TCS/C35A/SE- 5/2015-16

July 2, 2015

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: Clause 35A of the Listing Agreement – Details of voting results at the 20th Annual General Meeting of the Company

Pursuant to Clause 35A of the Listing Agreement, we are submitting herewith the details regarding the voting results of the business transacted at the Annual General Meeting (AGM) of the Equity Shareholders of the Company held on Tuesday, June 30, 2015 at 3.30 pm at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, New Marine Lines, Mumbai - 400 020, in the prescribed format showing the results of voting.

Further, we are also enclosing the Consolidated Report of the Scrutinizer on e-voting, physical ballot forms and voting at the AGM

The above are also uploaded on the Company's website.

We request you to note the above and acknowledge the receipt of this letter.

Thanking you,

Yours faithfully

For **Tata Consultancy Services Limited**

Suprakash Mukhopadhyay
Vice President and Company Secretary

Encl: As above

Details of Voting Results

Sr. No.	Particulars	Details
1.	**Date of the AGM/EGM**	Annual General Meeting - June 30, 2015
2.	**Total number of shareholders as on record date**	As of Cut –off date i.e. June 23, 2015- 6,20,932
3.	**No. of Shareholders present in the meeting either in person or through proxy:** Promoters and Promoter Group: Public:	 1 1408
4.	**No. of Shareholders attended the meeting through Video Conferencing:** Promoters and Promoter Group: Public	**Not Arranged**

Agenda-wise

Item No.	Agenda	Resolution required (Ordinary / Special)	Mode of Voting (Show of hands/Poll/ Postal ballot/ E-voting)	Remarks
1	To receive, consider and adopt: a. the Audited Financial Statements of the Company for the financial year ended March 31, 2015, 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, 2015, together with the Report of the Auditors thereon.	Ordinary	e-Voting, Physical Ballot and voting at the meeting	Passed with requisite majority
2	To confirm the payment of Interim Dividends (including a special dividend) on Equity Shares and to declare a Final Dividend on Equity Shares for the financial year 2014-15.	Ordinary	e-Voting, Physical Ballot and voting at the meeting	Passed with requisite majority
3	To appoint a Director in place of Mr. Cyrus Mistry (DIN 00010178), who retires by rotation and, being eligible, offers himself for re-appointment.	Ordinary	e-Voting, Physical Ballot and voting at the meeting	Passed with requisite majority

4	Appointment of Auditors	Ordinary	e-Voting, Physical Ballot and voting at the meeting	Passed with requisite majority
5	Re-appointment of Mr. N. Chandrasekaran as Chief Executive Officer & Managing Director of the Company	Ordinary	e-Voting, Physical Ballot and voting at the meeting	Passed with requisite majority
6	Appointment of Ms. Aarthi Subramanian as a Director of the Company	Ordinary	e-Voting, Physical Ballot and voting at the meeting	Passed with requisite majority
7	Appointment of Ms. Aarthi Subramanian as an Executive Director of the Company	Ordinary	e-Voting, Physical Ballot and voting at the meeting	Passed with requisite majority
8	Appointment of Branch Auditors	Ordinary	e-Voting, Physical Ballot and voting at the meeting	Passed with requisite majority

TATA CONSULTANCY SERVICES LIMITED

To receive, consider and adopt:

a.the Audited Financial Statements of the Company for the financial year ended March 31, 2015, 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, 2015, together with the Report of the Auditors thereon.

