TCS/SE-67/2015-16

June 18, 2016

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)

Dear Sirs,

Sub: Regulation 30 and Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015— Proceeding and details of the voting results of the 21st Annual General Meeting respectively

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the details regarding the proceedings of the 21st Annual General Meeting (AGM) of the Company held on Friday, June 17, 2016 at 3.30 p.m. at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, New Marine Lines, Mumbai - 400 020.

Further pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the details regarding the voting results of the business transacted at the AGM in the prescribed format.

We are also enclosing the consolidated report of the Scrutinizer on e-voting and voting through ballot paper at the AGM. The above are also being uploaded on the Company's website.

Thanking you,

Yours faithfully

For **Tata Consultancy Services Limited**

Suprakash

Suprakash Mukhopadhyay
Vice President and Company Secretary
Encl: As above

TATA CONSULTANCY SERVICES LIMITED

A) DETAILS OF THE PROCEEDINGS OF THE MEETING		
Sr. No.	**Particulars**	**Details**
1	**Date of the AGM/EGM**	Annual General Meeting - Friday, June 17, 2016
2	**Total number of shareholders as on record date**	As of Cut–off date i.e. June 10 , 2016- 6,36,964
3	**No. of Shareholders present in the meeting either in person or through proxy:** Promoters and Promoter Group: Public:	 1 604
4	**No. of Shareholders attended the meeting through Video Conferencing:** Promoters and Promoter Group: Public	 Not applicable

TATA CONSULTANCY SERVICES LTD. MUMBAI

B) RESULTS OF THE MEETING				
Sr. No.	**Agenda**	**Resolution required (Ordinary/Special)**	**Mode of Voting**	**Remarks**
1	To receive, consider and adopt: a. the Audited Financial Statements of the Company for the financial year ended March 31, 2016, together with the Reports of the Board of Directors and the Auditors thereon; and b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31,2016, together with the Report of the Auditors thereon.	Ordinary	e-voting and ballot paper at the AGM	Passed with requisite majority
2	To confirm the payment of Interim Dividends on Equity Shares and to declare a Final Dividend on Equity Shares for the financial year 2015-16.	Ordinary	e-voting and ballot paper at the AGM	Passed with requisite majority
3	To appoint a Director in place of Mr. Ishaat Hussain (DIN 00027891), who retires by rotation and, being eligible, offers himself for re-appointment and his term would be up to September 2, 2017.	Ordinary	e-voting and ballot paper at the AGM	Passed with requisite majority
4	Ratification of Appointment of Auditors	Ordinary	e-voting and ballot paper at the AGM	Passed with requisite majority
5	Appointment of Branch Auditors	Ordinary	e-voting and ballot paper at the AGM	Passed with requisite majority

C) RESOLUTIONWISE DETAILS OF VOTING RESULTS ATTACHED

TATA CONSULTANCY SERVICES LTD. MUMBAI

TATA CONSULTANCY SERVICES LIMITED

To receive, consider and adopt (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2016, together with the Reports of the Board of Directors and the Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016, together with the Report of the Auditors thereon.

Resolution required: (Ordinary/ Special) : Ordinary

Whether promoter/ promoter group are interested in the agenda/resolution? : No

Resolution No 1

	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1	Promoter and Promoter Group	E-Voting	1445042054	1445042054	100.00	1445042054	0	100.00	0.00
		Poll *	1445042054	0	0.00	0	0	0.00	0.00
		Total	1445042054	1445042054	100.00	1445042054	0	100.00	0.00
2	Public - Institutional holders	E-Voting	436800505	339807776	77.79	339807776	0	100.00	0.00
		Poll *	436800505	0	0.00	0	0	0.00	0.00
		Total	436800505	339807776	77.79	339807776	0	100.00	0.00
3	Public-Others	E-Voting	88585382	2025227	2.29	2025181	46	100.00	0.00
		Poll *	88585382	151677	0.17	151677	0	100.00	0.00
		Total	88585382	2176904	2.46	2176858	46	100.00	0.00
	Total	E-Voting	1970427941	1786875057	90.68	1786875011	46	100.00	0.00
		Poll *	1970427941	151677	0.01	151677	0	100.00	0.00
		Total	**1970427941**	**1787026734**	**90.69**	**1787026688**	**46**	**100.00**	**0.00**

