

## Notice

Notice is hereby given that the nineteenth Annual General Meeting of Tata Consultancy Services Limited will be held on Friday, June 27, 2014 at 3.30 p.m. at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, New Marine Lines, Mumbai 400 020, to transact the following business:

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended March 31, 2014 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.
2. To confirm the payment of Interim Dividends on Equity Shares and to declare a Final Dividend on Equity Shares for the financial year 2013-14.
3. To declare Dividend on Redeemable Preference Shares for the financial year 2013-14.
4. To appoint a Director in place of Mr. Phiroz Vandrevala, who retires by rotation and, being eligible, offers himself for re-appointment.
5. Appointment of Auditors

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No.117366W/W-100018), be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the twenty-second AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM), at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."

6. **Appointment of Mr. V. Thyagarajan as an Independent Director of the Company**

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. V. Thyagarajan (DIN 00017541), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from June 27, 2014 up to June 26, 2019."

7. **Appointment of Prof. Clayton M. Christensen as an Independent Director of the Company**

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Prof. Clayton M. Christensen (DIN 00020111), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from June 27, 2014 up to June 26, 2019."

8. **Appointment of Dr. Ron Sommer as an Independent Director of the Company**

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Dr. Ron Sommer (DIN 00621387), a non-executive Director of the Company, who has submitted

a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from June 27, 2014 up to June 26, 2019."

**9. Appointment of Mr. O. P. Bhatt as an Independent Director of the Company**

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. O. P. Bhatt (DIN 00548091), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from June 27, 2014 up to June 26, 2019."

**10. Appointment of Dr. Vijay Kelkar as an Independent Director of the Company**

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Dr. Vijay Kelkar (DIN 00011991), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from June 27, 2014 up to May 14, 2017."

**11. Appointment of Mr. Aman Mehta as an Independent Director of the Company**

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Aman Mehta (DIN 00009364), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from June 27, 2014 up to June 26, 2019."

**12. Payment of Commission to Non Whole-time Directors of the Company**

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of section 197 and other applicable provisions, if any, of the Companies Act, 2013 (Act), as amended from time to time, a sum not exceeding one percent per annum of the net profits of the Company calculated in accordance with the provisions of section 198 of the Act, be paid to and distributed amongst the Directors of the Company or some or any of them (other than the Managing Director and Whole-time Directors) in such amounts or proportions and in such manner and in all respects as may be directed by the Board of Directors and such payments shall be made in respect of the profits of the Company for each year, for a period of five years, commencing April 1, 2014."

**13. Appointment of Branch Auditors**

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of section 143(8) and other applicable provisions, if any, of the Companies Act, 2013 (Act), as amended from time to time, the Board be and is hereby authorized to appoint as Branch Auditors of any branch office of the Company, whether existing or which may be opened/acquired hereafter, outside India, in consultation with the Company's Auditors, any person(s) qualified to act as Branch Auditor within the provisions of section 143(8) of the Act and to fix their remuneration."

# TATA CONSULTANCY SERVICES LIMITED

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## Notes:

1. The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (Act) in respect of the business under Item Nos. 5 to 13 of the Notice, is annexed hereto. The relevant details as required under clause 49 of the Listing Agreements entered into with the Stock Exchanges, of persons seeking appointment/re-appointment as Directors under Item No. 4 and Item Nos. 6 to 11 of the Notice, are also annexed.
2. **A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company.** The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. The Register of Members and Transfer Books of the Company will be closed from Tuesday, June 10, 2014 to Friday, June 13, 2014, both days inclusive.
4. If the Final Dividend as recommended by the Board of Directors is approved at the AGM, payment of such dividend will be made on Friday, July 4, 2014 as under:
  - a) To all Beneficial Owners in respect of shares held in dematerialized form as per the data made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours on June 9, 2014;
  - b) To all Members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on June 9, 2014.

