July 5, 2018

TCS/SE/79/2018-19

National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Mumbai
Kind Attn: Manager, Listing Department

BSE Limited
P. J. Towers, Dalal Street,
Mumbai
Kind Attn: General Manager
Department of Corporate Services
Scrip Code No. 532540 (BSE)

Sub: Postal Ballot Notice – Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

Dear Sirs,

This is further to our letter no. TCS/SE/66/2018-19 dated June 15, 2018, informing the Stock Exchanges about the decision of the Board of Directors of the Company to buy-back upto 7,61,90,476 fully paid-up equity shares of face value of ₹1 each ("**Equity Shares**") from the members holding equity shares on a proportionate basis through the "Tender Offer" route through stock exchange mechanism.

In terms of Regulation 30 of the SEBI Listing Regulations, we enclose a copy each of the Postal Ballot Notice and Postal Ballot Form sent to the members by the permitted mode today. The said documents were sent to the Members whose names appeared in the Register of Members/ Beneficial Owners received from the Registrar and Share Transfer Agent (TSR Darashaw Limited), National Securities Depositories Limited ("**NSDL**") and the Central Depository Services (India) Limited as on Friday, June 15, 2018 i.e. Cut-off date.

The Company has engaged the services of NSDL for the purpose of providing e-voting facility to Members. The voting through Postal Ballot and e-voting will commence from 9.00 a.m. (IST) on Friday, July 6, 2018 and end at 5.00 p.m. (IST) on Saturday, August 4, 2018.

TATA CONSULTANCY SERVICES
Tata Consultancy Services Limited
9th Floor Nirmal Building Nariman Point Mumbai 400 021
Tel 91 22 6778 9595 Fax 91 22 6778 9660 e-mail corporate.office@tcs.com website www.tcs.com
Corporate Identification No. (CIN): L22210MH1995PLC084781

The above documents are also available on the website of the Company: https://www.tcs.com/events/tcs-buyback-2018

This is for your information and record.

Thanking you,

Yours faithfully,
For **Tata Consultancy Services Limited**

Rajendra Moholkar
Company Secretary

Encl: 1. Postal Ballot Notice
2. Postal Ballot Form

cc:
1. National Securities Depository Limited
2. Central Depository Services (India) Limited
3. TSR Darashaw Limited

TATA CONSULTANCY SERVICES LIMITED

Registered Office: 9th Floor, Nirmal Building, Nariman Point, Mumbai 400 021
Corporate Identity Number (CIN): L22210MH1995PLC084781; **Tel:** 91 22 6778 9595
E-mail: investor.relations@tcs.com; **Website:** www.tcs.com

NOTICE OF POSTAL BALLOT

Dear Members,

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 ("**Act**") and other applicable provisions, if any, of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**Rules**"), as amended from time to time, that the Resolution appended below for seeking approval for Buyback of Equity Shares, is proposed to be passed as a Special Resolution by the Members of Tata Consultancy Services Limited ("**Company**") by way of Postal Ballot including voting by electronic means ("**e-voting**").

An explanatory statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolution setting out the material facts and reasons thereof, is appended along with a postal ballot form ("**Postal Ballot Form**"). Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company at its meeting held on June 15, 2018, has appointed Mr. P. N. Parikh (Membership No. FCS 327) and failing him Mr. Mitesh Dhabliwala (Membership No. FCS 8331) of Parikh & Associates, Practicing Company Secretaries, as the Scrutinizer to conduct the Postal Ballot and e-voting process in a fair and transparent manner.

The Members are requested to carefully read the instructions indicated in the Notice and printed overleaf of the Postal Ballot Form and record their assent (for) or dissent (against) in the Postal Ballot Form and return the same, in original duly completed and signed, in the enclosed postage prepaid self-addressed business reply envelope, so as to reach the Scrutinizer, on or before 5.00 p.m. (IST) on Saturday, August 4, 2018. Postal Ballot Forms received after that date will be strictly treated as if a reply from such Member has not been received.

In compliance with the provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Rules and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is also offering facility of e-voting to all Members to enable them to cast their votes electronically. Members are requested to follow the procedure as stated in the Notes for casting of votes by e-voting.

Upon completion of the scrutiny of the Postal Ballot Forms and votes cast through e-voting, the Scrutinizer will submit his report to the Chairman or any person authorized by him. The results of the Postal Ballot will be announced on or before 5:00 p.m. (IST) Monday, August 6, 2018. The said results would be displayed at the Registered Office of the Company, intimated to the National Stock Exchange of India Limited and the BSE Limited where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website https://www.tcs.com/events/tcs-buyback-2018 and on the website of National Securities Depository Limited (NSDL) www.evoting.nsdl.com

RESOLUTION:

APPROVAL FOR BUYBACK OF EQUITY SHARES

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to Article 11 of the Articles of Association of the Company and the provisions of Sections 68, 69, 70 and 110 and all other applicable provisions, if any, of the Companies Act, 2013 ("**Act**"), the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Management and Administration) Rules, 2014, to the extent applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in compliance with the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 ("**Buyback Regulations**"), as amended from time to time, and subject to such other approvals, permissions, sanctions and exemptions as may be necessary and subject to such conditions and modifications, if any, as may be prescribed or imposed by the appropriate authorities while granting such approvals, permissions, sanctions and exemptions, which may be agreed to by the Board of Directors of the Company ("**Board**", which expression shall include any Committee constituted/to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution), consent of the Members be and is hereby accorded for the buyback by the Company of its fully paid-up equity shares of face value of ₹1 (Rupee One) each ("**Equity Shares**") up to 7,61,90,476 (Seven crore sixty one lakh ninety thousand four hundred and seventy six) Equity Shares (representing 1.99% of the total issued and paid-up equity share capital of the Company) at a price of ₹2,100 (Rupees two thousand one hundred only) per Equity Share payable in cash for an aggregate consideration not exceeding ₹16,000 crore (Rupees sixteen thousand crore only) excluding transaction costs viz. brokerage, applicable taxes such as securities transaction tax, goods and services tax, stamp duty, etc., which is not exceeding 25% of the aggregate of the paid-up share capital and

