

TCS/M&A/C24 (f)/BSE -1/2014-15

July 30, 2014

The General Manager,
Department of Corporate Services,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai – 400 001

Dear Sir,

Ref: Application under Clause 24(f) of the Listing Agreement for the proposed Scheme of Amalgamation between WTI Advanced Technology Limited and Tata Consultancy Services Limited.

Sub: Confirmation by Company Secretary for compliance with Clause 24(f) of the Listing Agreement

In connection with the above application, we hereby confirm that:

- a) The proposed scheme of amalgamation 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 as explained in clause 24(g) of the Listing agreement or the requirements of BSE Limited.
- b) In the explanatory statement to be forwarded by the company (if applicable) to the shareholders u/s 393 or accompanying a proposed resolution to be passed u/s 100 of the Companies Act, if required, it shall disclose:
 - i) the pre and post-arrangement or amalgamation (expected) capital structure and shareholding pattern and
 - ii) the “fairness opinion” obtained from an Independent merchant banker on valuation of assets / shares done by the valuer for the company and unlisted company.
 - iii) The Complaint report as per Annexure III.
 - iv) The observation letter issued by the stock exchange
- c) The draft scheme of amalgamation/ arrangement together with all documents mentioned in Clause 5.16 (c) SEBI Circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013, has been disseminated on company’s website as per www.tcs.com given hereunder:

TATA CONSULTANCY SERVICES

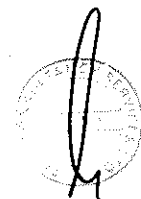
Tata Consultancy Services Limited

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Registered Office: 11th Floor, Narayan Point, Narayan Point, Mumbai - 400 011

Corporate Identity Number: U12201MH1995PLC000009





- d) The company shall disclose the observation letter of the stock exchange on its website within 24 hours of receiving the same.
- e) The company shall obtain shareholders' approval by way of special resolution passed through postal ballot/ e-voting. Further, the company shall proceed with the draft scheme only if the vote cast by the public shareholders in favor of the proposal is more than the number of votes cast by public shareholders against it **(if applicable)**
- f) The documents filed by the Company with the Exchange are same/ similar/ identical in all respect, which have been filled by the Company with Registrar of Companies/SEBI/Reserve Bank of India, wherever applicable.
- g) There will be no alteration in the Share Capital of the unlisted transferor company from the one given in the draft scheme of amalgamation/ arrangement.

For **Tata Consultancy Services Limited**

A handwritten signature in black ink, appearing to read "Suprakash".

Suprakash Mukhopadhyay
Vice President and Company Secretary

