

PARIKH & ASSOCIATES
COMPANY SECRETARIES

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To,
Mr. Cyrus Mistry
Chairman appointed by the Hon'ble High Court of Judicature
At Bombay for the Meeting of Equity Shareholders of
Tata Consultancy Services Limited
9th Floor, Nirmal Building,
Nariman Point,
Mumbai - 400021

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting/physical ballot forms 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 and voting on poll at the meeting for the Court Convened Meeting of the Equity Shareholders of Tata Consultancy Services Limited held on Tuesday, April 28, 2015 at 10:00 a.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 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the remote e-voting process and to scrutinize the physical ballot forms received from the shareholders in respect of the below mentioned resolution passed at the Court Convened Meeting of the Equity Shareholders of the Company held on Tuesday, April 28, 2015 at 10:00 a.m.

I was also appointed as Scrutinizer to conduct the poll process in respect of the poll taken at the said Court Convened Meeting held on April 28, 2015.

The Notice dated March 23, 2015 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolution passed at the Court Convened Meeting of the Equity Shareholders 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 has also provided voting by physical ballot forms to the members who do not have access to remote e-voting facility.

The Court Convened Meeting had also provided voting facility to the shareholders present at the meeting and who had not cast their vote earlier either through remote e-voting facility or by physical ballot.

The shareholders of the company holding shares as on the "cut-off" date of 21st April, 2015 were entitled to vote on the resolution as contained in the Notice of the Court Convened Meeting.

The voting period for remote e-voting commenced on Saturday, April 25, 2015 at 09:00 a.m. (IST) and ended on Monday, April 27, 2015 at 05:00 p.m. (IST) and the NSDL e-voting platform was blocked thereafter.

After the closure of the voting at the Court Convened Meeting, the report on poll taken 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 Court Convened Meeting the votes cast there under were counted. Votes cast through Physical ballot forms received upto Monday, April 27, 2015 were also considered.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the National Securities Depository Limited (NSDL) e-voting system and the ballot forms received respectively.

I now submit my consolidated Report as under on the result of the remote e-voting/physical ballot forms and voting at the meeting through poll in respect of the said Resolution.



Resolution for approving the Scheme of Amalgamation of CMC Limited with Tata Consultancy Services Limited and their respective shareholders under Sections 391 to 394 of the Companies Act, 1956.

(i) Voted in favour of the resolution:

	Total number of members present and exercised their votes (in person or proxy)	Total number of shares held by them	Total number of members whose votes were valid	Total number of valid votes	Number of members voted in favour of the resolution whose votes were valid	Number of valid votes cast in favour of the resolution	% of total number of members voted in favour of the resolution whose votes were valid	% of total number of valid votes cast in favour of the resolution
Remote e-voting/ physical ballot forms	15769	19,82,77,093	14569	19,81,11,751	*14277	19,79,02,198	--	--
Voting at the meeting	398	1,51,44,30,072	364	1,51,12,71,009	363	1,51,12,70,804	--	--
Total	16167	1,71,27,07,165	14933	1,70,93,82,760	14640	1,70,91,73,002	98.04	99.99

(ii) Voted against the resolution:

	Total number of members present and exercised their votes (in person or proxy)	Total number of shares held by them	Total number of members whose votes were valid	Total number of valid votes	Number of members voted against the resolution whose votes were valid	Number of valid votes cast against the resolution	% of total number of members voted against the resolution whose votes were valid	% of total number of valid votes cast against the resolution
Remote e-voting/ physical ballot forms	15769	19,82,77,093	14569	19,81,11,751	*292	2,09,553	--	--
Voting at the meeting	398	1,51,44,30,072	364	1,51,12,71,009	1	205	--	--
Total	16167	1,71,27,07,165	14933	1,70,93,82,760	293	2,09,758	1.96	0.01



(iii) Invalid votes:

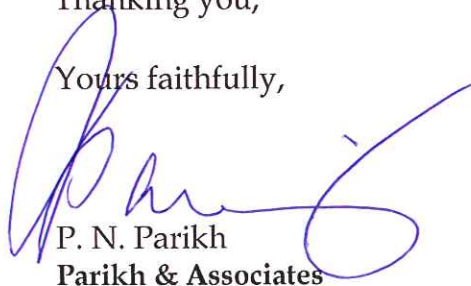
	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
Remote e-voting/ physical ballot forms	1200	1,35,281
Voting at the meeting	34	23,50,327
Total	1234	24,85,608

*Some shareholders have voted partially for assent and partially for dissent. While their votes are taken as cast, for the sake of number of shareholders they are counted only once, in assent.

The Register, all other papers and relevant records relating to remote e-voting/ physical ballot forms and voting at the meeting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Court Convened Meeting and thereafter the same would be handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,



P. N. Parikh

Parikh & Associates

Practising Company Secretaries

FCS: 327 CP No.: 1228

111,11th Floor, Sai Dwar CHS Ltd

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Mumbai - 400053



Place: Mumbai

Dated: April 28, 2015