Details for reporting as per Clause 35A of listing agreement based on e-voting, physical ballot forms and voting at the meeting								
Resolution No 1: (Ordinary Resolution)								
	Promoter/Public	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	Shareholding of Promoter and Promoter Group (Indian)	1446755110	1445757606	99.93	1445757606	0	84.51	0.00
2	Shareholding of Promoter and Promoter Group (Foreign)	0	0	0.00	0	0	0.00	0.00
3	Public Shareholding (Institutions)	424371425	262013573	61.74	261994433	19140	15.32	0.00
4	Public Shareholding (Non-Institutions)	87601444	2837971	3.24	2836496	1475	0.17	0.00
5	Shares held by Custodians against which DRs are issued (GDR)	0	0	0.00	0	0	0.00	0.00
	Grand Totals	1958727979	1710609150	87.33	1710588535	20615	100.00	0.00



TATA CONSULTANCY SERVICES LIMITED

To confirm the payment of Interim Dividends (including a special dividend) on Equity Shares and to declare a Final Dividend on Equity Shares for the financial year 2014-15.

Details for reporting as per Clause 35A of listing agreement based on e-voting, physical ballot forms and voting at the meeting								
Resolution No 2: (Ordinary Resolution)								
	Promoter/Public	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	Shareholding of Promoter and Promoter Group (Indian)	1446755110	1445757606	99.93	1445757606	0	84.44	0.00
2	Shareholding of Promoter and Promoter Group (Foreign)	0	0	0.00	0	0	0.00	0.00
3	Public Shareholding (Institutions)	424371425	263536736	62.10	263536736	0	15.39	0.00
4	Public Shareholding (Non-Institutions)	87601444	2819249	3.22	2818144	1105	0.17	0.00
5	Shares held by Custodians against which DRs are issued (GDR)	0	0	0.00	0	0	0.00	0.00
	Grand Totals	1958727979	1712113591	87.41	1712112486	1105	100.00	0.00



TATA CONSULTANCY SERVICES LIMITED

To appoint a Director in place of Mr. Cyrus Mistry (DIN 00010178), who retires by rotation and, being eligible, offers himself for re-appointment.

Details for reporting as per Clause 35A of listing agreement based on e-voting, physical ballot forms and voting at the meeting								
Resolution No 3: (Ordinary Resolution)								
	Promoter/Public	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	Shareholding of Promoter and Promoter Group (Indian)	1446755110	1445757606	99.93	1445757606	0	84.48	0.00
2	Shareholding of Promoter and Promoter Group (Foreign)	0	0	0.00	0	0	0.00	0.00
3	Public Shareholding (Institutions)	424371425	262761696	61.92	229253432	33508264	13.40	1.96
4	Public Shareholding (Non-Institutions)	87601444	2817061	3.22	2814067	2994	0.16	0.00
5	Shares held by Custodians against which DRs are issued (GDR)	0	0	0.00	0	0	0.00	0.00
	Grand Totals	1958727979	1711336363	87.37	1677825105	33511258	98.04	1.96



TATA CONSULTANCY SERVICES LIMITED

Appointment of Auditors.

Details for reporting as per Clause 35A of listing agreement based on e-voting, physical ballot forms and voting at the meeting								
Resolution No 4: (Ordinary Resolution)								
	Promoter/Public	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	Shareholding of Promoter and Promoter Group (Indian)	1446755110	1445757606	99.93	1445757606	0	84.64	0.00
2	Shareholding of Promoter and Promoter Group (Foreign)	0	0	0.00	0	0	0.00	0.00
3	Public Shareholding (Institutions)	424371425	259619875	61.18	251389444	8230431	14.72	0.48
4	Public Shareholding (Non-Institutions)	87601444	2817359	3.22	2813922	3437	0.16	0.00
5	Shares held by Custodians against which DRs are issued (GDR)	0	0	0.00	0	0	0.00	0.00
	Grand Totals	1958727979	1708194840	87.21	1699960972	8233868	99.52	0.48



TATA CONSULTANCY SERVICES LIMITED

Re-appointment of Mr. N. Chandrasekaran as Chief Executive Officer & Managing Director.