free reserves as per the audited financial statements of the Company as on March 31, 2018, out of the free reserves of the Company (retained earnings) and/or such other source as may be permitted by the Buyback Regulations or the Act, from the Members of the Company, as on the record date, on a proportionate basis, through the Tender Offer route through Stock Exchange mechanism as prescribed under the Buyback Regulations ("**Buyback**")."

"**RESOLVED FURTHER THAT** the Company, to the extent legally permissible, implement the Buyback using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015."

"**RESOLVED FURTHER THAT** the Company may buyback Equity Shares from all the existing Members holding Equity Shares of the Company on a proportionate basis, provided that 15% (fifteen percent) of the number of Equity Shares which the Company proposes to Buyback or number of Equity Shares entitled as per the shareholding of small shareholders as on the record date, whichever is higher, shall be reserved for the small shareholders, as prescribed under Regulation 6 of the Buyback Regulations."

"**RESOLVED FURTHER THAT** the Buyback of Equity Shares from non-resident Members of the Company, including Overseas Corporate Bodies (OCBs), Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors (FPIs), Members of foreign nationality, etc., shall be subject to such approvals if, and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India ("**RBI**") under the Foreign Exchange Management Act, 1999 and the rules, regulations framed thereunder, if any."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the power(s) conferred hereinabove as it may in its absolute discretion deem fit, to any Committee of Director(s)/ any one or more Director(s)/Officer(s)/Authorised Representative(s) ("**Buyback Committee**") of the Company in order to give effect to this resolution, including but not limited to finalizing the terms of the Buyback such as record date, entitlement ratio, the time frame for completion of Buyback; appointment of brokers, lawyers, depository participants, escrow agents, advisors, consultants/ intermediaries/agencies, as may be required, for implementation of the Buyback; preparation, finalizing, signing and filing of the Public Announcement, Draft Letter of Offer/Letter of Offer with the Securities and Exchange Board of India ("**SEBI**"), the stock exchanges where the Equity Shares are listed and other appropriate authorities and to make all necessary applications to the appropriate authorities for their approvals including but not limited to approvals as may be required from SEBI, RBI under the Foreign Exchange Management Act, 1999 and the rules, regulations framed thereunder; and to initiate all necessary actions for preparation and issue of various documents including letter of offer, opening, operation and closure of necessary bank accounts including escrow account, entering into agreements, release of public announcement, filing of declaration of solvency, obtaining all necessary certificates and reports from statutory auditors and other third parties as required under applicable law, extinguishment of dematerialized shares and physical destruction of share certificates in respect of the Equity Shares bought back by the Company, and such other undertakings, agreements, papers, documents and correspondence, under the Common Seal of the Company, as may be required to be filed in connection with the Buyback with SEBI, RBI, stock exchanges, Registrar of Companies, Depositories and/or other regulators and statutory authorities as may be required from time to time".

"**RESOLVED FURTHER THAT** nothing contained herein shall confer any right on the part of any Members to offer and/or any obligation on the part of the Company or the Board or the Buyback Committee to Buyback any shares, and/or impair any power of the Company or the Board or the Buyback Committee to terminate any process in relation to such Buyback, if so permissible by law."

"**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board and the Buyback Committee be and are hereby empowered and authorised severally on behalf of the Company to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements or any conditions laid down by any authority while giving its approval as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as the Board and /or any person authorised by the Board of Directors may, in absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution."

By Order of the Board of Directors

Rajendra Moholkar
Company Secretary

Mumbai, June 15, 2018

Registered office:
9th Floor, Nirmal Building,
Nariman Point, Mumbai 400 021
CIN: L22210MH1995PLC084781
Tel: 91 22 6778 9595
E-mail: investor.relations@tcs.com; website: www.tcs.com

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ("**Act**") stating material facts and reasons for the proposed resolution is annexed hereto. It also contains all the disclosures as specified in the SEBI (Buy Back of Securities) Regulations, 1998.

2. This Notice along with the Postal Ballot Form is being sent by electronic mode to those Members, whose e-mail addresses are registered with the Company/Depositories, unless any Member has registered 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. Members may note that this Notice also will be available on the Company's website, https://www.tcs.com/events/tcs-buyback-2018 and on the website of National Securities Depository Limited ("**NSDL**"), www.evoting.nsdl.com

3. Voting rights will be reckoned on the paid-up value of equity shares registered in the name of the Members on Friday, June 15, 2018 ("**Cut-off date**"). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by Postal Ballot or e-voting.

4. 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 ("**Rules**"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide voting by electronic means ("**e-voting**") facility to the Members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide e-voting facility to its Members.

5. Members can opt for only one mode of voting i.e. either Postal Ballot Form or e-voting. In case, any Member cast his votes both by Postal Ballot Form and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot Form shall be considered invalid.

6. The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for receipt of duly completed Postal Ballot Form or e-voting i.e. Saturday, August 4, 2018.

