



TCS/AGM/SE/46/2017-18

June 17, 2017

National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Mumbai
Kind Attn: Manager, Listing Department

BSE Limited
P.J. Towers, Dalal Street
Mumbai
Kind Attn: General Manager,
Department of Corporate Services
Scrip Code No. 532540 (BSE)

Dear Sirs,

Sub: Regulation 30 and Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Proceedings and details of voting results of the 22nd Annual General Meeting respectively

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the details regarding the proceedings of the 22nd Annual General Meeting (AGM) of the Company held on Friday, June 16, 2017 at 3.30 pm and concluded at 8 p.m. at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, New Marine Lines, Mumbai 400 020.

Further, pursuant to Regulation 44(3) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the details regarding the voting results of the business transacted at the AGM in the prescribed format.

We are also enclosing the consolidated report of the Scrutinizer on remote e-voting and electronic voting at the AGM. The above are also being uploaded on the Company's website www.tcs.com and on the website of National Securities Depository Limited www.evoting.nsdl.com

Thanking you,

Yours faithfully,
For **TATA CONSULTANCY SERVICES LIMITED**

Rajendra Moholkar
Company Secretary

Encl: As above

TATA CONSULTANCY SERVICES

Tata Consultancy Services Limited

Maker Towers 'E' Block 11th Floor Cuffe Parade Colaba Mumbai 400 005 India

Tel 91 22 6778 9191 Fax 91 22 6639 1836 e-mail corporate.office@tcs.com website www.tcs.com

Registered Office 9th Floor Nirmal Building Nariman Point Mumbai 400 021

Corporate Identification No. (CIN): L22210MH1995PLC084781



TATA CONSULTANCY SERVICES LIMITED

A) DETAILS OF THE PROCEEDINGS OF THE MEETING		
Sr. No.	Particulars	Details
1	Date of the AGM/EGM	Annual General Meeting - Friday, June 16, 2017
2	Total number of shareholders as on record date	As of Cut-off date i.e. June 9, 2017 5,88,227
3	No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	 1 448
4	No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public	 Not applicable

Ram





B) RESULTS OF THE MEETING

Sr. No.	Agenda	Resolution required (Ordinary/Special)	Mode of Voting	Remarks
1	To receive, consider and adopt: a. the Audited Financial Statements of the Company for the financial year ended March 31, 2017, together with the Reports of the Board of Directors and the Auditors thereon; and b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017, together with the Report of the Auditors thereon	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority
2	To confirm the payment of Interim Dividends on Equity Shares and to declare a Final Dividend on Equity Shares for the financial year 2016 -17	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority
3	To appoint a Director in place of Ms. Aarthi Subramanian (DIN 07121802) who retires by rotation and, being eligible, offers herself for re-appointment	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority
4	Appointment of Statutory Auditors of the Company	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority





Sr. No.	Agenda	Resolution required (Ordinary/Special)	Mode of Voting	Remarks
5	Appointment of Mr. N Chandrasekaran as a Director of the Company	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority
6	Appointment of Mr. Rajesh Gopinathan as a Director of the Company	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority
7	Appointment of Mr. Rajesh Gopinathan as Chief Executive Officer and Managing Director of the Company.	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority
8	Appointment of Mr. N. Ganapathy Subramaniam as a Director of the Company	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority
9	Appointment of Mr. N. Ganapathy Subramaniam as Chief Operating officer and Executive Director of the Company.	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority
10	Appointment of Branch Auditors	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority

C) RESOLUTIONWISE DETAILS OF VOTING RESULTS ATTACHED

Ram



TATA CONSULTANCY SERVICES LIMITED

Resolution (1)

Resolution required: (Ordinary / Special)

ORDINARY

Whether promoter/ promoter group are interested in the agenda/resolution?

NO

To receive, consider and adopt:

- a.the Audited Financial Statements of the Company for the financial year ended March 31, 2017, together with the Reports of the Board of Directors and the Auditors thereon; and
b.the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017, together with the Report of the Auditors thereon.

