



TCS/EGM/SE-14/2016-17

Date: April 17, 2017

**National Stock Exchange of India Limited  
Exchange Plaza, Bandra Kurla Complex  
Mumbai**

**BSE Limited  
P.J. Towers, Dalal Street  
Mumbai  
Scrip Code No. 532540 (BSE)**

Dear Sirs,

**Sub: Result of the Postal Ballot Process pursuant to provisions of Section 110 of the Companies Act, 2013 read with Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Pursuant to the provisions of Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company had conducted the process of Postal Ballot for seeking the consent of the shareholders by means of a passing Special Resolution for "Approval for Buyback of Equity Shares".

Further pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the result of the voting by Postal Ballot (including e-voting). We are also enclosing Scrutinizer's Report dated April 17, 2017 for your kind reference.

The said Postal Ballot result will be displayed at the Registered Office of the Company and on the website of the Company [www.tcs.com](http://www.tcs.com)

Thanking you,

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

Suprakash Mukhopadhyay  
Senior Vice President and 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](mailto:corporate.office@tcs.com) website [www.tcs.com](http://www.tcs.com)

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

Corporate Identification No. (CIN): L22210MH1995PLC084781

**TATA CONSULTANCY SERVICES LIMITED**

<b>A) DETAILS OF THE VOTING RESULT BY POSTAL BALLOT PROCESS PURSUANT TO REGULATION 44(3) OF SEBI LODR</b>		
<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>
1	<b>Date of the Notice of Postal Ballot</b>	March 3, 2017
2	<b>Total number of shareholders as on record date</b>	As of Cut-off date i.e. February 24, 2017 6,38,787
3	<b>Special Resolution</b>	Approval for Buyback of Equity Shares
4	<b>Mode of voting</b>	Through Physical Postal Ballot Form and e-voting Process



<b>B) RESULTS OF THE MEETING</b>				
<b>Sr. No.</b>	<b>Agenda</b>	<b>Resolution required (Ordinary/Special)</b>	<b>Mode of Voting</b>	<b>Remarks</b>
1	Approval for Buyback of Equity Shares	<b>Special</b>	e-voting and Physical Postal Ballot	Passed with requisite majority

**C) RESOLUTIONWISE DETAILS OF VOTING RESULTS ATTACHED**



**TATA CONSULTANCY SERVICES LIMITED**

**Resolution (1)**

Resolution required: (Ordinary / Special)

*Special*

Whether promoter/ promoter group are interested in the

*No*

**Approval for Buyback of Equity Shares**

Category	Mode of Voting	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	No. of 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)]
Promoter and Promoter Group	E-Voting	1444515152	1444026098	99.97	1444026098	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
	<b>Total</b>		<b>1444026098</b>	<b>99.97</b>	<b>1444026098</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
Public - Institutional holders	E-Voting	433806206	351417445	81.01	348017143	3400302	99.03	0.97	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
	<b>Total</b>		<b>351417445</b>	<b>81.01</b>	<b>348017143</b>	<b>3400302</b>	<b>99.03</b>	<b>0.97</b>	<b>0</b>	<b>0.00</b>
Public-Others	E-Voting	92106583	4423891	4.80	4370842	53049	98.80	1.20	0	0.00
	Poll		0	0.00	0	0	0.00	0.00	0	0.00
	Postal Ballot (if applicable)		542048	0.59	471552	31708	86.99	5.85	38788	7.16
	<b>Total</b>		<b>4965939</b>	<b>5.39</b>	<b>4842394</b>	<b>84757</b>	<b>97.51</b>	<b>1.71</b>	<b>38788</b>	<b>0.78</b>
<b>Total</b>	E-Voting	<b>1970427941</b>	1799867434	91.34	1796414083	3453351	99.81	0.19	0	0.00
	Poll		0	0.00	0	0	0.00	0.00	0	0.00
	Postal Ballot (if applicable)		542048	0.03	471552	31708	86.99	5.85	38788	7.16
	<b>Total</b>		<b>1800409482</b>	<b>91.37</b>	<b>1796885635</b>	<b>3485059</b>	<b>99.81</b>	<b>0.19</b>	<b>38788</b>	<b>0.00</b>