7. A member cannot exercise his vote by proxy on Postal Ballot.

8. Members desiring to exercise their vote by Postal Ballot Form are requested to carefully read the instructions printed overleaf on the Postal Ballot Form and return the said Form duly completed and signed, in the enclosed postage prepaid self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than 5.00 p.m. (IST) on Saturday, August 4, 2018. The postage will be borne by the Company. However, envelopes containing Postal Ballot Form, if sent by courier or registered/speed post or deposited personally at the address given on the self-addressed Business Reply Envelope at the expense of the Members will also be accepted. If any Postal Ballot Form is received after 5.00 p.m. (IST) on Saturday, August 4, 2018, it will be considered that no reply from the Member has been received. Additionally, please note that the Postal Ballot Forms shall be considered invalid if (i) it is not possible to determine without any doubt the assent or dissent of the Member; and/or (ii) a competent authority has given directions in writing to the Company to freeze the voting rights of the Member; and/or (iii) it is defaced or mutilated in such a way that its identity as a genuine form cannot be established; and/or (iv) the Member has made any amendment to the resolution set out herein or imposed any condition while exercising his vote; and/or (v) the details provided in the form are incomplete or incorrect.

9. Members who have received the Postal Ballot Notice by e-mail and who wish to vote through Physical Form may download the Postal Ballot Form attached in the e-mail or from the link www.evoting.nsdl.com or from the Company's website https://www.tcs.com/events/tcs-buyback-2018 and send the duly completed and signed Postal Ballot Form to the Scrutinizer so as to reach on or before 5.00 p.m. (IST) Saturday, August 4, 2018.

10. In case, a Member is desirous of obtaining a duplicate Postal Ballot Form, the Member may write to the Company at its registered office or its Registrar and Share Transfer Agents: TSR Darashaw Limited; Unit: Tata Consultancy Services Limited, 6-10 Haji Moosa Patrawala Ind. Estate, 20 Dr. E. Moses Road, Mahalaxmi, Mumbai - 400 011.

11. The documents referred to in the Explanatory Statement such as the Memorandum and Articles of Association of the Company, the Auditors Report dated June 15, 2018 and the audited financial statements of the Company as on March 31, 2018, will be available for inspection at the Company's registered office from Friday, July 6, 2018 between 11.00 a.m. and 1.00 p.m. on any working day of the Company, except Saturday and holidays, till Saturday, August 4, 2018.

12. The instructions for e-voting are as under:

    The details of the process and manner for remote e-voting are explained herein below:

    Step 1: Log-in to NSDL e-voting system at https://www.evoting.nsdl.com/

    Step 2: Cast your vote electronically on NSDL e-voting system.

Details on Step 1 are mentioned below:

How to Log-in to NSDL e-voting website?

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile phone.
2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the Company For example, if EVEN is 101456 and folio number is 001*** then user ID is 101456001***

5. Your password details are given below:
   a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
   b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on "**Forgot User Details/Password**?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com
   b) "**Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com

   If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-voting will open.

Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company, which is 108477
4. Now you are ready for e-voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Members

1. 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. with the attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to tcs.scrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

13. Other Instructions:

i. The e-voting period commences from 9.00 a.m. (IST) on Friday, July 6, 2018 to 5.00 p.m. (IST) on Saturday, August 4, 2018. During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, June 15, 2018 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.

ii. The Scrutinizer shall, immediately after the conclusion of voting through Postal Ballot, first count the votes cast, 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 a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or any person authorised by him, who shall countersign the same. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final and binding.

iii. The results declared along with the Scrutinizer's Report shall be placed on the Company's website https://www.tcs.com/events/tcs-buyback-2018 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. The results shall also be displayed on the notice board at the Registered Office of the Company.

EXPLANATORY STATEMENT

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

APPROVAL FOR BUYBACK OF EQUITY SHARES

The Board of Directors of the Company at its meeting held on Friday, June 15, 2018 (**"Board Meeting"**) has, subject to the approval of the Members of the Company by way of Special Resolution and subject to such approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, approved buyback of fully paid-up Equity Shares of face value of ₹1 (Rupee One) each (**"Equity Shares"**) up to 7,61,90,476 (Seven crore sixty one lakh ninety thousand four hundred and seventy six) Equity Shares, on a proportionate basis through the "Tender Offer" route through Stock Exchange mechanism in accordance with the Act, the Companies (Share Capital and Debentures) Rules, 2014, Companies (Management and Administration) Rules, 2014, to the extent applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, (**"Buyback Regulations"**), as amended from time to time, read with the Securities and Exchange Board of India Circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 (**"SEBI Circular"**) at a price of ₹2,100 (Rupees two thousand one hundred only) per Equity Share payable in cash for an aggregate consideration not exceeding ₹16,000 crore (Rupees Sixteen thousand crore only) (**"Offer Size"**) excluding transaction costs viz. brokerage, applicable taxes such as securities transaction tax, goods and services tax, stamp duty, etc. (**"Buyback"**). The Buyback is within 25% of the aggregate of paid-up capital and free reserves of the Company as per audited financial statements of the Company as on March 31, 2018 (the last audited financial statements available as on the date of Board Meeting recommending the proposal of the Buyback). The Offer Size of the Buyback constitutes 21.54% of the aggregate paid-up share capital and free reserves of the Company, and represents 1.99% of the total issued and paid-up equity share capital of the Company.

Since the Buyback is more than 10% of the total paid-up equity share capital and free reserves of the Company, in terms of Section 68(2)(b) of the Act, it is necessary to obtain the consent of the Members of the Company, for the Buyback, by way of a special resolution. Accordingly, the Company is seeking your consent by means of postal ballot for the aforesaid proposal as contained in the Resolution provided in this Notice.

Requisite details relating to the Buyback are given below:

(a) Objective of the Buyback

The current Buyback is a capital allocation decision taken with the objective of improving the Company's Return on Equity and increasing shareholder value in the longer term.

(b) Maximum number of securities that the Company proposes to buyback

The Company proposes to buyback up to 7,61,90,476 (Seven crore sixty one lakh ninety thousand four hundred and seventy six) Equity Shares of face value of ₹1 (Rupee One) each of the Company.

(c) Buyback Price and basis of determining the price of the Buyback

The Equity Shares of the Company are proposed to be bought back at a price of ₹2,100 (Rupees two thousand one hundred only) per share (**"Offer Price"**). The Offer Price has been arrived at after considering various factors including, but not limited to the trends in the volume weighted average prices and closing price of the Equity Shares on the BSE Limited (**"BSE"**) and the National Stock Exchange of India Limited (**"NSE"**) where the Equity Shares of the Company are listed, the net worth of the Company, price earnings ratio, impact on other financial parameters and the possible impact of Buyback on the earnings per share.

The Offer Price represents:

(i) Premium of 31.72% and 32.21% to the volume weighted average market price of the Equity Share on BSE and NSE, respectively, during the three months preceding the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buyback.

(ii) Premium of 17.91% over the closing price of the Equity Share on BSE and NSE, as on June 12, 2018, being the date on which the Company intimated to the Stock Exchanges of the date of the Meeting of the Board of Directors wherein proposal of the Buyback was considered.

The Company confirms that as required under Section 68(2)(d) of the Act, the ratio of the aggregate of secured and unsecured debts owed by the Company will not be more than twice the paid-up capital and free reserves after the Buyback.

(d) Maximum amount required for Buyback, its percentage of the total paid-up capital and free reserves and source of funds from which Buyback would be financed

The maximum amount required for Buyback will not exceed ₹16,000 crore (Rupees sixteen thousand crore only) excluding transaction costs viz. brokerage, applicable taxes such as securities transaction tax, goods and services tax, stamp duty, etc. The said amount works out to 21.54% of the aggregate of the fully paid-up share capital and free reserves as per the audited financial statements of the Company as on March 31, 2018 which is within the prescribed limit of 25%.

The funds for the implementation of the proposed Buyback will be sourced out of the free reserves of the Company (retained earnings) and/or such other source as may be permitted by the Buyback Regulations or the Act.

The Company shall transfer from its free reserves, a sum equal to the nominal value of the equity shares so bought back to the Capital Redemption Reserve Account and details of such transfer shall be disclosed in its subsequent audited financial statements.

The funds borrowed, if any, from banks and financial institutions will not be used for the Buyback.

(e) Method to be adopted for the Buyback

The Buyback shall be on a proportionate basis through the "Tender Offer" route, as prescribed under the Buyback Regulations, to the extent permissible, and the "Mechanism for acquisition of shares through Stock Exchanges" as prescribed under the SEBI Circular. The Buyback will be implemented in accordance with the Act read with the rules framed thereunder, the Buyback Regulations and on such terms and conditions as may be deemed fit by the Company.

As required under the Buyback Regulations, the Company will announce a record date ("**Record Date**") for determining the names of the Members holding Equity Shares of the Company who will be eligible to participate in the Buyback ("**Eligible Shareholder(s)**"). Consequent to the approval of the Buyback, Eligible Shareholders will receive a Letter of Offer along with a Tender/Offer Form indicating their entitlement.

The Equity Shares to be bought back is divided in two categories:

(i) Reserved category for small shareholders; and

(ii) General category for all other shareholders.

As defined in Regulation 2(1)(la) of the Buyback Regulations, a "small shareholder" is a shareholder who holds equity shares having market value, on the basis of closing price on Stock Exchanges having highest trading volume as on the Record Date, of not more than ₹2,00,000 (Rupees two lakhs only).

In accordance with Regulation 6 of the Buyback Regulations, 15% (Fifteen percent) of the number of Equity Shares which the Company proposes to buyback or such number of Equity Shares entitled as per the shareholding of small shareholders as on the Record Date, whichever is higher, shall be reserved for the small shareholders as part of this Buyback.

Based on the holding on the Record Date, the Company will determine the entitlement of each Eligible Shareholder to tender their shares in the Buyback. This entitlement for each Eligible Shareholder will be calculated based on the number of Equity Shares held by the respective shareholder as on the Record Date and the ratio of the Buyback applicable in the category to which such shareholder belongs.

Shareholders' participation in Buyback will be voluntary. Eligible Shareholder(s) holding Equity Shares of the Company can choose to participate and get cash in lieu of shares to be accepted under the Buyback or they may choose not to participate. Eligible Shareholder(s) holding Equity Shares of the Company may also accept a part of their entitlement. Eligible Shareholder(s) holding equity shares of the Company also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other shareholders, if any.

The maximum tender under the Buyback by any Eligible Shareholder cannot exceed the number of Equity Shares held by the shareholder as on the Record Date.

The equity shares tendered as per the entitlement by Eligible Shareholder(s) holding equity shares of the Company as well as additional shares tendered, if any, will be accepted as per the procedure laid down in Buyback Regulations. The settlement of the tenders under the Buyback will be done using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI Circular.

Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant time table will be included in the Letter of Offer to be sent to the Eligible Shareholder(s).

(f) Time limit for completing the Buyback

The Buyback, subject to the regulatory consents and approvals, if any, is proposed to be completed within 12 months from the date of passing of special resolution by the Members.

(g) Compliance with Section 68(2)(c) of the Act

The aggregate paid-up share capital and free reserves as on March 31, 2018 is ₹74,271 crore (Rupees seventy four thousand two hundred and seventy one crore only). Under the provisions of the Act, the funds deployed for the Buyback cannot exceed 25% of the aggregate of the fully paid-up share capital and free reserves of the Company i.e. is ₹18,568 crore (Rupees eighteen thousand five hundred and sixty eight crore only). The maximum amount proposed to be utilized for the Buyback, is not

exceeding ₹16,000 crore (Rupees sixteen thousand crore only) and is therefore within the limit of 25% of the Company's fully paid-up share capital and free reserves as per the audited financial statements of the Company as on March 31, 2018 (the last audited financial statements available as on the date of Board Meeting recommending the proposal for the Buyback).

(h) Details of holding and transactions in the shares of the Company

The aggregate shareholding of the Promoter Companies, Directors of the Promoter Companies and of the Directors and Key Managerial Personnel of the Company as on June 15, 2018, are as follows:

i. Aggregate shareholding of the Promoter Companies as on June 15, 2018:

Sr. No.	Name	Number of Equity Shares Held	% Shareholding
1	Tata Sons Limited	2,75,22,37,822	71.89
2	Tata Investment Corporation Limited	10,54,220	0.03
3	Tata Steel Limited	47,608	0.00
4	Tata Industries Limited	7,220	0.00
5	The Tata Power Company Limited	766	0.00
	Total	**2,75,33,47,636**	**71.92**

ii. Aggregate shareholding of the Directors of Promoter Companies as on June 15, 2018:

Sr. No.	Name	Number of Equity Shares Held	% Shareholding
	Tata Sons Limited		
1	Mr. N. Chandrasekaran	1,77,056	0.00
2	Mrs. Farida Khambata	6,000	0.00
3	Mr. Harish Manwani*	4,000	0.00
4	Mr. Bhaskar Bhat	160	0.00
	Tata Investment Corporation Limited		
1	Mr. Noel N. Tata*	22,49,084	0.06
2	Mr. Farokh N. Subedar*	10,306	0.00
3	Mr. Pradip P. Shah*	5,150	0.00
4	Mr. Amit N. Dalal*	4,094	0.00
5	Mr. Ardeshir B. Dubash*	3,460	0.00
6	Mr. Zubin S. Dubash	2,782	0.00
7	Mr. Hoshang N. Sinor*	88	0.00
	Tata Steel Limited		
1	Mr. N. Chandrasekaran	1,77,056	0.00
2	Mr. Narendran T. V.*	272	0.00
	Tata Industries Limited		
1	Mr. Farokh N. Subedar*	10,306	0.00
	The Tata Power Company Limited		
1	Mr. N. Chandrasekaran	1,77,056	0.00
2	Mr. Ashok Sethi*	272	0.00

**includes shares held jointly with relative*

iii. Aggregate shareholding of the Directors and Key Managerial Personnel of the Company as on June 15, 2018:

Sr. No.	Name	Designation	Number of Equity Shares Held	% Shareholding
1.	Mr. N. Chandrasekaran	Chairman	1,77,056	0.00
2.	Mr. Rajesh Gopinathan	Chief Executive Officer and Managing Director	2,260	0.00
3.	Mr. N. Ganapathy Subramaniam	Chief Operating Officer and Executive Director	1,97,760	0.00
4.	Ms. Aarthi Subramanian	Non-Executive Director	5,600	0.00
5.	Mr. Ramakrishnan V.	Chief Financial Officer	2,000	0.00
6.	Mr. Rajendra Moholkar	Company Secretary	364	0.00

iv. Aggregate shares purchased or sold by the Promoter Companies, Directors of the Promoter Companies and Directors and Key Managerial Personnel of the Company during a period of six months preceding the date of the Board Meeting at which the Buyback was approved till the date of this Notice:

a. Aggregate of shares purchased or sold by the Promoter Companies:

Name	Aggregate number of shares purchased/sold	Nature of transactions	Maximum price per share (₹)	Date of maximum price	Minimum price per share (₹)	Date of minimum price
Tata Sons Limited	3,12,69,000	Sale	2,876.46	March 13, 2018	2,872.19	March 13, 2018
Tata Sons Limited	1,37,61,18,911	Bonus Issue	Not Applicable			
Tata Investment Corporation Limited	5,27,110					
Tata Steel Limited	23,804					
Tata Industries Limited	3,610					
The Tata Power Company Limited	383					

b. Aggregate shares purchased or sold by the Directors of the Promoter Companies:

Name	Aggregate number of shares purchased/ sold	Nature of transactions	Maximum price per share (₹)	Date of maximum price	Minimum price per share (₹)	Date of minimum price
Mr. Noel N. Tata* *Tata Investment Corporation Limited*	2,07,463	Sale	3,171.00	February 1, 2018	2,692.51	January 11, 2018
Mr. Koushik Chatterjee * *Tata Steel Limited*	900	Sale	2,938.78	February 7, 2018	2,938.78	February 7, 2018
Mr. Noel N. Tata* *Tata Investment Corporation Limited*	11,24,542	Bonus Issue	Not Applicable			
Mr. N. Chandrasekaran *Tata Sons Limited, Tata Steel Limited and The Tata Power Company Limited*	88,528					
Mr. Farokh N. Subedar* *Tata Investment Corporation Limited and Tata Industries Limited*	5,153					
Mrs. Farida Khambata *Tata Sons Limited*	3,000					
Mr. Pradip P. Shah* *Tata Investment Corporation Limited*	2,575					
Mr. Amit N. Dalal* *Tata Investment Corporation Limited*	2,047					
Mr. Harish Manwani* *Tata Sons Limited*	2,000					
Mr. Ardeshir B. Dubash* *Tata Investment Corporation Limited*	1,730					
Mr. Zubin S. Dubash *Tata Investment Corporation Limited*	1,391					
Mr. Narendran T. V.* *Tata Steel Limited*	136					
Mr. Ashok Sethi* *The Tata Power Company Limited*	136					
Mr. Bhaskar Bhat *Tata Sons Limited*	80					
Mr. Hoshang N. Sinor* *Tata Investment Corporation Limited*	44					

**includes shares held jointly with relative*

c. Aggregate shares purchased or sold by the Directors and Key Managerial Personnel of the Company:

Name	Aggregate number of shares purchased/ sold	Nature of transactions	Maximum price per share (₹)	Date of maximum price	Minimum price per share (₹)	Date of minimum price
Mr. N. Chandrasekaran	88,528	Bonus Issue	Not Applicable			
Mr. Rajesh Gopinathan	1,130					
Mr. N. Ganapathy Subramaniam	98,880					
Ms. Aarthi Subramanian	2,800					
Mr. Ramakrishnan V.	1,000					
Mr. Rajendra Moholkar	182					

(i) Intention of Promoter and Promoter Group to participate in Buyback

The Promoters have expressed their intention to participate in the Buyback and it may tender up to an aggregate maximum of 5,47,91,619 Equity Shares or such lower number of Equity Shares in accordance with the provisions of the Buyback Regulations:

Sr. No.	Name	Number of Equity Shares Held	No. of Equity Shares Intended to tender
1	Tata Sons Limited	2,75,22,37,822	5,47,69,533
2	Tata Investment Corporation Limited	10,54,220	20,978
3	Tata Steel Limited	47,608	947
4	Tata Industries Limited	7,220	145
5	The Tata Power Company Limited	766	16
	Total	**2,75,33,47,636**	**5,47,91,619**

The details of the date and price of acquisition of the equity shares that the Promoters intend to be tendered are set-out below:

Date of Transaction	Nature of Transaction	Number of Equity Shares	Consideration (₹ per Share)	Face Value (₹)
Tata Sons Limited				
June 16, 2000	Purchase	3,64,40,002	15.51	10
March 30, 2001	Sale	36,13,474	15.51	10
March 28, 2002	Sale	30,526	15.51	10
	Sub Total	**3,27,96,002**		
May 5, 2004	Split (from ₹10 to ₹1)	32,79,60,020	1.55	1
May 13, 2004	Bonus	8,19,90,005	0	1
August 19, 2004	Sale	2,27,74,996	827.40	1
November 8, 2005 to December 9, 2005	Sale	47,50,000	1,519.38	1
December 10, 2005	Purchase	68,17,196	153.54	1
June 29, 2006	Bonus	38,92,42,225	0	1
September 27, 2006 to September 29, 2008	Sale	5,67,82,251	891.19	1
June 18, 2009	Bonus	72,17,02,199	0	1
October 21, 2011	Purchase	47,300	1,058.77	1
June 6, 2017	Tendered in Buyback offer	3,60,63,787	2850	1
March 13, 2018	Sale	3,12,69,000	2,856.58	1
June 4, 2018	Bonus	1,37,61,18,911	0	1
	Total	**2,75,22,37,822**		

Date of Transaction	Nature of Transaction	Number of Equity Shares	Consideration (₹ per Share)	Face Value (₹)
Tata Investment Corporation Limited				
August 12, 2006	Bonus	25,226	-	1
September 10, 2007	Purchase	90,000	1,064.25	1
December 18, 2007	Purchase	1,00,000	1,015.69	1
September 29, 2008	Purchase	40,000	676.64	1
June 18, 2009	Bonus	2,55,226	-	1
May 30, 2011	Purchase	5,000	1,156.61	1
June 20, 2011	Purchase	10,000	1,082.80	1
August 5, 2011	Purchase	5,000	1,052.44	1
August 5, 2011	Purchase	5,000	1,051.54	1
August 5, 2011	Purchase	5,000	1,058.52	1
August 5, 2011	Purchase	5,000	1,051.78	1
April 1, 2012	Purchase	45,000	1,101.33	1
September 21, 2016	Sale	40,452	2,401.30	1
June 6, 2017	Tendered in buyback offer	22,890	2,850.00	1
June 4, 2018	Bonus	5,27,110	-	1
	Total	**10,54,220**		
Tata Steel Limited				
April 4, 2014	Acquired through amalgamation of Kalimati Investment Company Limited	24,400	0.31	1
June 6, 2017	Tendered in buyback offer	596	2,850.00	1
June 4, 2018	Bonus	23,804	-	1
	Total	**47,608**		
Tata Industries Limited				
June 18, 2009	Bonus	5,14,850	-	1
May 11, 2015	Sale	42,334	2,546.89	1
May 11, 2015	Sale	1,08,816	2,550.37	1
January 18, 2017	Sale	1,00,000	2,276.14	1
January 19, 2017	Sale	50,000	2,289.29	1
January 19, 2017	Sale	1,00,000	2,288.11	1
January 20, 2017	Sale	30,000	2,282.12	1
January 20, 2017	Sale	50,000	2,283.67	1
January 20, 2017	Sale	30,000	2,281.31	1
June 6, 2017	Tendered in buyback offer	90	2,850.00	1
June 4, 2018	Bonus	3,610	-	1
	Total	**7,220**		
The Tata Power Company Limited				
December 4, 2001	Purchase	9	15.51	10
May 5, 2004	Split (from ₹10 to ₹1)	90	1.55	1
May 5, 2004	Bonus	23	-	1
July 31, 2006	Bonus	113	-	1
June 18, 2009	Bonus	226	-	1
June 6, 2017	Tendered in buyback offer	69	2,850.00	1
June 4, 2018	Bonus	383	-	1
	Total	**766**		