In respect of Redeemable Preference Shares (RPS), which were redeemed on March 28, 2014, dividend will be paid on pro-rata basis for the period April 1, 2013 to March 27, 2014 to the holder of RPS whose name appeared on the Company's Register of Members on March 27, 2014.
5. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, TSR DARASHAW Private Limited (TSRDPL) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to TSRDPL.
6. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or TSRDPL for assistance in this regard.
7. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or TSRDPL, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
8. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
9. Members seeking any information with regard to the Accounts, are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
10. Transfer of Unclaimed/Unpaid amounts to the Investor Education and Protection Fund (IEPF):

Pursuant to sections 205A and 205C and other applicable provisions, if any, of the Companies Act, 1956, all unclaimed/unpaid dividend, application money, debenture interest and interest on deposits as well as the principal amount of debentures and deposits, as applicable, remaining unclaimed/unpaid for a period of seven years from the date they became due for payment, in relation to the Company and erstwhile TCS e-Serve Limited, which has amalgamated with the Company, have been transferred to the IEPF established by the Central Government. No claim shall lie against the IEPF or the Company for the amounts so transferred prior to March 31, 2014, nor shall any payment be made in respect of such claim.

Members who have not yet encashed their dividend warrant(s) pertaining to the Final Dividend for the financial year 2006-07 onwards for the Company and erstwhile TCS e-Serve Limited are requested to make their claims without any delay to TSRDPL. It may be noted that the unclaimed Final Dividend for the financial year 2006-07 declared by the Company on June 29, 2007 can be claimed by the shareholders by June 28, 2014 and unclaimed Final Dividend for the financial year 2006-07 declared by TCS e-Serve Limited on December 12, 2007 can be claimed by the Members by December 11, 2014. Members' attention is particularly drawn to the "Corporate Governance" section of the Annual Report in respect of unclaimed dividend.

11. The Notice of the AGM along with the Annual Report 2013-14 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
12. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with TSRDPL/Depositories.
13. In compliance with the provisions of section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all resolutions set forth in this Notice.

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 also open PDF file namely "TCS e-voting.pdf" 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>.
  - 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.
  - 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.
  - vi. 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.
  - vii. Once the e-voting home page opens, click on e-voting> Active Voting Cycles.
  - viii. Select "EVEN" (E-Voting Event Number) of Tata Consultancy Services Limited which is 100215. Now you are ready for e-voting as Cast Vote page opens.
  - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - x. Upon confirmation, the message "Vote cast successfully" will be displayed.
  - xi. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
  - xii. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/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](mailto:tcs.scrutinizer@gmail.com), with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  - xiii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) - Shareholders and e-voting user manual - Shareholders, available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- B. In case a Member receives physical copy of the Notice of AGM (for Members whose email addresses are not registered with the Company/Depositories):
  - i. Initial password is provided in the enclosed ballot form: EVEN (E-Voting Event Number), user ID and password.
  - ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) above, to cast vote.

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### **C. Other Instructions:**

- i. The e-voting period commences on Saturday, June 21, 2014 (9.00 a.m. IST) and ends on Monday, June 23, 2014 (6.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on May 9, 2014, 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 shall not be allowed to change it subsequently.
- ii. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on May 9, 2014.
- iii. Mr. P. N. Parikh, Practicing Company Secretary (Membership No. FCS 327), has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
- iv. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- v. Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. P. N. Parikh, Practicing Company Secretary, (Membership No. FCS 327), at the Registered Office of the Company not later than Monday, June 23, 2014 (6.00 p.m. IST).

Members have the option to request for physical copy of the Ballot Form by sending an e-mail to [investor.relations@tcs.com](mailto:investor.relations@tcs.com) by mentioning their Folio / DP ID and Client ID No. However, the duly completed Ballot Form should reach the Registered Office of the Company not later than Monday, June 23, 2014 (6.00 p.m. IST).

Ballot Form received after this date will be treated as invalid.

