TCS/CCM 2/SE/2013-14

June 1, 2013

National Stock Exchange of India Limited
Exchange Plaza,
Bandra-Kurla Complex
Mumbai
Fax No. 26598237/38

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: Composite Scheme of Arrangement between Tata Consultancy Services Limited and TCS e-Serve Limited and TCS e-Serve International Limited and their respective shareholders

We wish to inform you that at the Court Convened Meeting of the Equity Shareholders of Tata Consultancy Services Limited held on May 31, 2013, the resolution for approval of 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 pursuant to Sections 391 to 394 of the Companies Act, 1956, has been passed with the requisite majority. The said Scheme of Arrangement is now subject to the sanction of the Hon'ble High Court of Judicature at Bombay.

Thanking you,

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

Suprakash Mukhopadhyay
Vice President and Company Secretary

cc:
National Securities Depository Limited
Trade World, 4th floor
Kamala Mills Compound
Senapati Bapat Marg, Lower Parel
Mumbai 400 013
Fax. No. 5660 8035 / 2497 6351

Central Depository Services (India) Limited
P. J. Towers, Dalal Street
Mumbai 400 001
Fax. No. 2272 3199

TSR Darashaw Private Limited
Fax. No. 6656 8494

REPORT OF COURT CONVENED MEETING

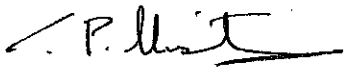
DECLARATION OF RESULT OF THE POLL CONDUCTED AT THE COURT CONVENED MEETING OF THE EQUITY SHAREHOLDERS OF TATA CONSULTANCY SERVICES LIMITED HELD AT BIRLA MATUSHRI SABHAGAR, 19, SIR VITHALDAS THACKERSEY MARG, NEW MARINE LINES, MUMBAI 400 020, ON FRIDAY, MAY 31, 2013 AT 3.30 P.M.

Pursuant to the Order made on April 12, 2013 by the Hon'ble High Court of Judicature at Bombay in Company Summons for Direction No. 346 of 2013 meeting of the Equity Shareholders of Tata Consultancy Services Limited was held at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, New Marine Lines, Mumbai 400 020 on Friday, May 31, 2013 at 3.30 p.m., for the purpose of considering, and, if thought fit, approving with or without modifications the proposed Composite Scheme of Arrangement between Tata Consultancy Services Limited and TCS e-Serve Limited and TCS e-Serve International Limited and their respective shareholders ("Composite Scheme").

The attached Report dated May 31, 2013, contains the result of the Poll on the Resolution passed at the Court Convened Meeting of the Equity Shareholders of Tata Consultancy Services Limited held on May 31, 2013.

The Results of the Poll have been verified by Scrutineers appointed at the meeting.

The Resolution to the Composite Scheme has been passed with requisite majority pursuant to sections 391-394 of the Companies Act, 1956.



Cyrus Mistry
Chairman appointed for the Meeting

Dated: May 31, 2013

Place: Mumbai

SCRUTINEERS' REPORT

To
Mr. Cyrus Mistry
Chairman appointed by Hon'ble High Court of Judicature
at Bombay for the Meeting of Equity Shareholders of
Tata Consultancy Services Limited
9th Floor, Nirmal Building,
Nariman point,
Mumbai 400021.

Sir,

We submit a report on the result of the poll conducted as per the provisions of the Companies Act, 1956 at the court convened meeting of the equity shareholders of Tata Consultancy Services Limited held at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, New Marine Lines, Mumbai 400 020 on Friday, May 31, 2013 at 3.30 p.m.

Voted in favour and against 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 (" Composite Scheme")			
Particulars	**Number**	**Representing No. of equity shares of Re. 1/- each**	**Nominal Value of Shares (Rs)**
Total number of ballots represented by equity shareholders/ proxy holders/ authorized representatives	1178	1,68,57,71,883	1,68,57,71,883
Less: No. of ballots found to be invalid	39	19,12,158	19,12,158
Total No. of Valid Ballots	1139	1,68,36,61,525	1,68,36,61,525
Total No. of valid votes FOR the Resolution	1137	1,68,36,61,513	1,68,36,61,513
Total No. of valid votes AGAINST the Resolution	2	12	12
% of valid votes in favour of the Resolution	99.82	100	100
% of valid votes against the Resolution	0.18	0	0

A.L.M.