**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

April 17, 2017

To,  
**TATA CONSULTANCY SERVICES LIMITED**  
9th Floor, Nirmal Building,  
Nariman Point, Mumbai - 400021

Kind Attn: Mr. Suprakash Mukhopadhyay

Sub. : Postal Ballot

Dear Sir,

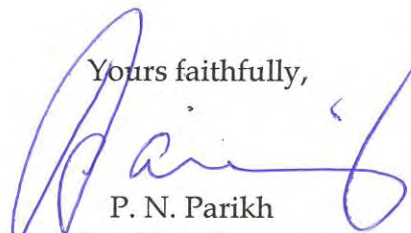
I refer to my appointment as Scrutinizer to conduct the postal ballot process in respect of the Special Resolution for Approval of Buyback of Equity Shares.

I now enclose the following:

- a) My report to the Chairman of the Company on the result of the postal ballots received from shareholders in physical mode and e-voting done through electronic mode.
- b) The register showing the particulars of the physical postal ballots received and processed by the Registrar and Share Transfer Agent of the Company and the e-votes registered on the National Securities Depository Limited ('NSDL') e-voting system in respect of the Special Resolution for Approval of Buyback of Equity Shares.

Thanking you.

Yours faithfully,



P. N. Parikh  
Parikh & Associates

Encl.: As above.



To,  
The Chairman  
**TATA CONSULTANCY SERVICES LIMITED**  
9th Floor, Nirmal Building,  
Nariman Point, Mumbai - 400021

**Report of Scrutinizer**

I, P. N. Parikh, of M/s. Parikh & Associates, Practising Company Secretaries, having my office at 111, 11<sup>th</sup> Floor, Sai Dwar CHS Ltd., Sab TV Lane, Opp. Laxmi Indl. Estate, Off Link Road, Andheri (West), Mumbai 400 053 has been appointed as the Scrutinizer by the Company to conduct the postal ballot process in respect of the Special Resolution for Approval of Buyback of Equity Shares.

The shareholders of the company holding shares as on the "cut-off" date of February 24, 2017 were entitled to vote on the resolution as contained in the Notice.

The voting period for remote e-voting commenced on Friday, March 17, 2017 at 09:00 a.m. (IST) and ended on Saturday, April 15, 2017 at 05:00 p.m. (IST) and the National Securities Depository Limited ('NSDL') e-voting module was disabled thereafter.

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. Votes cast through Physical ballot forms received up to Saturday April 15, 2017, at 05:00 p.m. (IST) were also considered.

I have scrutinized and reviewed the votes cast through remote e-voting based on the data downloaded from the National Securities Depository Limited ('NSDL') e-voting system and the votes cast through physical ballot forms received respectively. I have also reviewed register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014 as amended.

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and rules relating to physical postal ballots and remote e-voting on the resolution contained in the notice of postal ballot.

My responsibility as scrutinizer for the physical postal ballots and remote e-voting is restricted to making a Scrutinizers Report of the votes cast in favour or against the resolution.

I now submit my Report on the result of the voting by postal ballot in physical mode and electronic mode in respect of the Special Resolution for Approval of Buyback of Equity Shares, as under.



Contd....2

**Special Resolution for Approval of Buyback of Equity Shares**

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of valid Votes cast (Shares)	% of total number of valid votes cast
*7,341	1,79,68,85,635	99.81

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of valid Votes cast (Shares)	% of total number of valid votes cast
577	34,85,059	0.19

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
341	38,788

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



Place: Mumbai

Signature:  
Name:

P. N. Parikh  
Scrutinizer

Dated: April 17, 2017

FCS: 327 CP: 1228