	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=[2]/(1)*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [6]=[4]/(2)*100	% of Votes against on votes polled [7]=[5]/(2)*100	Invalid Votes	% of Votes invalid on votes polled [9]=[8]/(2)*100
			[1]	[2]		[4]	[5]			[8]	
1	Promoter and Promoter Group	E-Voting	1408353432	1408353432	100.00	1408353432	0	100.00	0.00	0	0.00
		Poll		0	0.00	0	0	0.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		1408353432	100.00	1408353432	0	100.00	0.00	0	0.00
2	Public - Institutional holders	E-Voting	426231750	348195440	81.69	348195440	0	100.00	0.00	0	0.00
		Poll		0	0.00	0	0	0.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		348195440	81.69	348195440	0	100.00	0.00	0	0.00
3	Public-Others	E-Voting	79702409	3961227	4.97	3960739	488	99.99	0.01	0	0.00
		Poll		12933	0.02	11160	1773	86.29	13.71	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		3974160	4.99	3971899	2261	99.94	0.06	0	0.00
Total	Total	E-Voting	1914287591	1760510099	91.97	1760509611	488	100.00	0.00	0	0.00
		Poll		12933	0.00	11160	1773	86.29	13.71	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		1760523032	91.97	1760520771	2261	100.00	0.00	0	0.00



TATA CONSULTANCY SERVICES LIMITED											
Resolution (2)											
Resolution required: (Ordinary / Special)						ORDINARY					
Whether promoter/ promoter group are interested in the agenda/resolution?						NO					
To confirm the payment of Interim Dividends on Equity Shares and to declare a Final Dividend on Equity Shares for the financial year 2016 -17.											
	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=[2]/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [6]=[4]/(2)]*100	% of Votes against on votes polled [7]=[5]/(2)]*100	Invalid Votes	% of Votes invalid on votes polled [9]=[8]/(2)]*100
			[1]	[2]	[3]	[4]	[5]	[6]	[7]	[8]	[9]
1	Promoter and Promoter Group	E-Voting	1408353432	1408353432	100.00	1408353432	0	100.00	0.00	0	0.00
		Poll		0	0.00	0	0	0.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		1408353432	100.00	1408353432	0	100.00	0.00	0	0.00
2	Public - Institutional holders	E-Voting	426231750	348499891	81.76	348499891	0	100.00	0.00	0	0.00
		Poll		0	0.00	0	0	0.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		348499891	81.76	348499891	0	100.00	0.00	0	0.00
3	Public-Others	E-Voting	79702409	3962482	4.97	3961515	967	99.98	0.02	0	0.00
		Poll		12933	0.02	11160	1773	86.29	13.71	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		3975415	4.99	3972675	2740	99.93	0.07	0	0.00
Total	Total	E-Voting	1914287591	1760815805	91.98	1760814838	967	100.00	0.00	0	0.00
		Poll		12933	0.00	11160	1773	86.29	13.71	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		1760828738	91.98	1760825998	2740	100.00	0.00	0	0.00



TATA CONSULTANCY SERVICES LIMITED											
Resolution (3)											
Resolution required: (Ordinary / Special)						ORDINARY					
Whether promoter/ promoter group are interested in the agenda/resolution?						NO					
To appoint a Director in place of Ms. Aarthi Subramanian (DIN 07121802) who retires by rotation and, being eligible, offers herself for re-appointment.											
	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes	% of Votes invalid on votes polled
			[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$	[8]	$[9]=\frac{[8]}{[2]}*100$
1	Promoter and Promoter Group	E-Voting	1408353432	1408353432	100.00	1408353432	0	100.00	0.00	0	0.00
		Poll		0	0.00	0	0	0.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		1408353432	100.00	1408353432	0	100.00	0.00	0	0.00
2	Public - Institutional holders	E-Voting	426231750	348238145	81.70	337175378	11062767	96.82	3.18	0	0.00
		Poll		0	0.00	0	0	0.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		426231750	81.70	337175378	11062767	96.82	3.18	0	0.00
3	Public-Others	E-Voting	79702409	3960673	4.97	3951925	8748	99.78	0.22	0	0.00
		Poll		12933	0.02	10824	2109	83.69	16.31	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		79702409	4.99	3962749	10857	99.73	0.27	0	0.00
Total	Total	E-Voting	1914287591	1760552250	91.97	1749480735	11071515	99.37	0.63	0	0.00
		Poll		12933	0.00	10824	2109	83.69	16.31	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		1914287591	91.97	1749491559	11073624	99.37	0.63	0	0.00



