



TCS/M&A/SE-9/2015-16

September 1, 2015

The Secretary  
BSE Limited  
P. J. Towers, Dalal Street  
Mumbai - 400 001

**Kind Attention: General Manager  
Department of Corporate Services**

**Scrip Code No. 532540 (BSE)**

Dear Sirs,

**Sub: Scheme of Amalgamation between CMC Limited and Tata Consultancy Services Limited**

**Ref: Filing of approved Scheme of Amalgamation between CMC Limited and Tata Consultancy Services Limited and their respective shareholders (*Scheme*) in terms of Para II of Securities Exchange Board of India ('SEBI') circular CIR/CFD/DIL/5/2013 dated February 4, 2013 (the 'Original SEBI Circular'), as amended vide subsequent Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013 (such Amended Circular being referred to as the 'Amended SEBI Circular') read with BSE Observation letter Ref. No. DCS/AMAL/JS/24(f)/270/2014-15 dated January 15, 2015.**

1. With reference to the above captioned matter, we would like to inform you that the Hon'ble High Court of Judicature at Bombay has, vide its Order dated August 14, 2015 (uploaded on the High Court's website today i.e. September 1, 2015) sanctioned the scheme of amalgamation between CMC Limited ("**Transferor Company**") and Tata Consultancy Services Limited ("**Transferee Company**") and their respective shareholders under sections 391 to 394 of the Companies Act, 1956 ("**Scheme**").
2. Pursuant to the requirements prescribed under Para 5(II) read with Para 2 of Part B of Annexure I to the Original SEBI Circular, we would like to submit/ state the following:
  - a. **Copy of the Scheme approved by the Hon'ble High Court of Judicature at Bombay:**  
A copy of the Order of the Hon'ble High Court of Judicature at Bombay sanctioning the Scheme is attached and marked as **Annexure - A**.

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## **TATA CONSULTANCY SERVICES**

**Tata Consultancy Services Limited**

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Corporate Identification No. (CIN): L22210MH1995PLC084781



b. **Result of voting by shareholders of the Transferee Company for approving the Scheme:**

As mentioned in our Application Letter dated December 3, 2014, paragraph 5.16(a) of the SEBI Circular is not applicable to the Scheme. The Transferee Company vide the said letter had submitted the auditor certificate, duly approved by its board, stating the reasons for non-applicability of par 5.16(a) of the SEBI Circular. Accordingly, there was no requirement to obtain the approval of the public shareholders of the Transferee Company by way of postal ballot and e-voting.

Further, pursuant to the Order of the Hon'ble High Court of Judicature at Bombay dated March 13, 2015, a meeting of the Equity Shareholders of the Transferee Company was duly convened and held on Tuesday, April 28, 2015 at Birla Matushri Sabhagar, 19 Marine Lines, Mumbai – 400 020.

For the purposes of Section 391 of the Companies Act, 1956 (i) 363 Equity Shareholders present (either in person or by proxy) representing 1,51,12,70,804 Equity Shares of ₹ 1 each having a nominal value of ₹ 1,51,12,70,804 voted in favour of the said resolution, (ii) 1 Equity Shareholders present (either in person or by proxy) representing 205 Equity Shares of ₹ 1 each having a nominal value of ₹205 voted against the said resolution and (iii) the ballot papers of 34 Equity Shareholders present (either in person or by proxy) representing 23,50,327 Equity Shares of ₹1 each having a nominal value of ₹ 23,50,327 were rejected as being invalid. Thus, the requisite majority of the Equity Shareholders being **99.99% in number** and **100% in value** of the Equity Shareholders present and voting, have approved the Scheme.

Further, in addition to the right to cast their vote in the court convened meeting by way of poll as per direction of the Hon'ble High Court of Judicature at Bombay, the Equity Shareholders of the Transferee Company have been given the option to cast their vote either through ballot forwarded to them or through e-Voting as per requirements of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement.



The result of the poll (after adding the result of ballot and e-Voting) exercised by the Equity Shareholders on the proposed Scheme of Amalgamation is as under:

Particulars	Number	% of total no. of valid Ballots	No. of Shares	% of total no. of valid shares
Total number of ballots deposited by all Shareholders / Proxies / Authorised Representatives				
a. Through e-voting/ physical ballot	15769	-	19,82,77,093	-
b. Through Poll at the Meeting	398	-	1,51,44,30,072	-
<b>Total number of Ballots</b>	<b>16167</b>	<b>-</b>	<b>1,71,27,07,165</b>	<b>-</b>
Less : Number of Ballots found to be invalid				
a. Through e-voting/ physical ballot	1200	-	1,35,281	-
b. Through Poll at the Meeting	34	-	23,50,327	-
<b>Total number of invalid Ballots</b>	<b>1234</b>	<b>-</b>	<b>24,85,608</b>	<b>-</b>
<b>Total number of Valid Ballots</b>	<b>14933</b>	<b>-</b>	<b>1,70,93,82,760</b>	<b>-</b>
Total number of votes polled in FAVOUR of the Scheme				
a. Through e-voting/ physical Ballot	14277	-	19,79,02,198	-
b. Through Poll at the Meeting	363	-	1,51,12,70,804	-
<b>Total :</b>	<b>14640</b>	<b>98.04</b>	<b>1,70,91,73,002</b>	<b>99.99</b>
Total number of votes polled AGAINST the Scheme				
a. Through e-voting/ physical ballot	292		2,09,553	
b. Through Poll at the Meeting	1		205	
<b>Total:</b>	<b>293</b>	<b>1.96</b>	<b>2,09,758</b>	<b>0.01</b>

The Chairman Report is enclosed as Annexure - B.



**c) Statement explaining changes, if any, and reasons for such changes carried out in the Approved Scheme vis-à-vis the Draft Scheme:**

It is submitted that no change(s) has been carried out in the draft Scheme that was submitted by the Company with the stock exchange and the Hon'ble Bombay High Court, which has been approved by the said Hon'ble High Court without any modification(s).

**d) Status of compliance with the Observation Letter/s of the stock exchanges:**

It is submitted that the Transferee Company has duly complied with the observations made by the stock exchange and SEBI in the Observation Letter dated January 15, 2015. It is reiterated that the Scheme does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956, the rules, regulations and guidelines made under these Acts, and the provisions of the Listing Agreement or the requirements of the stock exchange.

The Transferee Company had duly displayed on its website all the information/documents (including but not limited to the fairness opinion) submitted to the stock exchange vide its Application Letter dated December 3, 2014, from the date of receipt of the Observation Letter. Further, the contents of the Observation letter was brought to the notice of the equity shareholders of the Transferee Company and all relevant authorities as deemed fit, and the same was also mentioned in the necessary application/ petition filed with the Hon'ble High Court of Judicature at Bombay at the time of seeking its sanction to the Scheme.

**e) The application seeking exemption from Rule 19(2)(b) of SCRR, 1957, wherever applicable:**

Not Applicable

**f) Complaints Report as per Annexure II of this Circular:**

The Transferee Company had duly filed the Complaint Report with the stock exchange on December 27, 2014. After filing of the said Complaint Report, the Transferee Company has not received any complaints. A copy of the Complaint Report dated December 27, 2014 filed with the stock exchange as per Annexure II of the Original SEBI Circular is enclosed as **Annexure -C**.

We request you to acknowledge the receipt of this letter and do the needful.

Yours faithfully,  
For Tata Consultancy Services Limited

**Suprakash Mukhopadhyay**  
**Vice President and Company Secretary**  
Encl: As above