



TATA CONSULTANCY SERVICES LIMITED

Registered Office: 9th Floor, Nirmal Building, Nariman Point, Mumbai 400021

CIN: L22210MH1995PLC084781 **Tel:** 91 22 67789595 **Fax:** 91 22 67789660

E-mail: investor.relations@tcs.com **Website:** www.tcs.com

NOTICE

Notice is hereby given that an Extraordinary General Meeting (EGM) of Tata Consultancy Services Limited ("Company"), on the requisition of Tata Sons Limited, which holds 73.26% of the paid-up equity share capital of the Company, will be held on Tuesday, December 13, 2016 at 3:30 p.m. at Yashwantrao Chavan Pratishthan Auditorium, Y. B. Chavan Centre, General Jagannath Bhosle Marg, next to Sachivalaya Gymkhana, Mumbai 400021 to transact the following business:

REMOVAL OF MR. C. P. MISTRY AS DIRECTOR

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 169 and other applicable provisions of the Companies Act, 2013, and the Rules framed thereunder, Mr. Cyrus P. Mistry (Director Identification Number 00010178) be and is hereby removed from the office of Director of the Company with effect from the date of this meeting."

Notes:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), in respect of the business as set out in the Notice is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. The instrument of proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company not less than FORTY-EIGHT HOURS before the commencement of the EGM. A proxy form is annexed to this Notice. Proxies submitted on behalf of limited companies, societies, etc. must be supported by appropriate resolution or authority, as applicable.
4. Members, Proxies and Authorised Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID/Folio No.
5. The Special Notice and Requisition and Nomination letter, both dated November 9, 2016 received from Tata Sons Limited and the Articles of Association of the Company are available for inspection by the members at the Registered Office of the Company between 11.00 am and 1.00 pm on any working day of the Company, except Saturday, up to the date of the meeting. The said documents shall also be available for inspection at the venue of the meeting.
6. In case of joint holders attending the meeting, only such joint holder who is higher in the order of the names as per the Register of Members of the Company will be entitled to vote.
7. Electronic copy of the Notice is being sent to all the members whose email addresses are registered with the Company/depository participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Notice is being sent in the permitted mode. The members may note that this Notice will also be available on the Company's website (www.tcs.com).
8. The route map showing directions to reach the venue of the EGM is annexed and forms part of this Notice.
9. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, as amended from time to time, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the members are provided with the facility to cast their vote electronically, through the e-voting services provided by the National Securities Depository Limited (NSDL), on the resolution set forth in this Notice. The instructions for e-voting are given herein below. Resolution passed by members through e-voting is deemed to have been passed as if it has been passed at the EGM.
10. The Board of Directors has appointed Mr. P. N. Parikh (Membership No. FCS 327) and failing him Mr. Mitesh Dhabliwala, (Membership No. FCS 8331) of M/s. Parikh & Associates, Company Secretaries, as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
11. The facility for voting, either through electronic voting system or polling paper shall also be made available at the EGM and the members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the EGM.
12. The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
13. The instructions for e-voting are as under:
 - A. In case a member receives an e-mail from NSDL (for members whose e-mail addresses are registered with the Company/Depositories):
 - i. Open the e-mail and open the PDF file, viz., "TCS e-voting.pdf", attached with the e-mail with your Client ID or Folio No. as password. The said PDF file contains your User ID and password for e-voting. Please note that the password is an initial password.
 - ii. Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>

