Notice

Notice is hereby given that the sixteenth Annual General Meeting of Tata Consultancy Services Limited will be held on Friday, July 1, 2011 at 3:30 p.m. at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, New Marine Lines, Mumbai 400 020 to transact the following business:

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended March 31, 2011 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.

2. To confirm the payment of Interim Dividends on Equity Shares for the year 2010-11 and to declare Final Dividend for the year 2010-11 on Equity Shares.

3. To declare Dividend for the year 2010-11 on Redeemable Preference Shares.

4. To appoint a Director in place of Mr. Aman Mehta, who retires by rotation, and being eligible offers himself for re-appointment.

5. To appoint a Director in place of Mr. V. Thyagarajan, who retires by rotation, and being eligible offers himself for re-appointment.

6. To appoint a Director in place of Mr. S. Mahalingam, who retires by rotation, and being eligible offers himself for re-appointment.

7. To appoint Auditors and fix their remuneration.

8. **Appointment of Mr. Phiroz Vandrevala as a Director of the Company**

   To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution:

   "RESOLVED that Mr. Phiroz Vandrevala, who was appointed by the Board of Directors as an Additional Director of the Company with effect from May 13, 2011 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 260 of the Companies Act, 1956 ("Act") and in respect of whom the Company has received a notice in writing from a Member under Section 257 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company."

9. **Revision in terms of remuneration of Mr. N. Chandrasekaran, Chief Executive Officer and Managing Director**

   To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution:

   "RESOLVED that in partial modification of Resolution No.11 passed at the Annual General Meeting of the Company held on July 2, 2010 for the appointment and terms of remuneration of Mr. N. Chandrasekaran, Chief Executive Officer and Managing Director of the Company and pursuant to the provisions of Sections 198, 309, 310 and other applicable provisions, if any, of the Companies Act, 1956 ("Act"), as amended or re-enacted from time to time, read with Schedule XIII of the Act, the Company hereby approves of the revision in the terms of remuneration of Mr. N. Chandrasekaran, Chief Executive Officer and Managing Director of the Company by way of an increase in the maximum amount of his salary (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment), with authority to the Board of Directors to fix his salary within such maximum amount, increasing thereby, proportionately, all benefits related to the quantum of salary with effect from April 1, 2012, for the remainder of the tenure of his appointment i.e. upto October 5, 2014, as set out in the explanatory statement annexed to the Notice convening this meeting."

   "RESOLVED FURTHER that the Board or a Committee thereof be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

10. Appointment of Branch Auditors

To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Section 228 and other applicable provisions, if any, of the Companies Act, 1956 ("Act"), as amended or re-enacted from time to time, the Board be and is hereby authorised to appoint as Branch Auditors of any branch office of the Company, whether existing or which may be opened/acquired hereafter, in India or abroad, in consultation with the Company's Auditors, any person(s) qualified to act as Branch Auditor within the provisions of Section 228 of the Act and to fix their remuneration."

Notes:

1. The relative Explanatory Statement pursuant to Section 173 of the Companies Act, 1956, in respect of the business under Item Nos. 8, 9 and 10 above, is annexed hereto. The relevant details as required by Clause 49 of the Listing Agreements entered into with the Stock Exchanges, of persons seeking appointment/re-appointment as Directors under Item Nos. 4, 5, 6 and 8 of the Notice, are also annexed.

2. **A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company.** Proxies, in order to be effective, must be received at the Company's Registered Office not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.

3. The Register of Members and Transfer Books of the Company will be closed from Friday, June 10, 2011 to Thursday, June 23, 2011, both days inclusive.

4. If the Final Dividend as recommended by the Board of Directors is approved at the Annual General Meeting, payment of such dividend will be made on July 5, 2011 as under:

   a) To all Beneficial Owners in respect of shares held in dematerialised form as per the data as may be made available by the National Securities Depository Limited and the Central Depository Services (India) Limited as of the close of business hours on June 9, 2011;

   b) To all Members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on June 9, 2011.

   In respect of Redeemable Preference Shares (RPS), dividend will be paid to the holder(s) of RPS on the Company's Register of Members as on June 23, 2011.

5. Members holding shares in dematerialised form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name and e-mail address, etc., to their Depository Participant only and not to the Company's Registrars and Transfer Agents, TSR Darashaw Limited (TSRDL). Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and TSRDL to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to TSRDL.

6. Members holding shares in physical form are requested to consider converting their holding to dematerialised form to eliminate all risks associated with physical shares and for ease in portfolio management. Members can contact the Company or TSRDL, for assistance in this regard.

7. Reserve Bank of India has initiated NECS for credit of dividend directly to the bank account of Members.

   Members are requested to register their Bank Account details (Core Banking Solutions enabled account number, 9 digit MICR and 11 digit IFS code), in respect of shares held in dematerialised form with their respective Depository Participants and in respect of shares held in physical form with TSRDL.

8. Members desiring any information as regards the Accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready at the Meeting.