TATA CONSULTANCY SERVICES LIMITED

Resolution (4)

Resolution required: (Ordinary / Special)

ORDINARY

Whether promoter/ promoter group are interested in the agenda/resolution?

NO

Appointment of Statutory Auditors of the Company

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

"RESOLVED that pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W - 100022), be and is hereby appointed as Auditors of the Company in place of the retiring auditors Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018), to hold office from the conclusion of this Annual General Meeting ("AGM") till the conclusion of the twenty-seventh AGM to be held in the year 2022 (subject to ratification of their appointment at every AGM if so required under the Act), at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Auditors."

	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=[2]/(1)*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [6]=[4]/(2)*100	% of Votes against on votes polled [7]=[5]/(2)*100	Invalid Votes	% of Votes invalid on votes polled [9]=[8]/(2)*100
			[1]	[2]	[3]	[4]	[5]	[6]	[7]	[8]	[9]
		E-Voting		1408353432	100.00	1408353432	0	100.00	0.00	0	0.00
		Poll		0	0.00	0	0	0.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
1	Promoter and Promoter Group	Total	1408353432	1408353432	100.00	1408353432	0	100.00	0.00	0	0.00
		E-Voting		348499321	81.76	342036001	6463320	98.15	1.85	0	0.00
		Poll		0	0.00	0	0	0.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
2	Public - Institutional holders	Total	426231750	348499321	81.76	342036001	6463320	98.15	1.85	0	0.00
		E-Voting		3960968	4.97	3958926	2042	99.95	0.05	0	0.00
		Poll		12933	0.02	11160	1773	86.29	13.71	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
3	Public-Others	Total	79702409	3973901	4.99	3970086	3815	99.90	0.10	0	0.00
		E-Voting		1760813721	91.98	1754348359	6465362	99.63	0.37	0	0.00
		Poll		12933	0.00	11160	1773	86.29	13.71	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
	Total	Total	1914287591	1760826654	91.98	1754359519	6467135	99.63	0.37	0	0.00



TATA CONSULTANCY SERVICES LIMITED

Resolution (5)

Resolution required: (Ordinary / Special)

ORDINARY

Whether promoter/ promoter group are interested in the agenda/resolution?

NO

Appointment of Mr. N. Chandrasekaran as a Director of the Company

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

"RESOLVED that Mr. N. Chandrasekaran (DIN 00121863) who was appointed by the Board of Directors as an Additional Director of the Company with effect from February 21, 2017 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("Act"), but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company, liable to retire by rotation."

	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=[2]/(1)*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [6]=[4]/(2)*100	% of Votes against on votes polled [7]=[5]/(2)*100	Invalid Votes	% of Votes invalid on votes polled [9]=[8]/(2)*100
			[1]	[2]	[3]	[4]	[5]	[6]	[7]	[8]	[9]
1	Promoter and Promoter Group	E-Voting	1408353432	1408353432	100.00	1408353432	0	100.00	0.00	0	0.00
		Poll		0	0.00	0	0	0.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		1408353432	100.00	1408353432	0	100.00	0.00	0	0.00
2	Public - Institutional holders	E-Voting	426231750	343433055	80.57	325401073	18031982	94.75	5.25	0	0.00
		Poll		0	0.00	0	0	0.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		343433055	80.57	325401073	18031982	94.75	5.25	0	0.00
3	Public-Others	E-Voting	79702409	3961678	4.97	3958172	3506	99.91	0.09	0	0.00
		Poll		12933	0.02	11160	1773	86.29	13.71	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		3974611	4.99	3969332	5279	99.87	0.13	0	0.00
Total	Total	E-Voting	1914287591	1755748165	91.72	1737712677	18035488	98.97	1.03	0	0.00
		Poll		12933	0.00	11160	1773	86.29	13.71	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		1755761098	91.72	1737723837	18037261	98.97	1.03	0	0.00