Details for reporting as per Clause 35A of listing agreement based on e-voting, physical ballot forms and voting at the meeting								
Resolution No 5: (Ordinary Resolution)								
	Promoter/Public	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	Shareholding of Promoter and Promoter Group (Indian)	1446755110	1445757606	99.93	1445757606	0	84.48	0.00
2	Shareholding of Promoter and Promoter Group (Foreign)	0	0	0.00	0	0	0.00	0.00
3	Public Shareholding (Institutions)	424371425	262685007	61.90	163023089	99661918	9.53	5.82
4	Public Shareholding (Non-Institutions)	87601444	2819627	3.22	2815278	4349	0.17	0.00
5	Shares held by Custodians against which DRs are issued (GDR)	0	0	0.00	0	0	0.00	0.00
	Grand Totals	1958727979	1711262240	87.37	1611595973	99666267	94.18	5.82



TATA CONSULTANCY SERVICES LIMITED

Appointment of Ms. Aarthi Subramanian as a Director of the Company

Details for reporting as per Clause 35A of listing agreement based on e-voting, physical ballot forms and voting at the meeting								
Resolution No 6: (Ordinary Resolution)								
	Promoter/Public	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	Shareholding of Promoter and Promoter Group (Indian)	1446755110	1445757606	99.93	1445757606	0	84.44	0.00
2	Shareholding of Promoter and Promoter Group (Foreign)	0	0	0.00	0	0	0.00	0.00
3	Public Shareholding (Institutions)	424371425	263534797	62.10	260786493	2748304	15.23	0.16
4	Public Shareholding (Non-Institutions)	87601444	2818936	3.22	2812683	6253	0.17	0.00
5	Shares held by Custodians against which DRs are issued (GDR)	0	0	0.00	0	0	0.00	0.00
	Grand Totals	1958727979	1712111339	87.41	1709356782	2754557	99.84	0.16



TATA CONSULTANCY SERVICES LIMITED

Appointment of Ms. Aarthi Subramanian as an Executive Director of the Company

Details for reporting as per Clause 35A of listing agreement based on e-voting, physical ballot forms and voting at the meeting								
Resolution No 7: (Ordinary Resolution)								
	Promoter/Public	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	Shareholding of Promoter and Promoter Group (Indian)	1446755110	1445757606	99.93	1445757606	0	84.50	0.00
2	Shareholding of Promoter and Promoter Group (Foreign)	0	0	0.00	0	0	0.00	0.00
3	Public Shareholding (Institutions)	424371425	262366565	61.82	162651488	99715077	9.51	5.83
4	Public Shareholding (Non-Institutions)	87601444	2818661	3.22	2807861	10800	0.16	0.00
5	Shares held by Custodians against which DRs are issued (GDR)	0	0	0.00	0	0	0.00	0.00
	Grand Totals	1958727979	1710942832	87.35	1611216955	99725877	94.17	5.83



TATA CONSULTANCY SERVICES LIMITED

Appointment of Branch Auditors

Details for reporting as per Clause 35A of listing agreement based on e-voting, physical ballot forms and voting at the meeting								
Resolution No 8: (Ordinary Resolution)								
	Promoter/Public	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	Shareholding of Promoter and Promoter Group (Indian)	1446755110	1445757606	99.93	1445757606	0	84.45	0.00
2	Shareholding of Promoter and Promoter Group (Foreign)	0	0	0.00	0	0	0.00	0.00
3	Public Shareholding (Institutions)	424371425	263473672	62.09	259325966	4147706	15.15	0.24
4	Public Shareholding (Non-Institutions)	87601444	2812244	3.21	2810203	2041	0.16	0.00
5	Shares held by Custodians against which DRs are issued (GDR)	0	0	0.00	0	0	0.00	0.00
	Grand Totals	1958727979	1712043522	87.41	1707893775	4149747	99.76	0.24



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 remote e-voting/physical ballot forms 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 at the Annual General Meeting of Tata Consultancy Services Limited held on Tuesday, June 30, 2015 at 3.30p.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, to conduct the remote e-voting process and to scrutinize the physical ballot forms received from the shareholders in respect of the below mentioned resolutions passed at the Annual General Meeting of Tata Consultancy Services Limited held on Tuesday, June 30, 2015 at 3.30 p.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said Annual General Meeting held on June 30, 2015.