9. For Shareholders of erstwhile Tata Infotech Limited ("TIL") which has merged with the Company:

Pursuant to Sections 205A and 205C and other applicable provisions, if any, of the Companies Act, 1956, all unclaimed/unpaid dividend, application money, debenture interest and interest on deposits as well as the principal amount of debentures and deposits (relating to the erstwhile TIL) remaining unclaimed/unpaid for a period of seven years from the date they became due for payment, have been transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. No claim shall lie against the said Fund or the Company for the amounts so transferred nor shall any payment be made in respect of such claim. Members who have not yet encashed their dividend warrant(s) for the financial years 2003-04 to 2005-06, are requested to make their claims without any delay to TSRDL. It may be noted that the unclaimed dividend for the financial year 2003-04 is due for transfer to IEPF on August 12, 2011. Members' attention is particularly drawn to the "Corporate Governance" section of the Annual Report in respect of unclaimed dividend.

10. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' and allowed companies to share documents with its shareholders through an electronic mode. Members are requested to support this green initiative by registering/updating their e-mail addresses, in respect of shares held in dematerialised form with their respective Depository Participants and in respect of shares held in physical form with TSRDL.

By Order of the Board of Directors

SUPRAKASH MUKHOPADHYAY

Vice President and Company Secretary

Mumbai, May 20, 2011

Registered Office:

9th Floor, Nirmal Building

Nariman Point

Mumbai 400 021

Explanatory Statement

As required by Section 173 of the Companies Act, 1956 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 8, 9 and 10 of the accompanying Notice dated May 20, 2011:

Item No. 8:

Platform based BPO is one of the Company's strategic initiatives to drive non linear growth in the future. Diligenta Limited, the Company's subsidiary in United Kingdom addresses the life and pension business segment by providing BPO services using the BαNCS platform built by the Company and remains one of the key elements of this strategy. Mr. Phiroz Vandrevala has taken over as the Managing Director and Vice Chairman of Diligenta Limited to drive this business and its execution globally. Pursuant to Mr. Vandrevala's appointment in Diligenta Limited, he has ceased to be an Executive Director of the Company. The Board of Directors has appointed Mr. Vandrevala as an Additional Director of the Company in non-independent and non-executive capacity with effect from May 13, 2011. As per the provisions of Section 260 of the Act, read with Article 73 of the Articles of Association of the Company, Mr. Vandrevala holds office up to the date of this Annual General Meeting of the Company. The Company has received notice in writing from a Member under Section 257 of the Act, proposing his candidature for the office of Director of the Company.

Mr. Vandrevala has a Bachelor's degree in Commerce (Honours) and is a qualified Chartered Accountant. He has over 32 years of experience of which 29 years are in the software industry. Mr. Vandrevala is a former Chairman of NASSCOM. Further details regarding Mr. Vandrevala have been given in the Annexure attached to the Notice.

Keeping in view the experience and expertise of Mr. Vandrevala, the Board considers it desirable that the Company should continue to avail the services of Mr. Vandrevala and accordingly commends the Resolution at Item No. 8 for approval by the Members.

Mr. Vandrevala is concerned or interested in Item No. 8 of the Notice.

Item No. 9:

At the Annual General Meeting of the Company held on July 2, 2010, the Members of the Company had approved of the appointment and terms of remuneration of Mr. N. Chandrasekaran, as Chief Executive Officer and Managing Director of the Company for a period of five years from October 6, 2009, including inter alia the maximum amount of salary of ₹ 6,00,000 p.m. Taking into consideration the increased business activities of the Company and the responsibilities cast on Mr. N. Chandrasekaran, the Board at its meeting held on May 20, 2011 has revised the maximum limit of salary of Mr. N. Chandrasekaran from ₹ 6,00,000 p.m. to ₹ 10,00,000 p.m. with effect from April 1, 2012, with proportionate increase in the benefits related to his salary. The Board of Directors or a Committee thereof would fix the salary of Mr. N. Chandrasekaran within the above maximum amount.

The aggregate of the remuneration as aforesaid shall be within the maximum limits as laid down under Sections 198, 309 and all other applicable provisions, if any, of the Act, read with Schedule XIII of the Act as amended from time to time.

All other terms and conditions relating to the appointment of Mr. N. Chandrasekaran as approved by the Members of the Company will remain unchanged.

In compliance with the provisions of Sections 198, 309, 310 and other applicable provisions of the Act, read with Schedule XIII of the Act, the revised terms of remuneration of Mr. N. Chandrasekaran as specified above are now being placed before the Members for their approval.

Mr. N. Chandrasekaran is concerned or interested in Item No. 9 of the Notice.

This may be treated as an abstract of the draft agreement between the Company and Mr. N. Chandrasekaran for revision in his remuneration pursuant to Section 302 of the Act.

The Resolution regarding revision in remuneration of Mr. N. Chandrasekaran at Item No. 9 is commended for approval by the Members.

Item No. 10:

The Company has branches in India and abroad and may also open/acquire new branches in India and abroad in future. It may be necessary to appoint branch auditors for carrying out the audit of the accounts of such branches. The Members are requested to authorise the Board of Directors of the Company to appoint branch auditors in consultation with the Company's Auditors and fix their remuneration.