TATA CONSULTANCY SERVICES LIMITED

Resolution (6)

Resolution required: (Ordinary / Special)

ORDINARY

Whether promoter/ promoter group are interested in the agenda/resolution?

NO

Appointment of Mr. Rajesh Gopinathan as a Director of the Company

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

"RESOLVED that Mr. Rajesh Gopinathan (DIN 06365813) who was appointed by the Board of Directors as an Additional Director of the Company with effect from February 21, 2017 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("Act"), but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company, not liable to retire by rotation."

	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=[2]/(1)*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [6]=[4]/(2)*100	% of Votes against on votes polled [7]=[5]/(2)*100	Invalid Votes	% of Votes invalid on votes polled [9]=[8]/(2)*100
			[1]	[2]	[3]	[4]	[5]	[6]	[7]	[8]	[9]
1	Promoter and Promoter Group	E-Voting	1408353432	1408353432	100.00	1408353432	0	100.00	0.00	0	0.00
		Poll		0	0.00	0	0	0.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		1408353432	100.00	1408353432	0	100.00	0.00	0	0.00
2	Public - Institutional holders	E-Voting	426231750	347590507	81.55	336033074	11557433	96.67	3.33	0	0.00
		Poll		0	0.00	0	0	0.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		347590507	81.55	336033074	11557433	96.67	3.33	0	0.00
3	Public-Others	E-Voting	79702409	3960955	4.97	3953742	7213	99.82	0.18	0	0.00
		Poll		12933	0.02	11080	1853	85.67	14.33	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		3973888	4.99	3964822	9066	99.77	0.23	0	0.00
Total	Total	E-Voting	1914287591	1759904894	91.94	1748340248	11564646	99.34	0.66	0	0.00
		Poll		12933	0.00	11080	1853	85.67	14.33	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		1759917827	91.94	1748351328	11566499	99.34	0.66	0	0.00



TATA CONSULTANCY SERVICES LIMITED

Resolution (7)

Resolution required: (Ordinary / Special)

ORDINARY

Whether promoter/ promoter group are interested in the agenda/resolution?

NO

Appointment of Mr. Rajesh Gopinathan as Chief Executive Officer and Managing Director of the Company

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

"RESOLVED that pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013, ("Act"), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the Company hereby approves the appointment and terms of remuneration of Mr. Rajesh Gopinathan (DIN 06365813), as the Chief Executive Officer and Managing Director of the Company for a period of five years with effect from February 21, 2017 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Rajesh Gopinathan."

"RESOLVED FURTHER that the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes	% of Votes invalid on votes polled
			[1]	[2]	[3]=[2]/(1)*100	[4]	[5]	[6]=[4]/(2)*100	[7]=[5]/(2)*100	[8]	[9]=[8]/(2)*100
1	Promoter and Promoter Group	E-Voting	1408353432	1408353432	100.00	1408353432	0	100.00	0.00	0	0.00
		Poll		0	0.00	0	0	0.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		1408353432	100.00	1408353432	0	100.00	0.00	0	0.00
2	Public - Institutional holders	E-Voting	426231750	343693801	80.64	327514087	16179714	95.29	4.71	0	0.00
		Poll		0	0.00	0	0	0.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		343693801	80.64	327514087	16179714	95.29	4.71	0	0.00
3	Public-Others	E-Voting	79702409	3960298	4.97	3952795	7503	99.81	0.19	0	0.00
		Poll		12933	0.02	11070	1863	85.59	14.41	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		3973231	4.99	3963865	9366	99.76	0.24	0	0.00
Total	Total	E-Voting	1914287591	1756007531	91.73	1739820314	16187217	99.08	0.92	0	0.00
		Poll		12933	0.00	11070	1863	85.59	14.41	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		1756020464	91.73	1739831384	16189080	99.08	0.92	0	0.00