A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

- vi. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.tcs.com](http://www.tcs.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) within two days of the passing of the resolutions at the nineteenth AGM of the Company on June 27, 2014 and communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

By Order of the Board of Directors

**SUPRAKASH MUKHOPADHYAY**

*Vice President and Company Secretary*

Mumbai, May 21, 2014

Corporate Identification Number (CIN) : L22210MH1995PLC084781

### **Registered Office:**

9<sup>th</sup> Floor, Nirmal Building

Nariman Point

Mumbai 400 021

Tel: 91 22 6778 9595 Fax: 91 22 6778 9660

E-mail: [investor.relations@tcs.com](mailto:investor.relations@tcs.com), Website: [www.tcs.com](http://www.tcs.com)

## Explanatory Statement

### (Pursuant to section 102 of the Companies Act, 2013)

As required by section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 5 to 13 of the accompanying Notice:

#### **Item No. 5:**

This explanatory statement is provided though strictly not required as per section 102 of the Act.

Deloitte Haskins & Sells (DHS), (ICAI Firm Registration No. 117366W), Chartered Accountants (CAs), Mumbai were appointed as the statutory auditors of the Company for financial year 2013-14 at the Annual General Meeting (AGM) of the Company held on June 28, 2013. DHS converted itself into a Limited Liability Partnership (LLP) under the provisions of the Limited Liability Partnership Act, 2008 and is now known as Deloitte Haskins & Sells LLP (DHS LLP) with effect from November 20, 2013. In terms of the Ministry of Corporate Affairs, Government of India, General Circular No. 9/2013 dated April 30, 2013, if a firm of CAs, being an auditor in a company under the Companies Act, 1956, is converted into an LLP, then such an LLP would be deemed to be the auditor of the said company. The Board of Directors of the Company has taken due note of this change. Accordingly, the audit of the Company for financial year 2013-14 was conducted by DHS LLP.

DHS LLP have been the Auditors of the Company since 2008-09 and have completed a term of six years. Prior to this, Messrs. S. B. Billimoria & Co. (SBB) were the Auditors of the Company from the financial year 2004-05 till financial year 2007-08. SBB was an associate of DHS LLP. As per the provisions of section 139 of the Act, no listed company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. Section 139 of the Act has also provided a period of three years from the date of commencement of the Act to comply with this requirement.

In view of the above, DHS LLP, being eligible for re-appointment and based on the recommendation of the Audit Committee, the Board of Directors has, at its meeting held on April 16, 2014, proposed the appointment of DHS LLP as the statutory auditors of the Company for a period of three years to hold office from the conclusion of this AGM till the conclusion of the twenty-second AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM).

The Board commends the Resolution at Item No. 5 for approval by the Members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP is concerned or interested in the Resolution at Item No. 5 of the accompanying Notice.

#### **Item Nos. 6 to 11:**

The Company had, pursuant to the provisions of clause 49 of the Listing Agreements entered with the Stock Exchanges, appointed Mr. V. Thyagarajan, Prof. Clayton M. Christensen, Dr. Ron Sommer, Mr. O. P. Bhatt, Dr. Vijay Kelkar and Mr. Aman Mehta, as Independent Directors at various times, in compliance with the requirements of the clause.

Pursuant to the provisions of section 149 of the Act, which came in to effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation.

The Nominations Committee has recommended the appointment of these directors as Independent Directors from June 27, 2014 up to June 26, 2019 (except Dr. Vijay Kelkar who retires on May 14, 2017 in accordance with the retirement age policy for Directors of the Company).

Mr. V. Thyagarajan, Prof. Clayton M. Christensen, Dr. Ron Sommer, Mr. O. P. Bhatt, Dr. Vijay Kelkar and Mr. Aman Mehta, non-executive directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, each of these directors fulfil the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and they are independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Directors is now being placed before the Members for their approval.