TATA CONSULTANCY SERVICES LIMITED

- iii. Click on Shareholder-Login
 - iv. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.
 - v. If you are logging in for the first time, please enter the User ID and password provided in the PDF file attached with the e-mail as initial password. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
 - vi. Once the e-voting home page opens, click on e-Voting> Active Voting Cycles.
 - vii. Select "EVEN" (E-voting Event Number) of Tata Consultancy Services Limited which is 105771. Now you are ready for e-voting as 'Cast Vote' page opens.
 - viii. Cast your vote by selecting the appropriate option and click on "Submit" and also "Confirm" when prompted.
 - ix. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - x. Once the vote on the resolution is cast, the member shall not be allowed to change it subsequently.
 - xi. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution and/or authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to tcs.scrutinizer@gmail.com, with a copy marked to evoting@nsdl.co.in
 - xii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) and e-voting user manual for shareholders available at the Downloads section of www.evoting.nsdl.com or call on toll free no: 1800-222-990.
- B. In case a member receives physical copy of the Notice of the EGM (for members whose e-mail addresses are not registered with the Company/Depositories):
- i. Initial password is provided in the enclosed attendance slip: EVEN (E-voting Event Number)+USER ID and PASSWORD
 - ii. Please follow all steps from Sr. No. 13. A (ii) to (xii) above, to cast your vote.
- C. Other Instructions
- i. The e-voting period commences on Saturday, December 10, 2016 (9.00 a.m. IST) and ends on Monday, December 12, 2016 (5.00 p.m. IST). During this period, members holding shares either in physical form or in dematerialized form, as on Tuesday, December 6, 2016, i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on the resolution is cast by a member, he/she shall not be allowed to change it subsequently or cast vote again.
 - ii. The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the meeting through electronic voting system or polling paper.
 - iii. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then, he/she can use his/her existing User ID and password for casting vote. If you forget your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com
 - iv. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorised by him in writing who shall countersign the same.
 - v. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.tcs.com and on the website of NSDL www.evoting.nsdl.com immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

By Order of the Board of Directors

SUPRAKASH MUKHOPADHYAY
Vice President and Company Secretary

Mumbai, November 17, 2016

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EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

1. Tata Sons Limited, the Requisitionist, has provided the following information in relation to the Special Business proposed to be conducted at the Extraordinary General Meeting of Tata Consultancy Services Limited ("TCSL" or "Company"):
 - (i) Tata Sons Limited is the Promoter of TCSL and holds 73.26% of the equity share capital of TCSL.
 - (ii) Tata Sons Limited is the principal investment holding company and promoter of Tata companies. About 66% of the ordinary share capital of Tata Sons Limited is held by philanthropic trusts, which support education, health, livelihood generation and art and culture. In 2015-16, the revenue of Tata companies, taken together, was over USD 100 billion. These companies collectively employ over 660,000 people. Tata companies are present in over 100 countries spanning 6 continents and operate with a mission '*To improve the quality of life of the communities we serve globally, through long-term stakeholder value creation based on Leadership with Trust.*'
 - (iii) On October 24, 2016, the Board of Directors of Tata Sons Limited passed a resolution to replace Mr. Cyrus P. Mistry as the Executive Chairman of Tata Sons Limited and revoked all his executive powers, fully supported by the three Directors of Tata Sons Limited nominated by the philanthropic trusts (primarily the Sir Dorabji Tata Trust and the Sir Ratan Tata Trust). It may be noted that the Board of Directors of Tata Sons Limited has lost confidence in Mr. Cyrus P. Mistry to lead Tata Sons Limited for a combination of several factors. The Tata Sons' Board, in its collective wisdom, took the decision to replace Mr. Mistry. The Board had felt that the removal of Mr. Mistry as Chairman was absolutely necessary for the future success of the Tata group.
 - (iv) TCSL, of which Tata Sons Limited is the promoter, forms an integral part of the Tata group and enjoys the right to use the 'Tata' brand name by virtue of the Tata Brand Equity and Business Promotion Agreement entered into between TCSL and Tata Sons Limited. Substantial goodwill and benefits accrue to TCSL by such usage of the 'Tata' brand and association with the Tata group.
 - (v) Subsequent to his replacement as Executive Chairman of Tata Sons Limited, Mr. Mistry has made certain unsubstantiated allegations, which cast aspersions not only on Tata Sons Limited and its Board of Directors, but also on the Tata group as a whole, of which TCSL is an integral part. The communication, which was marked as 'confidential', was made public. Mr. Mistry's conduct has caused enormous harm to the Tata group, TCSL and its stakeholders, including employees and shareholders.
 - (vi) Consequently, the Board of Directors of Tata Sons Limited by its resolution dated November 9, 2016 has resolved to propose the removal of Mr. Mistry as Director of TCSL.
2. The Board of Directors of the Company are in agreement with above para 1(vi) of this Explanatory Statement viz., the removal of Mr. Cyrus P. Mistry as Director of the Company, as the same would be in the best interests of the Company.
 3. It may be noted that under Article 90 of the Articles of Association of the Company, Tata Sons Limited, vide its letter dated November 9, 2016, has nominated Mr. Ishaat Hussain as the Chairman of the Board of Directors of the Company, in place of Mr. Cyrus P. Mistry. Consequently, Mr. Cyrus P. Mistry has ceased to be the Chairman of the Board of Directors of the Company and Mr. Ishaat Hussain is the Chairman of the Company with effect from November 9, 2016 until a new Chairman is appointed in his place by Tata Sons Limited.
- Other than Mr. Cyrus P. Mistry (a Director and a member of the Company), none of the other Directors or Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the resolution set out in the Notice.