TATA CONSULTANCY SERVICES LIMITED

Resolution (8)

Resolution required: (Ordinary / Special)

ORDINARY

Whether promoter/ promoter group are interested in the agenda/resolution?

NO

Appointment of Mr. N. Ganapathy Subramaniam as a Director of the Company

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

"RESOLVED that Mr. N. Ganapathy Subramaniam (DIN 07006215), who was appointed by the Board of Directors as an Additional Director of the Company with effect from February 21, 2017 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("Act"), but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company, liable to retire by rotation."

	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=[2]/(1)*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [6]=[4]/(2)*100	% of Votes against on votes polled [7]=[5]/(2)*100	Invalid Votes	% of Votes invalid on votes polled [9]=[8]/(2)*100
			[1]	[2]		[4]	[5]			[8]	
1	Promoter and Promoter Group	E-Voting	1408353432	1408353432	100.00	1408353432	0	100.00	0.00	0	0.00
		Poll		0	0.00	0	0	0.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		1408353432	100.00	1408353432	0	100.00	0.00	0	0.00
2	Public - Institutional holders	E-Voting	426231750	348238145	81.70	333698679	14539466	95.82	4.18	0	0.00
		Poll		0	0.00	0	0	0.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		348238145	81.70	333698679	14539466	95.82	4.18	0	0.00
3	Public-Others	E-Voting	79702409	3954321	4.96	3944165	10156	99.74	0.26	0	0.00
		Poll		12933	0.02	11108	1825	85.89	14.11	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		3967254	4.98	3955273	11981	99.70	0.30	0	0.00
Total		E-Voting	1914287591	1760545898	91.97	1745996276	14549622	99.17	0.83	0	0.00
		Poll		12933	0.00	11108	1825	85.89	14.11	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		1760558831	91.97	1746007384	14551447	99.17	0.83	0	0.00



TATA CONSULTANCY SERVICES LIMITED

Resolution (9)

Resolution required: (Ordinary / Special)	ORDINARY
Whether promoter/ promoter group are interested in the agenda/resolution?	NO

Appointment of Mr. N. Ganapathy Subramaniam as Chief Operating Officer and Executive Director of the Company

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

"RESOLVED that pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Schedule V to the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the Company hereby approves the appointment and terms of remuneration of Mr. N. Ganapathy Subramaniam (DIN 07006215) as Chief Operating Officer and Executive Director of the Company for a period of five years with effect from February 21, 2017 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. N. Ganapathy Subramaniam."

"RESOLVED FURTHER that the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=[2]/(1)*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [6]=[4]/(2)*100	% of Votes against on votes polled [7]=[5]/(2)*100	Invalid Votes	% of Votes invalid on votes polled [9]=[8]/(2)*100
			[1]	[2]	[3]	[4]	[5]	[6]	[7]	[8]	[9]
1	Promoter and Promoter Group	E-Voting	1408353432	1408353432	100.00	1408353432	0	100.00	0.00	0	0.00
		Poll		0	0.00	0	0	0.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		1408353432	100.00	1408353432	0	100.00	0.00	0	0.00
2	Public - Institutional holders	E-Voting	426231750	336074123	78.85	215816899	120257224	64.22	35.78	0	0.00
		Poll		0	0.00	0	0	0.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		336074123	78.85	215816899	120257224	64.22	35.78	0	0.00
3	Public-Others	E-Voting	79702409	3961011	4.97	3951408	9603	99.76	0.24	0	0.00
		Poll		12933	0.02	10894	2039	84.23	15.77	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		3973944	4.99	3962302	11642	99.71	0.29	0	0.00
Total		E-Voting	1914287591	1748388566	91.33	1628121739	120266827	93.12	6.88	0	0.00
		Poll		12933	0.00	10894	2039	84.23	15.77	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		1748401499	91.33	1628132633	120268866	93.12	6.88	0	0.00



TATA CONSULTANCY SERVICES LIMITED

Resolution (10)

Resolution required: (Ordinary / Special)

ORDINARY

Whether promoter/ promoter group are interested in the agenda/resolution?