The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

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A brief profile of the Independent Directors to be appointed is given below:

**Mr. V. Thyagarajan** is a B. Tech (Elec) from IIT Delhi and also holds an MBA from the Indian Institute of Management, Ahmedabad. In a career spanning 38 years, he has held numerous senior positions in GlaxoSmithKline including Marketing Consultant for Europe; Area Marketing Director for Middle East, Africa and Eastern Europe; Managing Director, India; Area Director for South East Asia and South Asia, finally retiring as Senior Vice President and Regional Director, Asia Pacific. He is currently Vice Chairman of GlaxoSmithKline, India and Board Member of Varian Medical Systems Inc., USA.

**Prof. Clayton M. Christensen** is the Kim B. Clark Professor of Business Administration at the Harvard Business School, with a joint appointment in the Technology and Operations Management and General Management faculty groups. Prof. Christensen holds a BA with highest honors in Economics from Brigham Young University (1975), and an M.Phil. in applied econometrics and the economics of less-developed countries from Oxford University (1977), as a Rhodes Scholar. He received an MBA with High Distinction from the Harvard Business School in 1979, graduating as a George F Baker Scholar. He was awarded his DBA from the Harvard Business School in 1992. In 1982, Prof. Christensen was named a White House Fellow, and served as assistant to the U.S. Transportation Secretaries Drew Lewis and Elizabeth Dole. A seasoned entrepreneur, Prof. Christensen has founded a number of successful companies - CPS Corporation, an advanced materials manufacturing company; Innosight, a consulting and training company and Rose Park Advisors, an investment firm; and a think tank, The Christensen Institute. He has also authored several management books and more than a hundred articles.

**Dr. Ron Sommer** began his professional career with the Nixdorf Group in New York, Paderborn and Paris. In 1980, he was appointed as Managing Director of the German subsidiary of the Sony Group. In 1986, he became Chairman of the Management Board of Sony Deutschland and was subsequently appointed President and Chief Operating Officer of Sony Corporation of America in 1990. From May 1995 to July 2002, he served as Chairman of the Management Board of Deutsche Telekom AG. Currently, he is on the Board of several companies in different countries like MTS OJSC in Russia and Munich Reinsurance in Germany. Dr. Sommer received his PhD degree in Mathematics from the University of Vienna, Austria.

**Mr. O. P. Bhatt** is a graduate in Science and a post graduate in English Literature. He has served as Chairman, State Bank Group, which includes State Bank of India (SBI), India's largest commercial bank; five associate banks in India; five overseas banks; SBI Life, the country's largest private life insurer; SBI Capital Markets, India's leading investment bank; SBI Fund Management; and other subsidiaries spanning diverse activities, from general insurance to custodial services. Mr. Bhatt led SBI during challenging times. Under his leadership, SBI rose on the global list rankings of Fortune 500. He was also Chairman of Indian Banks' Association, the apex body of Indian banks and has served as India's economic diplomacy as government's nominee on the India-US CEO Forum, Indo-French CEO Forum and Indo-Russia CEO Forum, forging links with a cross section of the world's business leaders. He is a Governor on the Board of Centre for Creative Leadership, USA. He was nominated Banker of the Year by Business Standard and Indian of the Year for Business in 2007 by CNN-IBN.

**Dr. Vijay Kelkar** is a PhD from the University of California at Berkeley. Dr. Kelkar joined the Planning Commission in 1973 and thereafter the Commerce Ministry in 1977 as Economic Advisor, and has since then served in various posts including Secretary to the Economic Advisory Council to the Prime Minister between 1985 and 1988. In 1994, he served as Petroleum Secretary and was made Finance Secretary in 1998. He was an executive director in the International Monetary Fund (IMF), overseeing its operations in South Asia during 2000-02. Dr. Kelkar has retired as Chairman, Finance Commission, in the rank of a Union Cabinet Minister. He has held several other key positions in the Government of India, amongst them Advisor to the Minister of Finance; Finance Secretary; Chairman, Tariff Commission and Secretary, Ministry of Petroleum and Natural Gas. He was elected as the Chairman of the Forum of Federations, Ottawa, Canada (2010-13). In January 2011, the President of India awarded Dr. Vijay L. Kelkar "PADMA VIBHUSHAN", the second highest Civilian Award for distinguished and exceptional service to the Nation.

