



January 5, 2017

TCS/ SCA/128/SE/2016-17

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)

Sub: Reconciliation of Share Capital Audit report for the quarter ended December 31, 2016

Dear Sirs,

We enclose herewith the Reconciliation of Share Capital Audit Report issued by M/s. Parikh & Associates, Practicing Company Secretaries, for the quarter ended December 31, 2016.

Thanking you,

Yours faithfully,
For Tata Consultancy Services Limited

Rajendra Moholkar
Authorised Signatory

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

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
Tata Consultancy Services Limited
9th Floor, Nirmal Building,
Nariman Point,
Mumbai 400 021

Dear Sirs,

We have examined the relevant books, registers, forms, documents and papers produced before us by Tata Consultancy Services Limited ('the Company') and its Registrars and Share Transfer Agents, TSR DARASHAW LIMITED, in respect of Reconciliation of Share Capital Audit as per regulation 55A of the SEBI (Depositories and Participants) Regulations, 1996 and SEBI Circular No D&CC/FITTC/Cir-16/2002 dated December 31, 2002 as amended. To the best of our knowledge and according to the information and explanations given to us and as shown by the records examined by us, we certify the following:

RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

| | | | |
|-----|---|---|---------------------------|
| 1. | For Quarter Ended: | 31 st December, 2016 | |
| 2. | ISIN: | INE467B01029 | |
| 3. | Face Value: | ₹1/- per share | |
| 4. | Name of the Company: | Tata Consultancy Services Limited | |
| 5. | Registered Office Address: | 9 th Floor, Nirmal Building, Nariman Point, Mumbai 400 021 | |
| 6. | Correspondence Address: | 11 th Floor, Maker Towers "E" Block, Cuffe Parade, Colaba, Mumbai - 400005 | |
| 7. | Telephone Nos.: | 6778 9191 | |
| | Fax Nos.: | 6630 3672 | |
| 8. | Email Address: | suprakash.mukhopadhyay@tcs.com | |
| 9. | Names of the Stock Exchanges where the Company's securities are listed: | The National Stock Exchange of India Limited BSE Limited | |
| | | Number of Shares | % of Total Issued Capital |
| 10. | Issued Equity Capital | 1,97,04,27,941 | 100.00 |
| 11. | Listed Equity Capital (Exchange-wise) (as per Company records) | 1,97,04,27,941 (Listed on both the aforesaid Stock Exchanges) | 100.00 |



| | | | |
|-----|--|----------------|--------|
| 12. | Held in dematerialised form in CDSL | 1,59,59,307 | 0.81 |
| 13. | Held in dematerialised form in NSDL | 1,95,33,34,596 | 99.13 |
| 14. | Physical | 11,34,038 | 0.06 |
| 15. | Total No. of Shares (12+13+14) | 1,97,04,27,941 | 100.00 |
| 16. | Reasons for difference if any, between (10&11), (10&15), (11&15) | Not Applicable | |

17. Certifying the details of changes in equity share capital during the quarter under consideration as per Table below:

| Particulars*** | No. of shares | Applied / Not Applied for listing | Listed on Stock Exchanges (Specify Names) | Whether intimated to CDSL | Whether intimated to NSDL | In prin. Appr. Pending for SE (Specify Names) |
|----------------|---------------|-----------------------------------|---|---------------------------|---------------------------|---|
| | | | No Change | | | |

*** Rights, Bonus, Preferential Issue, ESOPs, Amalgamation, Conversion, Buyback, Capital Reduction, Forfeiture, Any other (to specify).

| | | |
|-----|---|----------------|
| 18. | Register of Members is updated (Yes/No) | Yes |
| | If not, updated upto which date | N. A. |
| 19. | Reference of previous quarter with regards to excess dematerialized shares, if any. | Nil |
| 20. | Has the company resolved the matter mentioned in point no. 19 above in the current quarter? If not, reason why? | Not Applicable |

21. Mention the total no. of requests, if any, confirmed after 21 days and the total no. of requests pending beyond 21 days with the reasons for delay:

| Total No. of demat requests | No. of requests | No. of shares | Reasons for delay |
|-------------------------------|-----------------|---------------|-------------------|
| Confirmed after 21 days | Nil | Nil | N. A. |
| Pending for more than 21 days | Nil | Nil | N. A. |

| | | |
|-----|--|--|
| 22. | Name, Telephone & Fax No. of the Compliance Officer of the Company | Mr. Suprakash Mukhopadhyay Vice President and Company Secretary and Compliance Officer Tel. No.: 6778 9191 Fax No.: 6630 3672 |
|-----|--|--|



| | | |
|-----|--|--|
| 23. | Name, Address, Tel. & Fax No., Regn. No. of the CA/ CS | Mr. P. N. Parikh Parikh & Associates 111,11 th Floor, Sai Dwar CHS Ltd., Sab TV Lane, Opp Laxmi Industrial Estate, Off Link Road, Andheri (West), Mumbai - 400053 Tel. Nos.: 26301232/26301233/26301240 FCS. No.: 327 CP No.: 1228 |
| 24. | Appointment of common agency for share registry work (if yes, name and address) | TSR DARASHAW LIMITED 6-10, Haji Moosa Patrawala Industrial Estate, 20, Dr. E. Moses Road Mahalaxmi Mumbai : 400 011 |
| 25. | Any other detail that the CA/ CS may like to provide (e.g. BIFR Company, delisting from SE, company changed its name, etc.) | --- |



Place: Mumbai

Date: January 03, 2017

For Parikh & Associates

Signature:

Name of Company Secretary: P. N. Parikh

FCS: 327 CP: 1228