The Notice dated April 16, 2015 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 Annual General Meeting of the Company.

The Company had availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting remote e-voting by the Shareholders of the Company. The Company has also provided voting by physical ballot forms to the members who do not have access to remote e-voting facility.

The Company had also provided voting facility to the shareholders present at the Annual General Meeting and who had not cast their vote earlier either through remote e-voting facility or by physical ballot.

PARIKH & ASSOCIATES MUMBAI COMPANY SECRETARIES

The shareholders of the company holding shares as on the "cut-off" date of June 23, 2015 were entitled to vote on the resolutions as contained in the Notice of the Annual General Meeting.

The voting period for remote e-voting commenced on Saturday, June 27, 2015 at 09:00 a.m. (IST) and ended on Monday, June 29, 2015 at 05:00 p.m. (IST) and the NSDL e-voting platform was blocked thereafter.

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

The votes cast under remote 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 Annual General Meeting the votes cast there under were counted. Votes cast through Physical ballot forms received up to Monday, June 29, 2015 were also considered.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the National Securities Depository Limited (NSDL) e-voting system and the ballot forms received respectively.

I now submit my consolidated Report as under on the result of the remote e-voting/physical ballot forms and voting at the meeting in respect of the said Resolutions.

Resolution 1: Ordinary Resolution

Adoption of:

a. **the Audited Financial Statements of the Company for the financial year ended March 31, 2015, 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, 2015, 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
3709	1,71,05,88,535	100.00(Rounded off)

PARIKH & ASSOCIATES MUMBAI COMPANY SECRETARIES

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
23	20,615	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
200	**4,18,613**

Resolution 2: Ordinary Resolution

To confirm the payment of Interim Dividends (including a special dividend) on Equity Shares and to declare a Final Dividend on Equity Shares for the financial year 2014-15.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
3641	1,71,21,12,486	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
18	1105	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
217	**4,22,123**

PARIKH & ASSOCIATES MUMBAI COMPANY SECRETARIES

Resolution 3 : Ordinary Resolution

To appoint a Director in place of Mr. Cyrus Mistry (DIN 00010178), who retires by rotation and, being eligible, offers himself for re-appointment.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
3457	1,67,78,25,105	98.04

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
184	3,35,11,258	1.96

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
228	**4,22,589**

Resolution 4: Ordinary Resolution

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
3479	16,99,96,0972	99.52

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
96	82,33,868	0.48

PARIKH & ASSOCIATES MUMBAI COMPANY SECRETARIES

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
238	**4,23,212**

Resolution 5: Ordinary Resolution

Re-appointment of Mr. N. Chandrasekaran as Chief Executive Officer and Managing Director of the Company.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
3,235	1,61,15,95,973	94.18

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
403	9,96,66,267	5.82

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
233	**4,22,876**

Resolution 6 : Ordinary Resolution

Appointment of Ms. Aarthi Subramanian as a Director of the Company.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
3541	1,70,93,56,782	99.84

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
87	27,54,557	0.16

PARIKH & ASSOCIATES MUMBAI COMPANY SECRETARIES

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
237	**4,23,568**

Resolution 7: Ordinary Resolution

Appointment of Ms. Aarthi Subramanian as an Executive Director of the Company.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
3,182	1,61,12,16,955	94.17

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
440	9,97,25,877	5.83

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
237	**4,23,047**

Resolution 8: 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
3,566	1,70,78,93,775	99.76

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
48	41,49,747	0.24

PARIKH & ASSOCIATES MUMBAI COMPANY SECRETARIES

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
257	**4,29,013**

Shareholders who have split their votes into 'Assent' as well as 'Dissent', while their votes are taken as cast, they have been counted only once for the purpose of their presence, which has been mentioned under the head 'Assent'.

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 30, 2015