* Voting through ballot paper at the AGM

TATA CONSULTANCY SERVICES LIMITED									
To confirm the payment of Interim Dividends on Equity Shares and to declare a Final Dividend on Equity Shares for the financial year 2015-16.									
Resolution required: (Ordinary/ Special) : Ordinary									
Whether promoter/ promoter group are interested in the agenda/resolution? : No									
Resolution No 2									
	Promoter/Public	**Mode of Voting**	**Total No. of Shares Held**	**No. of votes polled**	**% of Votes Polled on outstanding shares**	**No. of Votes - in favour**	**No. of Votes - against**	**% of Votes in favour on votes polled**	**% of Votes against on votes polled**
			[1]	**[2]**	**[3]=[(2)/(1)]*100**	**[4]**	**[5]**	**[6]=[(4)/(2)]*100**	**[7]=[(5)/(2)]*100**
		E-Voting	1445042054	1445042054	100.00	1445042054	0	100.00	0.00
		Poll*	1445042054	0	0.00	0	0	0.00	0.00
1	Promoter and Promoter Group	Total	1445042054	1445042054	100.00	1445042054	0	100.00	0.00
		E-Voting	436800505	341202974	78.11	341202974	0	100.00	0.00
		Poll*	436800505	0	0.00	0	0	0.00	0.00
2	Public - Institutional holders	Total	436800505	341202974	78.11	341202974	0	100.00	0.00
		E-Voting	88585382	2025233	2.29	2025137	96	100.00	0.00
		Poll*	88585382	151677	0.17	151677	0	100.00	0.00
3	Public-Others	Total	88585382	2176910	2.46	2176814	96	100.00	0.00
		E-Voting	1970427941	1788270261	90.76	1788270165	96	100.00	0.00
		Poll*	1970427941	151677	0.01	151677	0	100.00	0.00
	Total	**Total**	**1970427941**	**1788421938**	**90.76**	**1788421842**	**96**	**100.00**	**0.00**

* Voting through ballot paper at the AGM

TATA CONSULTANCY SERVICES LIMITED									
To appoint a Director in place of Mr. Ishaat Hussain (DIN:00027891), who retires by rotation and, being eligible, offers himself for re-appointment and his term would be up to September 2, 2017.									
Resolution required: (Ordinary/ Special) : Ordinary									
Whether promoter/ promoter group are interested in the agenda/resolution? : No									
Resolution No 3									
	Promoter/Public	**Mode of Voting**	**Total No. of Shares Held**	**No. of votes polled**	**% of Votes Polled on outstanding shares**	**No. of Votes - in favour**	**No. of Votes - against**	**% of Votes in favour on votes polled**	**% of Votes against on votes polled**
			[1]	**[2]**	**[3]=[(2)/(1)]*100**	**[4]**	**[5]**	**[6]=[(4)/(2)]*100**	**[7]=[(5)/(2)]*100**
		E-Voting	1445042054	1445042054	100.00	1445042054	0	100.00	0.00
		Poll *	1445042054	0	0.00	0	0	0.00	0.00
1	Promoter and Promoter Group	Total	1445042054	1445042054	100.00	1445042054	0	100.00	0.00
		E-Voting	436800505	341301067	78.14	322915545	18385522	94.61	5.39
		Poll*	436800505	0	0.00	0	0	0.00	0.00
2	Public - Institutional holders	Total	436800505	341301067	78.14	322915545	18385522	94.61	5.39
		E-Voting	88585382	2020973	2.28	2012677	8296	99.59	0.41
		Poll*	88585382	151609	0.17	149990	1619	98.93	1.07
3	Public-Others	Total	88585382	2172582	2.45	2162667	9915	99.54	0.46
		E-Voting	1970427941	1788364094	90.76	1769970276	18393818	98.97	1.03
		Poll*	1970427941	151609	0.01	149990	1619	98.93	1.07
	Total	**Total**	**1970427941**	**1788515703**	**90.77**	**1770120266**	**18395437**	**98.97**	**1.03**