**Mr. Aman Mehta** graduated from Delhi University with an Economics degree in 1967. He has over 36 years of experience in various positions with the HSBC Group, from where he retired in January 2004 as CEO, Asia Pacific. He has wide experience in the field of Banking and Finance. Mr. Mehta occupies himself primarily with corporate governance, with board and advisory role in a range of companies and institutions in India as well as overseas.

Other details of the Independent Directors whose appointment is proposed at Item Nos. 6 to 11 of the accompanying Notice, have been given in the annexure attached.

Mr. V. Thyagarajan, Prof. Clayton M. Christensen, Dr. Ron Sommer, Mr. O. P. Bhatt, Dr. Vijay Kelkar and Mr. Aman Mehta, respectively, are concerned or interested in the Resolutions of the accompanying Notice relating to their own appointment.

**Item No. 12:**

At the Annual General Meeting of the Company held on June 30, 2009, the Members had approved of the payment of commission to non Whole-time Directors of the Company not exceeding one percent per annum of the net profits of the Company for a period of five years commencing from April 1, 2009. It is proposed to continue with the payment of Commission to non Whole-time Directors of the Company. Accordingly, it is proposed that in terms of section 197 of the Act, the Directors (apart from the Managing Director and Whole-time Directors) be paid, for each of the five consecutive financial years commencing April 1, 2014, remuneration not exceeding one percent per annum of the net profits of the Company computed in accordance with the provisions of the Act. This remuneration will be distributed amongst all or some of the Directors in accordance with the directions given by the Board.

All the Directors of the Company except the Chief Executive Officer and Managing Director are concerned or interested in the Resolution at Item No. 12 of the Notice to the extent of the remuneration that may be received by each of them.

**Item No. 13:**

The Company has branches outside India and may also open/acquire new branches outside India in future. It may be necessary to appoint branch auditors for carrying out the audit of the accounts of such branches. The Members are requested to authorize the Board of Directors of the Company to appoint branch auditors in consultation with the Company's Auditors and fix their remuneration.

The Board commends the Resolution at Item No.13 for approval by the Members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP is concerned or interested in the Resolution at Item No.13 of the accompanying Notice.