NO

Appointment of Branch Auditors

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

"RESOLVED that pursuant to the provisions of Section 143(8) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Board be and is hereby authorized to appoint Branch Auditors of any branch office of the Company, whether existing or which may be opened / acquired hereafter, outside India, in consultation with the Company's Auditors, any person(s) qualified to act as Branch Auditors and to fix their remuneration."

	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=[2]/(1)*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [6]=[4]/(2)*100	% of Votes against on votes polled [7]=[5]/(2)*100	Invalid Votes	% of Votes invalid on votes polled [9]=[8]/(2)*100
			[1]	[2]	[3]	[4]	[5]	[6]	[7]	[8]	[9]
1	Promoter and Promoter Group	E-Voting	1408353432	1408353432	100.00	1408353432	0	100.00	0.00	0	0.00
		Poll		0	0.00	0	0	0.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		1408353432	100.00	1408353432	0	100.00	0.00	0	0.00
2	Public - Institutional holders	E-Voting	426231750	348499891	81.76	342090449	6409442	98.16	1.84	0	0.00
		Poll		0	0.00	0	0	0.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		348499891	81.76	342090449	6409442	98.16	1.84	0	0.00
3	Public-Others	E-Voting	79702409	3961549	4.97	3959254	2295	99.94	0.06	0	0.00
		Poll		12933	0.02	11080	1853	85.67	14.33	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		3974482	4.99	3970334	4148	99.90	0.10	0	0.00
Total	Total	E-Voting	1914287591	1760814872	91.98	1754403135	6411737	99.64	0.36	0	0.00
		Poll		12933	0.00	11080	1853	85.67	14.33	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		1760827805	91.98	1754414215	6413590	99.64	0.36	0	0.00



PARIKH & ASSOCIATES
COMPANY SECRETARIES

Office :
111, 11th Floor, Sai-Dwar CHS Ltd,
Sab TV Lane, Opp Laxmi Industrial Estate
Off Link Road, Above Shabari Restaurant,
Andheri (W), Mumbai : 400 053
Tel. : 26301232 / 26301233 / 26301240
Email : cs@parikhassociates.com
parikh.associates@rediffmail.com

To,
Mr. N. Chandrasekaran
Chairman
Tata Consultancy Services Limited
9th Floor, Nirmal Building, Nariman Point,
Mumbai - 400021

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and voting by electronic voting system at the 22nd Annual General Meeting of Tata Consultancy Services Limited held on Friday, June 16, 2017 at 3.30 p.m.

I, P. N. Parikh, of M/s. Parikh & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Tata Consultancy Services Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 22nd Annual General Meeting (AGM) of Tata Consultancy Services Limited on Friday, June 16, 2017 at 3.30 p.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said AGM held on June 16, 2017.

The notice dated April 18, 2017 along with statement setting out material facts under Section 102 of the Act as confirmed by the Company were sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company.



The Company had availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting remote e-voting by the Shareholders of the Company.

The Company had also provided voting by electronic voting system to the shareholders present at the AGM and who had not cast their vote earlier through remote e-voting facility.

The shareholders of the company holding shares as on the "cut-off" date of Friday, June 09, 2017 were entitled to vote on the resolutions as contained in the Notice of the AGM.

The voting period for remote e-voting commenced on Tuesday, June 13, 2017 at 09:00 a.m. (IST) and ended on Thursday, June 15, 2017 at 05:00 p.m. (IST) and the NSDL e-voting platform was blocked thereafter.

