the members to approve the issue of Bonus Shares.

It is also necessary to authorize the Board of Directors of the Company to complete all the regulatory formalities in connection with the issue of Bonus Shares that may be prescribed by SEBI, the Stock Exchanges on which the Company's securities are listed and / or any other regulatory authority.

In order to facilitate the capitalization of reserves as set out in the Resolution at Item No. 3 of the Notice, the Authorised Share Capital of the Company is being increased from Rs.220,00,00,000/- divided into 120,00,00,000 Equity Shares of Re.1/- each and 100,00,00,000 Redeemable Preference Shares of Re.1/- each to Rs.325,00,00,000/- divided into 225,00,00,000 Equity Shares of Re.1/- each and 100,00,00,000 Redeemable Preference Shares of Re.1/- each as indicated in the Resolution at Item No. 1 of the Notice. Consequently, Clause V of the Memorandum of Association and Article 3 of the Articles of Association of the Company are proposed to be altered.

A copy of the Memorandum and Articles of Association of the Company together with the proposed alterations is available for inspection by the members of the Company at its Registered Office between 11.00 a.m. to 1.00 p.m. on any working day of the Company.

The Resolutions at Item Nos. 1 to 3 seek the approval of the members to increase the Authorized Share Capital, alter the Memorandum and Articles of Association and issue Bonus Shares on the terms and conditions set out in Resolution at Item No. 3. The Board recommends the Resolutions set forth in Item Nos. 1 to 3 above for approval of the shareholders.

The Directors of the Company may be deemed to be concerned or interested in the issue of the Bonus Shares to the extent of their shareholdings in the Company, or to the extent of the shareholdings of the companies/ institutions/ trusts of which they are directors or members or trustees without any beneficial interest.

By Order of the Board of Directors

Suprakash Mukhopadhyay

Vice President and Company Secretary

Dated : May 8, 2009

Place : Mumbai



THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK

