TCS/CCM/SE-20/SE/2013-14

June 29, 2013

National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Mumbai
Fax No. 2659 8237 / 38
Kind Attn: Manager, Listing Department

BSE Limited
P.J. Towers, Dalal Street
Mumbai
Fax No. 2272 2037/2272 3121
Kind Attn: General Manager,
Department of Corporate Services
Scrip Code No. 532540 (BSE)

Dear Sirs,

Sub: Minutes of the Court Convened Meeting held on May 31, 2013

We are submitting herewith a copy of the Minutes of the Court Convened Meeting of our Company held on May 31, 2013.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,

For **Tata Consultancy Services Limited**

Suprakash Mukhopadhyay
Vice President and Company Secretary

Encl: as above

HELD AT ..... ON ..... TIME .....

MINUTES OF THE MEETING OF THE EQUITY SHAREHOLDERS OF TATA CONSULTANCY SERVICES LIMITED CONVENED PURSUANT TO THE ORDER DATED APRIL 12, 2013 OF THE HON'BLE HIGH COURT OF JUDICATURE AT BOMBAY, FOR APPROVING THE COMPOSITE SCHEME OF ARRANGEMENT BETWEEN TATA CONSULTANCY SERVICES LIMITED AND TCS e-SERVE LIMITED AND TCS e-SERVE INTERNATIONAL LIMITED AND THEIR RESPECTIVE SHAREHOLDERS HELD ON FRIDAY, MAY 31, 2013 AT 3.30 P.M. AT BIRLA MATUSHRI SABHAGAR, 19, SIR VITHALDAS THACKERSEY MARG, NEW MARINE LINES, MUMBAI 400 020

The following Directors were present:

Mr. Cyrus Mistry – Chairman for the meeting appointed by the Hon'ble High Court
Mr. S. Ramadorai
Mr. N. Chandrasekaran
Mr. Ishaat Hussain

In Attendance:

Mr. Rajesh Gopinathan, Chief Financial Officer
Mr. Suprakash Mukhopadhyay, Vice President and Company Secretary

1,174 Members were present either in person or by proxies.

Mr. Cyrus Mistry, Chairman, took the Chair and welcomed the shareholders to the Meeting.

After ascertaining that the quorum was present, the Chairman called the meeting to order and also informed the members that the requisite quorum is present. He further informed that the Company had received 1,045 valid proxies for 1,69,35,44,431 shares representing 86.53 % of the paid-up equity capital. Out of these, proxies for 73.81% of the paid-up equity capital were in favor of the Directors. The Company had also received 11 letters from corporate shareholders appointing representatives under Section 187 of the Companies Act, 1956, in respect of 25,70,406 shares representing 0.13% of the paid up equity capital.

The Chairman proposed that the Notice convening the meeting be taken as read, to which the Members concurred.

In his opening remarks, the Chairman stated that the purpose of the meeting was to approve the Composite Scheme of Arrangement (Scheme) between Tata Consultancy Services Limited (TCS) and TCS e-Serve Limited (e-Serve) and TCS e-Serve International Limited (TEIL) and their respective shareholders.

He then outlined the salient features of the Scheme as under:

1. The following will get transferred from e-Serve and SEZ Undertaking of TEIL to TCS:

   - All **assets and liabilities**
   - All **employees**
   - All the **customer contracts.**

2. The Appointed Date of the Scheme is **April 1, 2013.**

CHAIRMAN'S INITIALS

3. TCS would issue and allot to every equity shareholder of e-Serve (other than TCS) thirteen equity shares of ₹ 1 each of TCS for every four equity shares of ₹ 10 each of e-Serve.

4. The Share Exchange Ratio is based on the valuation report issued by Price Waterhouse & Co., independent valuer. Morgan Stanley India Company Private Limited had issued a Fairness Opinion on the valuation report of Price Waterhouse & Co.

5. The Company had received No Objection letter from BSE Limited and National Stock Exchange of India Limited. The Competition Commission of India had also granted its approval.

6. The Scheme was also considered by the equity shareholders of e-Serve at their meeting held earlier in the morning at 11.00 a.m. and the results of the poll taken at that meeting will be announced together with the poll results of TCS.

7. Thereafter, Mr. Cyrus Mistry, Chairman proposed and Dr. Arun Kumar seconded the following resolution which was read out by the Company Secretary.

"**RESOLVED THAT** pursuant to the provisions of Sections 391 to 394 and other applicable provisions, if any, of the Companies Act, 1956 ("the Act") and subject to the approval of the Hon'ble High Court of Judicature at Bombay, and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Hon'ble High Court of Judicature at Bombay or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the proposed arrangements embodied in the Composite Scheme of Arrangement between Tata Consultancy Services Limited and TCS e-Serve Limited and TCS e-Serve International Limited and their respective shareholders ("the Scheme") placed before this meeting and initialed by the Chairman of the meeting for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as may be considered requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangements embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Hon'ble High Court of Judicature at Bombay while sanctioning the arrangements embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper."

CPM

CHAIRMAN'S INITIALS

HELD AT ..... ON ..... TIME .....

Before putting the Resolution to vote, Mr. Cyrus Mistry, Chairman, invited questions from the members. Given below is a gist of the salient points made/raised by the members who spoke at the Meeting:

(i) Mrs. Ashalata Maheshwari

a) Welcomed Mr. Cyrus Mistry to his first shareholders' meeting.
b) Appreciated the decision to merge e-Serve and demerge the SEZ Undertaking of TEIL into TCS and supported the Resolution.
c) Appreciated the detailed information disclosed in the Notice.

- Enquired about:

a) Cost of the Scheme including stamp duty.
b) Total number of Employees post the arrangement.

(ii) Dr. Arun Kumar

a) Welcomed Mr. Cyrus Mistry and Mr. Rajesh Gopinathan to their first shareholders' meeting.
b) Supported the Resolution.

(iii) Mr. Tamal Kumar Majumdar

a) Welcomed Mr. Cyrus Mistry to his first shareholders' meeting.
b) He stated that it would have been nice if Mr. Ratan Tata had attended the meeting as a shareholder.
c) Thanked Mr. Mukhopadhyay and his team for sending the notice of the meeting and keeping the valuation report open for inspection.

- Enquired about:

a) How much of the USD 2.5 billion contract with Citigroup had been availed by e-Serve till March 2013 and what is the game plan of TCS after the expiry of the said contract.
b) Increase in authorised equity share capital of TCS as a result of the merger of e-Serve.
c) The different methodology used in valuation of TCS and e-Serve.
d) The difference between the net assets and reserves of e-Serve to be transferred to TCS upon its merger.
e) Shifting of registered office of TEIL from Gurgaon to Mumbai.

(iv) Mrs. Celestine Mascarenhas

a) Welcomed Mr. Cyrus Mistry to his first shareholders' meeting.
b) Was in favour of the Scheme as it was in the interest of all the shareholders.

- Suggested

Issue of bonus shares by the Company.

CHAIRMAN'S INITIALS

(v) Mr. Prakash Vijaykar

Supported the Resolution.

- Enquired about:

a) Cost of printing the Notice.
b) Number of members pre and post arrangement.

(vi) Mr. Joseph Martin

a) Expressed his high respect for every Board Member.
b) He stated that it would have been nice if Mr. Ratan Tata had attended the meeting as a shareholder.
c) Supported the Resolution.

(vii) Mr. Michael Martin

a) Enquired whether the Company plans to develop and sell software as a product.
b) Supported the Resolution.

(viii) Mrs. Shobhana Mehta

a) Welcomed Mr. Cyrus Mistry to his first shareholders' meeting.
b) Thanked Mr. Mukhopadhyay and his team for sending the notice of the meeting and keeping the valuation report open for inspection.

- Enquired about

a) Cost of the Scheme including stamp duty.
b) Number of Employees post arrangement.
c) Date of the Annual General Meeting.
d) Expected date by which the approval of the High Court will be obtained.

- Suggested

Issue of bonus shares by the Company.

(ix) Mrs. Homayun Pouredehi

a) Welcomed Mr. Cyrus Mistry to his first shareholders' meeting
b) Enquired if the Annual General Meeting of the Company would be postponed due to this Court Convened Meeting.

(x) Mr. Sharad Kumar Shah

- Enquired about

a) Whether the increase in authorised capital of the Company as on April 1, 2013 requires any approval of the shareholders.

/PM

CHAIRMAN'S INITIALS

b) Location of the Registered Office of TEIL.
c) The capital gains tax impact for the shareholders of e-Serve who will be receiving shares of TCS upon merger.
d) Total area of SEZ Undertaking of TEIL.

(xi) Mr. Dinesh Bhatia

a) Enquired about major shareholders of TCS e-Serve Limited.
b) Suggested that Mr. Ratan Tata be invited to attend the meeting as a shareholder.

(xii) Mr. Adil Irani

a) Welcomed Mr. Cyrus Mistry to his first shareholders' meeting.
b) Enquired whether the Court Convened Meting could have been done by way of postal ballot or held together with the Annual General Meeting.
c) Enquired about the date of the Annual General Meeting.

(xiii) Mr. Tehmtan Davar

a) Congratulated Mr. Cyrus Mistry for his appointment as Chairman of the Company and as group Chairman.
b) Thanked Mr. Mukhopadhyay and his team for sending the notice of the meeting and keeping the valuation report open for inspection.
c) Congratulated Mr. Chandrasekaran on winning the Indian Post contract for IT services and also complimented on his meeting with the Chinese delegation.
d) Was in favour of the Scheme as it was in the interests of all the shareholders.

- Enquired about

a) Cost of the Scheme including stamp Duty.
b) Expected date by which the approval of the High Court will be obtained.

- Suggested

Change of name of the Company to incorporate IT as part of its name.

(xiv) Mr. Hariram Chaudhary

Was in favour of the Scheme as it was in the interests of all the shareholders

- Enquired about

a) Whether any Directors of e-Serve will be added on the Board of the TCS.
b) How many shareholders will be added to TCS after the merger.
c) The turnover of e-Serve as on March 31, 2013.

8. After the members had given their comments and suggestions, Mr. Cyrus Mistry, Chairman, responded to their queries and inter alia mentioned as under:

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- The cost of the transaction will be around ₹ 2.40 crore.
- The number of employees of e-Serve is approximately 20,700. The total number of employees of TCS post the Scheme becoming effective would be approximately 2,76,000. All staff of e-Serve and SEZ Undertaking of TEIL will be absorbed in TCS and their positions and roles will be suitably consolidated.
- Of the USD 2.5 billion contract with Citigroup, approximately USD 1.4 billion has been executed so far by e-Serve. The non-Citi business of e-Serve has grown from nil in 2008-09 to 23% of the turnover in 2012-13 and TCS will continue to leverage its banking vertical to increase its presence in the market space.
- The valuation has been done by a reputed independent firm and TCS being a listed entity, it was valued on the basis of the market value method and e-Serve being an unlisted entity, it was valued on the basis of the discounted cash flow method.
- The difference between the net assets and the reserves will be transferred to capital reserves.
- The authorized equity share capital of the Company was ₹ 225 crore on March 31, 2013. On amalgamation of Computational Research Laboratories Limited and Retail FullServe Limited, the authorized equity capital of the Company increased to ₹ 400.05 crore effective April 1, 2013. On this Scheme becoming effective, the authorized equity share capital of e-Serve of ₹ 20 crore will be added and thereafter the authorised equity share capital of TCS will become ₹ 420.05 crore.
- TCS has been making software packages for banks and others. It has large number of platforms and it will continue to expand in this area.
- The Hon'ble High Court's approval is likely to be obtained in about 3-4 months time.
- The date of the Annual General Meeting is June 28, 2013.
- There will be an addition of 3,558 shareholders to TCS as a result of merger of e-Serve with TCS.
- Total Area of SEZ Undertaking of TEIL is about 2, 92,000 square feet.
- Registered office of TEIL was in Gurgaon and it has now been shifted to Mumbai.
- There will be no capital gains tax for the shareholders of TCS e-Serve Limited who will be receiving shares of TCS in exchange.
- The number of e-Serve shareholders is 3,559.
- The top three shareholders of e-Serve (other than TCS) are K. R. Hotels & Estates Private Limited, Mr. Ganesh Shreedhar Shanbhag and Master Rishabh Shanbhag.

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- At this stage, there are no plans to appoint any of the Directors of TCS e-Serve Limited on the Company's Board.

- Turnover of e-Serve in 2012-13 was ₹ 2,457 crore on consolidated basis.

After answering members' queries as above, Mr. Cyrus Mistry, Chairman thanked them for their comments, suggestions, questions and appreciation and put the Resolution to vote.

9. Mr. Cyrus Mistry, Chairman then informed the shareholders that Mr. P.N. Parikh a Member of the Company and also a Practicing Company Secretary and Mrs. Asha Lata Maheshwari, a Member, are being appointed as Scrutineers to scrutinize the votes casted on the poll and to report to him thereon. He also said that both of them had consented to their appointment as Scrutineers. No Shareholder objected to the appointment of the aforesaid Scrutineers.

10. Mr. Cyrus Mistry, Chairman then requested Mr. Suprakash Mukhopadhyay, Company Secretary, to explain the poll procedure to the members and Mr. Mukhopadhyay explained the poll procedure to the members. The Scrutineers then showed the two empty ballot boxes to the Shareholders, and locked the same.

11. Thereafter, the Resolution was put to the vote by poll and after the shareholders had cast their votes, the ballot boxes were sealed and signed by the Scrutineers and the Chairman. The Scrutineers then took custody of both the ballot boxes.

12. On conclusion of the business of the meeting, Chairman declared the meeting closed. The meeting then ended with a vote of thanks to the Chair.

C. P. Mistry

Cyrus Mistry
Chairman

Date: June 18, 2013
Place: Mumbai

CHAIRMAN'S INITIALS