After the closure of the voting at the AGM, the report on voting done at the meeting was generated in my presence and the voting was diligently scrutinized.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company and after the conclusion of the voting at the AGM the votes cast there under were counted.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the NSDL e-voting system and voting by electronic voting system at the AGM.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and the voting conducted through electronic voting system at the venue of the meeting on the resolutions contained in the notice of the AGM.

My responsibility as scrutinizer for the remote e-voting and the voting conducted through electronic voting system at the venue of the meeting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

I now submit my consolidated Report as under on the result of the remote e-voting and voting by electronic voting system at the AGM in respect of the said resolutions.



Resolution 1: Ordinary Resolution

To receive, consider and adopt:

(a) the Audited Financial Statements of the Company for the financial year ended March 31, 2017, together with the Reports of the Board of Directors and the Auditors thereon; and

(b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017, together with the Report of the Auditors thereon.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
2146	1,76,05,20,771	100.00 (Rounded-off)

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
16	2,261	0.00

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



Resolution 2: Ordinary Resolution

To confirm the payment of Interim Dividends on Equity Shares and to declare a Final Dividend on Equity Shares for the financial year 2016-17.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
2158	1,76,08,25,998	100.00 (Rounded-off)

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
13	2,740	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



Resolution 3: Ordinary Resolution

To appoint a Director in place of Ms. Aarthi Subramanian (DIN: 07121802) who retires by rotation and, being eligible, offers herself for re-appointment.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
2004	1,74,94,91,559	99.37

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
142	1,10,73,624	0.63

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



Resolution 4: Ordinary Resolution**Appointment of Statutory Auditors of the Company.**

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
2100	1,75,43,59,519	99.63

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
48	64,67,135	0.37

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



Resolution 5: Ordinary Resolution

Appointment of Mr. N Chandrasekaran as a Director of the Company.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1985	1,73,77,23,837	98.97

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
160	1,80,37,261	1.03

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



Resolution 6: Ordinary Resolution

Appointment of Mr. Rajesh Gopinathan as a Director of the Company.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1996	1,74,83,51,328	99.34

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
147	1,15,66,499	0.66

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



Resolution 7: Ordinary Resolution

Appointment of Mr. Rajesh Gopinathan as Chief Executive Officer and Managing Director of the Company.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1967	1,73,98,31,384	99.08

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
168	1,61,89,080	0.92

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



Resolution 8: Ordinary Resolution

Appointment of Mr. N. Ganapathy Subramaniam as a Director of the Company.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1980	1,74,60,07,384	99.17

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
157	1,45,51,447	0.83

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



Resolution 9: Ordinary Resolution

Appointment of Mr. N. Ganapathy Subramaniam as Chief Operating Officer and Executive Director of the Company.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1632	1,62,81,32,633	93.12

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
492	12,02,68,866	6.88

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



Resolution 10: Ordinary Resolution**Appointment of Branch Auditors.**

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
2113	1,75,44,14,215	99.64

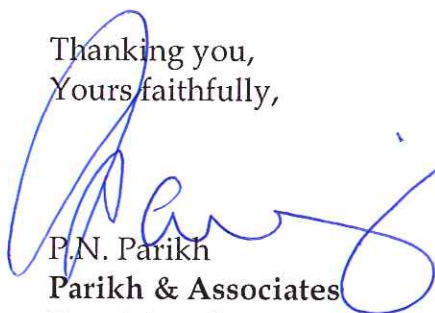
(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
45	64,13,590	0.36

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Thanking you,
Yours faithfully,



P.N. Parikh
Parikh & Associates
Practising Company Secretaries
FCS: 327 CP No.: 1228
111,11th Floor, Sai Dwar CHS Ltd
Sab TV Lane, Opp.Laxmi Indl. Estate,
Off Link Road, Above Shabari Restaurant,
Andheri West, Mumbai - 400053



Place: Mumbai
Dated: June 16, 2017