The Board commends the Resolution for approval by the Members.

None of the Directors is concerned or interested in the Resolution at Item No. 10 of the Notice.

By Order of the Board of Directors

SUPRAKASH MUKHOPADHYAY

Vice President and Company Secretary

Mumbai, May 20, 2011

Registered Office:

9th Floor, Nirmal Building

Nariman Point

Mumbai 400 021

Details of Directors Seeking Appointment/Re-appointment at the Annual General Meeting

Particulars	Mr. Aman Mehta	Mr. V. Thyagarajan	Mr. S. Mahalingam	Mr. Phiroz Vandrevala
Date of Birth	September 1, 1946	April 19, 1946	February 10, 1948	December 8, 1953
Date of Appointment	May 5, 2004	September 5, 2005	September 6, 2007	May 13, 2011
Qualifications	Bachelor's degree in Economics from Delhi University	B. Tech (Elec) and M.B.A. from the Indian Institute of Management, Ahmedabad	Bachelor's degree in Commerce (Honours), ACA	Bachelor's degree in Commerce (Honours), ACA
Expertise in specific functional areas	Wide experience in Banking and Finance	Wide experience in Marketing and Corporate Management in India and Overseas	Wide experience in the software industry	Wide experience in the software industry
Directorships held in other public companies (excluding foreign companies and section 25 companies)	• Wockhardt Limited • Jet Airways Limited • Godrej Consumer Products Limited • Cairn India Limited • EMAAR MGF Land Limited • Max India Limited	• GlaxoSmithKline Pharmaceuticals Limited	• APOnline Limited • WTI Advanced Technology Limited • Tata Realty and Infrastructure Limited • CMC Limited	• Punj Lloyd Limited • Jubilant FoodWorks Limited
Memberships/ Chairmanships of committees of other public companies (includes only Audit Committee and Shareholders/ Investor Grievance Committee)	**Audit Committee** • Wockhardt Limited • Jet Airways Limited * • Godrej Consumer Products Limited • Cairn India Limited * • EMAAR MGF Land Limited **Shareholders/ Investor Grievance Committee** • Wockhardt Limited	**Audit Committee** • GlaxoSmithKline Pharmaceuticals Limited	**Audit Committee** • Tata Realty and Infrastructure Limited*	**Audit Committee** • Punj Lloyd Limited
Number of shares held in the company	Nil	Nil	1,61,680	80,000

* Chairman of the Committee

TATA CONSULTANCY SERVICES LIMITED

Registered Office: 9th Floor, Nirmal Building, Nariman Point, Mumbai 400 021

ATTENDANCE SLIP

(To be presented at the entrance)

16TH ANNUAL GENERAL MEETING ON FRIDAY, JULY 1, 2011 AT 3:30 P.M.

at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, New Marine Lines, Mumbai 400 020

Folio No. ..... DP ID No. ..... Client ID No. .....

Name of the Member: ..... Signature: .....

Name of the Proxyholder: ..... Signature: .....

1. Only Member/Proxyholder can attend the meeting.

2. Member/Proxyholder should bring his/her copy of the Annual Report for reference at the meeting.

TATA CONSULTANCY SERVICES LIMITED

Registered Office: 9th Floor, Nirmal Building, Nariman Point, Mumbai 400 021

PROXY FORM

I/We ..... of ..... in the district of .....

being a member(s) of the above named Company, hereby appoint .....

of ..... in the district of ..... or failing him/her ..... of

..... in the district of ..... as my/our proxy to attend and vote for me/us and on my/our behalf at the Sixteenth Annual General Meeting of the Company to be held on Friday, July 1, 2011 at 3:30 p.m. at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, New Marine Lines, Mumbai 400 020 and at any adjourment thereof.

Folio No. ..... DP ID No. ..... Client ID No. .....

No. of shares held .....

Signed this ..... day of ..... 2011.

Signature _____

Affix 15 Paise Revenue Stamp

This form is to be used ** In favour of / ** against the resolution. Unless otherwise instructed, the Proxy will act as he thinks fit.

** Strike out whichever is not desired.

NOTES:
1. This Proxy must be lodged with the Company at its Registered Office at 9th Floor, Nirmal Building, Nariman Point, Mumbai 400 021, not less than FORTY-EIGHT HOURS before the time for holding the aforesaid meeting.
2. Those Members who have multiple folios with different jointholders may use copies of this Attendance slip/Proxy.

Dematerialise your Physical Shares to Electronic Form

- Eliminate all risks associated with Physical Shares.
- Ease in Portfolio Management.

Contact us (Tel. no.: 022-6778 9595)/our Registrars and Transfer Agents (Tel no.: 022-6656 8484) for assistance.

Procedure for Dematerialisation of Shares

- Open Beneficiary Account with a Depository Participant (DP) registered with SEBI.
- Submit Dematerialisation Request Form (DRF) as given by the DP, duly signed by all the holders with the names and signatures in the same order as appearing in the concerned certificate(s).