(j) Confirmations from Company as per the provisions of Buyback Regulations and Act

i. The Company shall not issue any equity shares or other securities (including by way of bonus) till the date of closure of the Buyback;

ii. The Company shall not raise further capital for a period of one year from the closure of the Buyback offer, except in discharge of subsisting obligations;

iii. The Company shall not withdraw the Buyback after the draft letter of offer is filed with SEBI or the public announcement of the offer to buyback is made;

iv. The Company shall not buyback locked-in shares and non-transferable shares or other specified securities till the pendency of the lock-in or till the shares or other specified securities become transferable;

v. The Company shall transfer from its free reserves a sum equal to the nominal value of the equity shares purchased through the Buyback to the Capital Redemption Reserve Account and the details of such transfer shall be disclosed in its subsequent audited financial statements; and

vi. The Company confirms that there are no defaults subsisting in repayment of deposits, redemption of debentures or interest thereon or redemption of preference shares or payment of dividend, or repayment of any term loans or interest payable thereon to any financial institution or banking company.

(k) Confirmation from the Board

The Board of Directors of the Company has confirmed that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion that:

i. Immediately following the date of the Board meeting, and the date on which the result of Members resolution passed by way of Postal Ballot ("**Postal Ballot Resolution**") will be declared, approving the Buyback, there will be no grounds on which the Company could be found unable to pay its debts;

ii. As regards the Company's prospects for the year immediately following the date of the Board Meeting approving the Buyback as well as for the year immediately following the date of Postal Ballot Resolution, and having regard to the Board's intention with respect to the management of Company's business during that year and to the amount and character of the financial resources which will in the Board's view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting as also from the date of Postal Ballot Resolution;

iii. In forming an opinion as aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities), as if the Company was being wound up under the provisions of the Companies Act, 2013/Insolvency and Bankruptcy Code, 2016, as applicable.

(I) Report addressed to the Board of Directors by the Company's Auditors on the permissible capital payment and the opinion formed by directors regarding insolvency

The text of the Report dated June 15, 2018 of B S R & Co. LLP, the Statutory Auditors of the Company, addressed to the Board of Directors of the Company is reproduced below:

The Board of Directors,
Tata Consultancy Services Limited
9th Floor, Nirmal Building
Nariman Point
MUMBAI 400 021

Dear Sirs,

Statutory Auditors' Report in respect of proposed buy back of equity shares by Tata Consultancy Services Limited ('the Company') in terms of clause (xi) of Part A of Schedule II of Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998, as amended (the "SEBI Buyback Regulations")

1. This report is issued in accordance with the terms of our engagement letter dated 15 June 2018. The Board of Directors of Tata Consultancy Services Limited have approved a proposed buy-back of equity shares by the Company at its meeting held on 15 June 2018, in pursuance of the provisions of Section 68, 69 and 70 of the Companies Act, 2013 ('the Act') and the SEBI Buyback Regulations.

2. The accompanying Statement of permissible capital payment ('Annexure A') as at 31 March 2018 (hereinafter referred together as the "Statement") is prepared by the management, which we have initialed for identification purposes only.

Management's Responsibility for the Statement

3. The preparation of the Statement in accordance with Section 68 (2)(c) of the Companies Act, 2013 and the compliance with the SEBI Buyback Regulations, is the responsibility of the Management of the Company, including the computation of the amount of the permissible capital payment, the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

Auditors' Responsibility

4. Pursuant to the requirements of the SEBI Buyback Regulations, it is our responsibility to provide reasonable assurance:

   i. whether we have inquired into the state of affairs of the Company in relation to the audited standalone financial statements for the year ended 31 March 2018;

   ii. if the amount of permissible capital payment as stated in Annexure A, has been properly determined considering the audited standalone financial statements in accordance with Section 68(2)(c) of the Act; and

   iii. if the Board of Directors in their meeting dated 15 June 2018 have formed the opinion as specified in clause (x) of Part A of Schedule II to the SEBI Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from that date.

5. The standalone financial statements referred to in paragraph 4 above, which we have considered for the purpose of this report, have been audited by us on which we have issued an unmodified audit opinion vide our report dated 19 April 2018.

6. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

8. Based on inquiries conducted and our examination as above, we report that:

   a) We have inquired into the state of affairs of the Company in relation to its audited standalone financial statements as at and for the year ended 31 March 2018;

   b) The amount of permissible capital payment (including premium) towards the proposed buy back of equity shares as computed in the Statement attached herewith is, in our view properly determined in accordance with Section 68(2) (c) of the Act. The amounts of share capital and free reserves have been extracted from the audited standalone financial statements of the Company as at and for the year ended 31 March 2018; and

   c) The Board of Directors of the Company, in their meeting held on 15 June 2018 have formed their opinion as specified in clause (x) of Part A of Schedule II to the SEBI Buyback Regulations, on reasonable grounds and that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from the date of passing the Board meeting resolution dated 15 June 2018.