All the Poll Papers have been accounted for.

CATEGORY OF SHAREHOLDERS/MEMBERS VOTING

Of the Valid Ballots	Number	Representing No. of equity shares of Re. 1/- each	Nominal Value of Shares (Rs)
(a) No. of Members voting in person	153	45,02,761	45,02,761
For	151	45,02,749	45,02,749
Against	2	12	12
(b) No. of Members voting by representation	5	15,25,469	15,25,469
For	5	15,25,469	15,25,469
Against	0	0	0
(c) No. of Members voting by proxy	981	1,67,76,33,295	1,67,76,33,295
For	981	1,67,76,33,295	1,67,76,33,295
Against	0	0	0

A list of equity shareholders, who voted "FOR", "AGAINST" and whose votes were declared invalid is annexed hereto.

Based on the above facts, the resolution to the Composite Scheme, may be considered as passed with requisite majority as per the requirement of the provisions of the Companies Act, 1956.

Asha Lata Maheshwari

Scrutineer (1)
Name : Mr. P. N. Parikh
Practising Company Secretary
111,11th Floor, Sai Dwar CHS Ltd
Sab TV Lane, Opp Laxmi Indl Estate,
Off Link Road, Above Shabari Restaurant,
Andheri West, Mumbai 400053

FCS 327 CP NO. 1228

Date: May 31, 2013

Scrutineer (2)
Name: Mrs. Asha Lata Maheshwari
Equity Shareholder
Flat No 702 Sham Smruti
79/A Tagore Road, Santacruz (W),
Mumbai 400 054

DP ID & CLIENT ID : IN30075710627675

Place: Mumbai

Tata Consultancy Services Limited

Poll Results of votes cast at the meeting of the Equity Shareholders of Tata Consultancy Services Limited held at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, New Marine Lines, Mumbai 400 020, Maharashtra on Friday, May 31, 2013 at 3.30 p.m. pursuant to the direction 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.

Particulars	Number	%	Representing No. of Equity Shares of Re 1/- each	%	Nominal Value of Shares	%
Total number of ballots represented by equity shareholders/ proxy holders/ authorized representatives	1178		1685771883		1685771883	
Less: No. of ballots found to be invalid	39		1912158		1912158	
Total No of Valid Ballots	1139	100.00	1683661525	100.00	1683661525	100.00
Total No of valid votes FOR the Scheme	1137	99.82	1683661513	100.00	1683661513	100.00
Total No of valid votes AGAINST the Scheme	2	0.18	12	0.00	12	0.00

Of the Valid Ballots	Number	Representing No. of Equity Shares of Re 1/- each	Nominal Value of Shares
(a) No. of Members voting in person	153	4502761	4502761
for	151	4502749	4502749
against	2	12	12
(b) No. of Members voting by representation	5	1525469	1525469
for	5	1525469	1525469
against	0	0	0
(c) No. of Members voting by proxy	981	1677633295	1677633295
for	981	1677633295	1677633295
against	0	0	0

Scrutineer (1)
Name : Mr. P. N. Parikh
Practising Company Secretary
111,11th Floor, Sai Dwar CHS Ltd
Sab TV Lane, Opp Laxmi Indl Estate,
Off Link Road, Above Shabari Restaurant,
Andheri West, Mumbai 400053

FCS 327 CP NO. 1228

Asha Lata Maheshwari

Scrutineer (2)
Name: Mrs. Asha Lata Maheshwari
Equity Shareholder
Flat No 702 Sham Smruti
79/A Tagore Road,
Santacruz (W),
Mumbai 400 054

DP ID & CLIENT ID : IN30075710627675

Date: May 31, 2013 Place: Mumbai