

## POSTAL BALLOT NOTICE AND E-VOTING INFORMATION

NOTICE is hereby given that the Company is seeking approval of the Members of the Company by way of Special Resolution for Buy Back of its fully paid-up Equity Shares of face value of ₹1 each upto 5,61,40,351 Equity Shares, on a proportionate basis through the "Tender Offer" route through Stock Exchange mechanism in accordance with the provisions of the Companies Act, 2013 ("Act"), the Companies (Share Capital and Debentures) Rules, 2014, to the extent applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, as amended from time to time, read with Securities and Exchange Board of India Circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 at a price of ₹2,850 per Equity Share as set out in the Notice of Postal Ballot dated March 3, 2017. The Postal Ballot Notice and the Postal Ballot Form are available on the Company's website <http://on.tcs.com/Buyback-Notice> and can also be downloaded from the following link <https://www.evoting.nsdl.com>. These details are also available on the website of the stock exchanges where the shares of the Company are listed i.e. BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com))

The Postal Ballot Notice, along with other documents as required, has been emailed on March 16, 2017 to Members whose email addresses have been made available by the Depositories or are registered with the Company and sent by permitted mode by March 16, 2017 to Members who have not registered their email address and whose names appear in the Register of Members/ Beneficial Owners received from the Registrar and Share Transfer Agent, National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited as on February 24, 2017 (Cut-off date), seeking approval of the members by way of special resolution for the buyback of Equity Shares as set out in the Notice.

In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations, the Company is pleased to provide voting by electronic means ("e-voting") facility to the Members to enable them to cast their votes using electronic voting system, provided by National Securities Depository Limited ("NSDL").

The e-voting period commences on Friday, March 17, 2017 (9.00 a.m. IST) and ends on Saturday, April 15, 2017 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, February 24, 2017 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 a resolution is cast by the Member, he / she shall not be allowed to change it subsequently or cast vote again. The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on Cut-off date.

For details relating to e-voting, please refer to the Postal Ballot Notice. In case of any queries relating to voting by electronic means, please refer to the Frequently Asked Questions (FAQs) and e-voting user manual for Shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact at toll free no.1800-222-990. In case of any grievances connected with facility for voting by electronic means, please contact Ms. Pallavi Mhatre, Assistant Manager, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013. Email: [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in) or [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in), Tel: 91 22 24994545/ 1800-222-990.

A Member(s) desirous to exercise vote by Postal Ballot may complete the Postal Ballot Form and send it so as to reach the Scrutinizer, Mr. P.N. Parikh of M/s. Parikh & Associates, Practicing Company Secretaries not later than 5:00 p.m. IST on Saturday April 15, 2017. Postal Ballot Form received after this date will be strictly treated as if the reply from such Member has not been received.

Members who have not received the Postal Ballot Notice and Postal Ballot Form may write to the Company at its registered office or to the Registrar and Transfer Agents at TSR Darashaw Limited; Unit: Tata Consultancy Services Limited, 6-10 Haji Moosa Patrawala Ind. Estate, 20 Dr. E. Moses Road, Mahalaxmi, Mumbai - 400 011 or download the same from the Company's website [www.tcs.com](http://www.tcs.com) or from the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

The result of Postal Ballot will be announced on or before Monday, April 17, 2017.

**For TATA CONSULTANCY SERVICES LIMITED**

**Suprakash Mukhopadhyay**

Senior Vice President and Company Secretary

Place : Mumbai

Date : March 16, 2017

**Registered Office:**

9th Floor, Nirmal Building, Nariman Point, Mumbai 400 021.

Tel: 91 2267789595 Fax : 91 22 67789660

Corporate Identity No. (CIN): L22210MH1995PLC084781

Email: [investor.relations@tcs.com](mailto:investor.relations@tcs.com) website: [www.tcs.com](http://www.tcs.com)