Restriction on Use

9. This report has been issued at the request of the Company solely for use of the Company (i) in connection with the proposed buy-back of equity shares of the Company in pursuance to the provisions of Sections 68 and other applicable provisions of the Companies Act, 2013 and the SEBI Buyback Regulations, (ii) to enable the Board of Directors of the Company to include in the public announcement, draft letter of offer, letter of offer and other documents pertaining to buy-back to be sent to the shareholders of the Company or filed with (a) the Registrar of Companies, Securities and Exchange Board of India, stock exchanges, public shareholders and any other regulatory authority as per applicable law and (b) the Central Depository Services (India) Limited, National Securities Depository Limited and (iii) for providing to the managers, each for the purpose of extinguishment of equity shares and may not be suitable for any other purpose.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W/W-I00022

Amit Somani
Partner
(Membership No: 060154)

Mumbai
15 June 2018

Annexure A:

Statement of permissible capital payment

Particulars	**Amount (₹ in crore)**
Paid up equity share capital as on 31 March 2018	
(191,42,87,591 equity shares of face value Re.1 each)	191
Free reserves as on 31 March 2018	
- Retained earnings	74,080
Total	**74,271**
Maximum amount permissible for buyback under Section 68 of the Companies Act, 2013 (25% of the total paid up capital and free reserves)	18,568
Amount proposed by Board Resolution dated 15 June 2018 approving the Buyback, subject to shareholders approval by special resolution, based on the audited financial statements for the year ended 31 March 2018	16,000

In the opinion of the Board, the proposal for Buyback is in the interest of the Company and its Members holding equity shares of the Company. The Directors, therefore, recommend the Special Resolution as set out in the accompanying Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives is in anyway, concerned or interested, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company or to the extent of the shareholding of the companies /institutions/trust of which they are directors or members or trustees, without any beneficial interest.

By Order of the Board of Directors

Rajendra Moholkar
Company Secretary

Mumbai, June 15, 2018

Registered office:
9th Floor, Nirmal Building,
Nariman Point, Mumbai 400 021
CIN: L22210MH1995PLC084781
Tel: 91 22 6778 9595
E-mail: investor.relations@tcs.com; website: www.tcs.com

TATA CONSULTANCY SERVICES LIMITED

Registered Office: 9th Floor, Nirmal Building, Nariman Point, Mumbai 400 021
Corporate Identity Number (CIN): L22210MH1995PLC084781; **Tel:** 91 22 6778 9595
E-mail: investor.relations@tcs.com; **Website:** www.tcs.com

POSTAL BALLOT FORM

1. Name and registered address of the sole/first named Member :

2. Name(s) of the joint Member(s), if any :

3. Registered Folio No./ DP ID No. and Client ID No. * (*Applicable to Members holding shares in dematerialized form) :

4. Number of Equity Shares held :

5. I/We hereby exercise my/our vote in respect of the following Resolution to be passed through Postal Ballot for the business stated in the Notice dated June 15, 2018 of Tata Consultancy Services Limited ("Company") by sending my/our assent or dissent to the said Resolution by placing the tick (✓) mark in the appropriate box below:

Description of Special Resolution	No. of Equity Shares for which votes cast	I/We assent to the Resolution (FOR)	I/We dissent from the Resolution (AGAINST)
Approval for Buyback of Equity Shares			

Place:

Date :

Signature of the Member

ELECTRONIC VOTING PARTICULARS

The e-voting facility is available at the link **https://www.evoting.nsdl.com**. The electronic voting particulars are set out as follows:

EVEN (E-voting Event Number)	USER ID	PASSWORD
108477		

Notes:

1) Please read the instructions printed overleaf carefully before exercising your vote.
2) If the voting rights are exercised electronically, there is no need to use this Postal Ballot Form.
3) For detailed instructions on e-voting, please refer to the Postal Ballot Notice.

INSTRUCTIONS

1. This Postal Ballot Form is provided for the benefit of Members who do not have access to e-voting facility.
2. A Member can opt for only one mode of voting i.e., either through e-voting or by Postal Ballot Form. If a Member casts vote by both modes, then voting done through e-voting shall prevail and Postal Ballot Form shall be treated as invalid.
3. The Postal Ballot Form should be completed and signed by the Member, as per the specimen signature registered with the Company or furnished by National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL), in respect of shares held in physical form or dematerialized form respectively. In case of joint holding, this Form must be completed and signed by the first named Member and in his/her absence, by any next named Member.
4. There will be one Postal Ballot Form for every Folio/DP ID and Client ID irrespective of the number of joint Members.
5. The exercise of vote through Postal Ballot is not permitted through a proxy.
6. In the case of shares held by Institutions, Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the board resolution/authorization together with the specimen signature(s) of the duly authorised signatories. A Member may sign the Postal Ballot Form through an Attorney, in which case a copy of the Power of Attorney should be attached to the Postal Ballot Form.
7. Voting rights shall be reckoned on the paid-up value of the equity shares registered in the name(s) of the Member(s)/list of beneficial owners as received from NSDL/CDSL on the cut-off date i.e., Friday, June 15, 2018.
8. A Member seeking duplicate Postal Ballot Form can write to the Company, at its registered office, or its Registrar and Share Transfer Agents: TSR Darashaw Limited; Unit: Tata Consultancy Services Limited, 6-10 Haji Moosa Patrawala Ind. Estate, 20 Dr. E. Moses Road, Mahalaxmi, Mumbai - 400 011.
9. A Member desirous to exercise vote by Postal Ballot may complete this Postal Ballot Form and send to the Scrutinizer, Mr. P. N. Parikh of Parikh & Associates, Practicing Company Secretaries in the enclosed postage prepaid self-addressed envelope.
10. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed postage prepaid self-addressed envelope. If any other papers are found the same will be destroyed by the scrutinizer.
11. An incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, overwritten or wrongly signed Postal Ballot Form will be rejected. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final and binding.