* Voting through ballot paper at the AGM

TATA CONSULTANCY SERVICES LIMITED									
Ratification of Appointment of Auditors.									
Resolution required: (Ordinary/ Special) : Ordinary									
Whether promoter/ promoter group are interested in the agenda/resolution? : No									
Resolution No 4									
	Promoter/Public	**Mode of Voting**	**Total No. of Shares Held**	**No. of votes polled**	**% of Votes Polled on outstanding shares**	**No. of Votes - in favour**	**No. of Votes - against**	**% of Votes in favour on votes polled**	**% of Votes against on votes polled**
			[1]	**[2]**	**[3]=[(2)/(1)]*100**	**[4]**	**[5]**	**[6]=[(4)/(2)]*100**	**[7]=[(5)/(2)]*100**
1	Promoter and Promoter Group	E-Voting	1445042054	1445042054	100.00	1445042054	0	100.00	0.00
		Poll*	1445042054	0	0.00	0	0	0.00	0.00
		Total	1445042054	1445042054	100.00	1445042054	0	100.00	0.00
2	Public - Institutional holders	E-Voting	436800505	340240254	77.89	323465163	16775091	95.07	4.93
		Poll*	436800505	0	0.00	0	0	0.00	0.00
		Total	436800505	340240254	77.89	323465163	16775091	95.07	4.93
3	Public-Others	E-Voting	88585382	2023474	2.28	2020507	2967	99.85	0.15
		Poll*	88585382	151677	0.17	151677	0	100.00	0.00
		Total	88585382	2175151	2.46	2172184	2967	99.86	0.14
	Total	E-Voting	1970427941	1787305782	90.71	1770527724	16778058	99.06	0.94
		Poll*	1970427941	151677	0.01	151677	0	100.00	0.00
		Total	**1970427941**	**1787457459**	**90.71**	**1770679401**	**16778058**	**99.06**	**0.94**

* Voting through ballot paper at the AGM

TATA CONSULTANCY SERVICES LIMITED									
Appointment of Branch Auditors.									
Resolution required: (Ordinary/ Special) : Ordinary									
Whether promoter/ promoter group are interested in the agenda/resolution? : No									
Resolution No 5									
	Promoter/Public	**Mode of Voting**	**Total No. of Shares Held**	**No. of votes polled**	**% of Votes Polled on outstanding shares**	**No. of Votes - in favour**	**No. of Votes - against**	**% of Votes in favour on votes polled**	**% of Votes against on votes polled**
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1	Promoter and Promoter Group	E-Voting	1445042054	1445042054	100.00	1445042054	0	100.00	0.00
		Poll*	1445042054	0	0.00	0	0	0.00	0.00
		Total	1445042054	1445042054	100.00	1445042054	0	100.00	0.00
2	Public - Institutional holders	E-Voting	436800505	341383508	78.16	337722851	3660657	98.93	1.07
		Poll *	436800505	0	0.00	0	0	0.00	0.00
		Total	436800505	341383508	78.16	337722851	3660657	98.93	1.07
3	Public-Others	E-Voting	88585382	2024990	2.29	2021654	3336	99.84	0.16
		Poll *	88585382	151677	0.17	151677	0	100.00	0.00
		Total	88585382	2176667	2.46	2173331	3336	99.85	0.15
	Total	E-Voting	1970427941	1788450552	90.76	1784786559	3663993	99.80	0.20
		Poll*	1970427941	151677	0.01	151677	0	100.00	0.00
		Total	**1970427941**	**1788602229**	**90.77**	**1784938236**	**3663993**	**99.80**	**0.20**

* Voting through ballot paper at the AGM

PARIKH & ASSOCIATES
COMPANY SECRETARIES

Office :
111, 11th Floor, Sai-Dwar CHS Ltd,
Sab TV Lane, Opp Laxmi Industrial Estate
Off Link Road, Above Shabari Restaurant,
Andheri (W), Mumbai : 400 053
Tel. : 26301232 / 26301233 / 26301240
Email : cs@parikhassociates.com
parikh.associates@rediffmail.com

To,
Mr. Cyrus Mistry
Chairman
Tata Consultancy Services Limited
9th Floor, Nirmal Building,
Nariman Point,
Mumbai - 400021

Dear Sir,

Sub: Consolidated Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and voting through ballot paper at the Annual General Meeting of Tata Consultancy Services Limited held on Friday, June 17, 2016 at 3.30 p.m.

