

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: | 30 th June, 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 | 1,45,49,576 | 0.74 |
| 13. | Held in dematerialised form in NSDL | 1,95,47,27,093 | 99.20 |
| 14. | Physical | 11,51,272 | 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 |
|-----|--|--|



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| 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: July 09, 2016



Signature:

For Parikh & Associates

Name of Company Secretary: P. N. Parikh

FCS: 327 CP: 1228