By Order of the Board of Directors

SUPRAKASH MUKHOPADHYAY

Vice President and Company Secretary

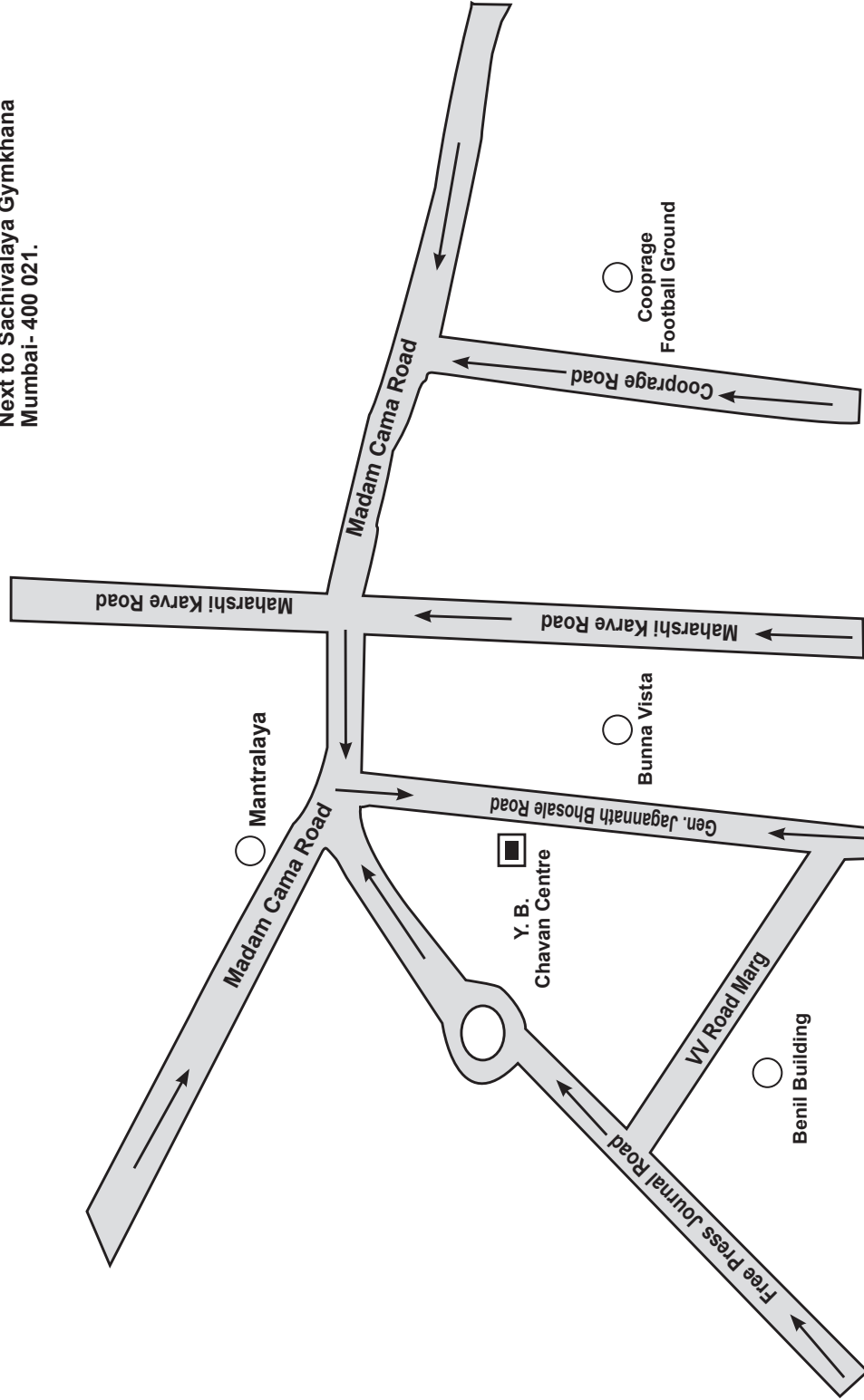
Mumbai, November 17, 2016

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Route map to the venue of the EGM

■ Yashwantrao Chavan Pratishthan Auditorium
Y. B. Chavan Centre
General Jagannath Bhosale Marg
Next to Sachivalaya Gymkhana
Mumbai- 400 021.



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ATTENDANCE SLIP

(To be presented at the entrance)

Extraordinary General Meeting on Tuesday, December 13, 2016 at 3:30 p.m.

at Yashwantrao Chavan Pratishthan, Y. B. Chavan Centre, General Jagannath Bhosle Marg, next to Sachivalaya Gymkhana, Mumbai 400021

Folio No. _____ DP ID No. _____ Client ID No. _____

Name of the Member _____ Signature _____

Name of the Proxyholder _____ Signature _____

1. Only Member/Proxyholder can attend the Meeting.
2. Member/Proxyholder should bring his/her copy of the notice of the EGM for reference at the meeting.

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PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) :

Registered address:

E-mail Id:

Folio No. / Client ID No. : DP ID No.:

I / We, being the member(s) of Shares of Tata Consultancy Services Limited, hereby appoint

1. Name : E-mail Id:

Address :

: Signature: :

or failing him

2. Name : E-mail Id:

Address :

: Signature: :

or failing him

3. Name : E-mail Id:

Address :

: Signature: :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the EGM of the Company to be held on Tuesday, December 13, 2016 at 3:30 p.m. at Yashwantrao Chavan Pratishthan, Y. B. Chavan Centre, General Jagannath Bhosle Marg, next to Sachivalaya Gymkhana, Mumbai 400021 and at any adjournment thereof in respect of resolution as indicated below:

*I wish my above Proxy to vote in the manner indicated in the box below:

| Resolution No | Resolution | For | Against |
|---------------|---|-----|---------|
| 1 | Removal of Mr. C. P. Mistry as Director | | |

Affix
Revenue
Stamp

Signed this day of 2016

Signature of Shareholder.....

Signature of Proxyholder(s).....

NOTES:

1. This Form in order to be effective should be duly completed and deposited at the Registered Office of the Company at 9th Floor, Nirmal Building, Nariman Point, Mumbai 400 021, not less than 48 hours before the commencement of the Meeting.
- 2.* This is only optional. Please put a '✓' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against the above resolution, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
3. Appointing Proxy does not prevent a member from attending in person if he so wishes.
4. In case of jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.