I, P. N. Parikh, of M/s. Parikh & Associates, Practicing Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Tata Consultancy Services Limited, pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the e-voting process in respect of the below mentioned resolutions passed at the 21st Annual General Meeting (AGM) of Tata Consultancy Services Limited held on Friday, June 17, 2016 at 3.30 p.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said AGM held on June 17, 2016.

The Notice dated April 18, 2016 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions passed at the AGM of the Company.

The Company had availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting e-voting by the Shareholders of the Company.

The Company had also provided voting facility to the shareholders present at the AGM and who had not cast their vote earlier through e-voting facility. The shareholders of the company holding shares as on the "cut-off" date of June 10, 2016 were entitled to vote on the resolutions as contained in the Notice of the AGM.

The voting period for e-voting commenced on Tuesday, June 14, 2016 at 09:00 a.m. (IST) and ended on Thursday, June 16, 2016 at 05:00 p.m. (IST) and the NSDL e-voting platform was blocked thereafter.

TATA CONSULTANCY SERVICES LTD. MUMBAI

P. N. PARIKH COMPANY SECRETARY CP 1228 MUMBAI

After the closure of the voting at the AGM, the report on voting done at the meeting was generated in my presence and the same was diligently scrutinized.

The votes cast under e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company and after the conclusion of the voting at the AGM the votes cast there under were counted.

I have scrutinized and reviewed the e-voting and votes tendered therein based on the data downloaded from the National Securities Depository Limited (NSDL) e-voting system and voting through ballot paper at the AGM.

I now submit my consolidated Report as under on the result of the e-voting and voting through ballot paper at the AGM in respect of the said Resolutions.

Resolution 1: Ordinary Resolution

To receive, consider and adopt:

a. **the Audited Financial Statements of the Company for the financial year ended March 31, 2016, together with the Reports of the Board of Directors and the Auditors thereon; and**

b. **the Audited Consolidated Financial Statements of the Company for the financial year ended March 31,2016, together with the Report of the Auditors thereon.**

(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2,357	1,78,70,26,688	100.00 (Rounded off)

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
3	46	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
10	541

TATA CONSULTANCY SERVICES LTD. MUMBAI

P. N. PARIKH COMPANY SECRETARY CP 1228 MUMBAI

Resolution 2: Ordinary Resolution

To confirm the payment of Interim Dividends on Equity Shares and to declare a Final Dividend on Equity Shares for the financial year 2015-16.

(i) Voted in **favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2,380	1,78,84,21,842	100.00 (Rounded off)

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
4	96	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
10	541

TATA CONSULTANCY SERVICES LTD. MUMBAI

P. N. PARIKH CP 1228 MUMBAI COMPANY SECRETARY

Resolution 3: Ordinary Resolution

To appoint a Director in place of Mr. Ishaat Hussain (DIN 00027891), who retires by rotation and, being eligible, offers himself for re-appointment and his term would be up to September 2, 2017.

(i) Voted in **favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2,160	1,77,01,20,266	98.97

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
209	1,83,95,437	1.03

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
11	609

TATA CONSULTANCY SERVICES LTD. MUMBAI

P. N. PARIKH CP 1228 MUMBAI COMPANY SECRETARY

Resolution 4: Ordinary Resolution

Ratification of Appointment of Auditors

(i) Voted in **favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2,196	1,77,06,79,401	99.06

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
163	1,67,78,058	0.94

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
10	541

TATA CONSULTANCY SERVICES LTD. MUMBAI

R. N. PARIKH MUMBAI COMPANY SECRETARY

Resolution 5: Ordinary Resolution

Appointment of Branch Auditors.

(i) Voted in **favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2,335	1,78,49,38,236	99.80

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
45	36,63,993	0.20

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
10	541

Thanking you,

Yours faithfully,

P. N. Parikh
Parikh & Associates
Practising Company Secretaries
FCS: 327 CP No.: 1228
111,11th Floor, Sai Dwar CHS Ltd
Sab TV Lane, Opp. Laxmi Indl. Estate,
Off Link Road, Above Shabari Restaurant,
Andheri West, Mumbai – 400053

Place: Mumbai
Dated: June 17, 2016