By Order of the Board of Directors

**SUPRAKASH MUKHOPADHYAY**

*Vice President and Company Secretary*

Mumbai, May 21, 2014

Corporate Identification Number (CIN) : L22210MH1995PLC084781

**Registered Office:**

9<sup>th</sup> Floor, Nirmal Building

Nariman Point

Mumbai 400 021

Tel: 91 22 6778 9595 Fax: 91 22 6778 9660

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



**Details of Directors Seeking Appointment/Re-appointment at the Annual General Meeting**

Particulars	Mr. P. A. Vandrevala	Dr. Vijay Kelkar	Mr. Aman Mehta	Mr. O. P. Bhatt	Prof. Clayton M. Christensen	Dr. Ron Sommer	Mr. V. Thyagarajan
Date of Birth	December 8, 1953	May 15, 1942	September 1, 1946	March 7, 1951	April 6, 1952	July 29, 1949	April 19, 1946
Date of Appointment	May 13, 2011	January 5, 2010	May 5, 2004	April 2, 2012	January 12, 2006	September 5, 2006	September 5, 2005
Qualifications	Bachelor's degree in Commerce (Honours), ACA	B.S. from University of Pune, M.S. from University of Minnesota, U.S.A., PhD in Development Economics from the University of California at Berkeley	Bachelor's degree in Economics from Delhi University	Graduate degree in Science, Post Graduate degree in English Literature (Gold Medal)	B.A. (Economics), M.Phil. (Economics), MBA and DBA from Harvard Business School	PhD in Mathematics	B. Tech (Elec) and M.B.A. from the Indian Institute of Management, Ahmedabad
Expertise in specific functional areas	Wide experience in the software industry	Retired senior bureaucrat in the Government of India	Wide experience in Banking and Finance	Wide experience in Banking and Financial Markets	Professor at Harvard Business School. Expertise in Technology and Operations Management and General Management	Wide experience in Telecom and Business	Wide experience in Marketing and Corporate Management in India and Overseas
Directorships held in other companies (excluding foreign companies)	<ul style="list-style-type: none"> <li>Punj Lloyd Limited</li> <li>Jubilant FoodWorks Limited</li> </ul>	<ul style="list-style-type: none"> <li>Lupin Limited</li> <li>JSW Steel Limited</li> <li>Green Infra Limited</li> <li>JM Financial Limited</li> <li>Britannia Industries Limited</li> <li>Go Airlines (India) Limited</li> <li>Tata Chemicals Limited</li> <li>CSIR-Tech Private Limited</li> <li>Indian Institute for Human Settlements</li> </ul>	<ul style="list-style-type: none"> <li>Wockhardt Limited</li> <li>Jet Airways (India) Limited</li> <li>Godrej Consumer Products Limited</li> <li>Cairn India Limited</li> <li>Max India Limited</li> </ul>	<ul style="list-style-type: none"> <li>Oil and Natural Gas Corporation Limited</li> <li>Hindustan Unilever Limited</li> <li>Tata Steel Limited</li> </ul>	Nil	<ul style="list-style-type: none"> <li>Sistema Shyam TeleServices Limited</li> </ul>	<ul style="list-style-type: none"> <li>GlaxoSmithKline Pharmaceuticals Limited</li> <li>Connexios Life Sciences Private Limited</li> <li>Indegene Lifesystems Private Limited</li> </ul>
Memberships/Chairmanships of committees of other companies (includes only Audit Committee and Shareholders/Investors Grievance Committee)	<b>Audit Committee</b> <ul style="list-style-type: none"> <li>Punj Lloyd Limited</li> </ul> <b>Shareholders/Investors Grievance Committee</b> <ul style="list-style-type: none"> <li>JM Financial Limited</li> <li>Lupin Limited*</li> </ul>	<b>Audit Committee</b> <ul style="list-style-type: none"> <li>Wockhardt Limited</li> <li>Jet Airways (India) Limited*</li> <li>Godrej Consumer Products Limited</li> <li>Cairn India Limited*</li> </ul> <b>Shareholders/Investors Grievance Committee</b> <ul style="list-style-type: none"> <li>JM Financial Limited</li> <li>Lupin Limited*</li> </ul>	<b>Audit Committee</b> <ul style="list-style-type: none"> <li>Wockhardt Limited</li> <li>Jet Airways (India) Limited*</li> <li>Godrej Consumer Products Limited</li> <li>Cairn India Limited*</li> </ul>	<b>Audit Committee</b> <ul style="list-style-type: none"> <li>Hindustan Unilever Limited</li> <li>Oil and Natural Gas Corporation Limited</li> <li>Tata Steel Limited</li> </ul> <b>Shareholders/Investors Grievance Committee</b> <ul style="list-style-type: none"> <li>Hindustan Unilever Limited*</li> <li>Oil and Natural Gas Corporation Limited</li> </ul>	Nil	Nil	<b>Audit Committee</b> <ul style="list-style-type: none"> <li>GlaxoSmithKline Pharmaceuticals Limited</li> </ul>
Number of shares held in the Company	Nil	Nil	Nil	Nil	Nil	Nil	Nil

\* Chairman of the Committee