

PARIKH & ASSOCIATES

COMPANY SECRETARIES

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To,
The Chairman
Tata Consultancy Services Limited
9th Floor, Nirmal Building,
Nariman Point,
Mumbai - 400021

Dear Sir,

Sub: Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the physical ballot forms received from the shareholders who do not have access to e-voting.

I, P.N.Parikh of Parikh & Associates, Practising Company Secretaries, has been appointed as the Scrutinizer by the Board of Directors of Tata Consultancy Services Limited vide resolution dated May 21, 2014, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the electronic voting process and to scrutinize the physical ballot forms received from the shareholders in respect of the below mentioned resolutions to be passed at the Nineteenth Annual General Meeting of the Company to be held on June 27, 2014.

The Notice dated May 21, 2014 convening Annual General Meeting (AGM) of the Company 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 to be passed at the said AGM of the Company to be held on June 27, 2014.

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

The shareholders of the company holding shares as on the "cut-off" date of May 09, 2014, were entitled to vote on the proposed resolutions as set out at item nos. 1 to 13 in the Notice of the 19th AGM of Tata Consultancy Services Limited.

The voting period for e-voting commenced on Saturday, June 21, 2014 at 09.00 a.m. and ended on Monday, June 23, 2014 at 6:00 p.m. and the NSDL e-voting platform was blocked thereafter and the votes cast under e-voting facility were then unblocked in the presence of two witnesses who were not in the employment of the company. Votes cast through Physical ballot forms received upto June 23, 2014 were considered.



I have scrutinized and reviewed the voting through electronic means and physical mode 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 Report as under on the result of the voting through electronic means and physical mode in respect of the said Resolutions.

I. Resolution No. 1 :-

Adoption of Audited Balance sheet and Statement of Profit and Loss for the year ended March 31, 2014 together with the Reports of the Board of Directors and the Auditors thereon.

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	1539	1607958219	---
Physical	1538	740782	---
Total	3077	1608699001	99.99

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	9	480	---
Physical	4	153	---
Total	13	633	0.01

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E-voting	1	144648
Physical	257	31012
Total	258	175660



II. Resolution No. 2 :-

To confirm the payment of Interim Dividends on Equity Shares and declaration of Final Dividend on Equity Shares for the financial year 2013-14.

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	1563	1608773423	--
Physical	1524	740079	--
Total	3087	1609513502	99.99

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	7	280	--
Physical	8	463	--
Total	15	743	0.01

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E-voting	1	144648
Physical	267	31465
Total	268	176113



III. Resolution No. 3 :-

Declaration of Dividend on Redeemable Preference Shares for the financial year 2013-14.

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	1475	1608214757	--
Physical	1486	735773	--
Total	2961	1608950530	99.99

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	54	4306	--
Physical	16	921	--
Total	70	5227	0.01

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E-voting	1	144648
Physical	297	35312
Total	298	179960



IV. Resolution No. 4 :-

Appointment of a Director in place of Mr. Phiroz Vandrevalla, who retires by rotation and, being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	1475	1607378666	--
Physical	1489	737768	--
Total	2964	1608116434	99.93

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	61	1131967	--
Physical	30	1601	--
Total	91	1133568	0.07

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E-voting	1	144648
Physical	280	32623
Total	281	177271



V. Resolution No. 5 :-

Re-appointment of Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No.117366W/W-100018), Statutory Auditors of the Company.

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	1233	1512663910	--
Physical	1512	739127	--
Total	2745	1513403037	94.18

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	290	93457351	-
Physical	10	343	-
Total	300	93457694	5.82

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E-voting	1	144648
Physical	277	32513
Total	278	177161



VI. Resolution No. 6 :-

Appointment of Mr. V. Thyagarajan as an Independent Director of the Company with effect from June 27, 2014 up to June 26, 2019.

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	1436	1599062900	--
Physical	1500	737774	--
Total	2936	1599800674	99.44

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	101	9008588	--
Physical	19	1545	--
Total	120	9010133	0.06

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E-voting	1	144648
Physical	280	32669
Total	281	177317



VII. Resolution No. 7 :-

Appointment of Prof. Clayton M. Christensen as an Independent Director of the Company with effect from June 27, 2014 up to June 26, 2019.

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	1135	1480660542	--
Physical	1495	737499	--
Total	2630	1481398041	92.12

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	382	126771502	--
Physical	21	1652	--
Total	403	126773154	7.88

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E-voting	1	144648
Physical	283	32841
Total	284	177489



VIII. Resolution No. 8 :-

Appointment of Dr. Ron Sommer as an Independent Director of the Company with effect from June 27, 2014 up to June 26, 2019.

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	1434	1601677478	--
Physical	1491	737450	--
Total	2925	1602414928	99.60

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	86	6392782	--
Physical	24	1622	--
Total	110	6394404	0.40

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(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E-voting	1	144648
Physical	284	32920
Total	285	177568



IX. Resolution No. 9 :-

Appointment of Mr. O. P. Bhatt as an Independent Director of the Company with effect from June 27, 2014 up to June 26, 2019.

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	1446	1601678025	--
Physical	1499	737611	--
Total	2945	1602415636	99.60

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	79	6392987	--
Physical	25	1808	--
Total	104	6394795	0.40

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E-voting	1	144648
Physical	275	32573
Total	276	177221



X. Resolution No. 10 :-

Appointment of Dr. Vijay Kelkar as an Independent Director of the Company with effect from June 27, 2014 up to June 26, 2019.

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	1454	1598103927	--
Physical	1497	737475	--
Total	2951	1598841402	99.38

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	73	9967046	--
Physical	22	1684	--
Total	95	9968730	0.62

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E-voting	1	144648
Physical	280	32844
Total	281	177492



XI. Resolution No. 11 :-

Appointment of Mr. Aman Mehta as an Independent Director of the Company with effect from June 27, 2014 up to June 26, 2019.

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	1405	1592343986	--
Physical	1467	733932	--
Total	2872	1593077918	99.02

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	121	15727653	--
Physical	21	1337	--
Total	142	15728990	0.98

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E-voting	1	144648
Physical	311	36741
Total	312	181389



XII. Resolution No. 12 :-

Payment of Commission to Non Whole-time Directors of the Company.

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	1374	1607953413	--
Physical	1384	724504	--
Total	2758	1608677917	99.95

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	162	771252	--
Physical	87	9777	--
Total	249	781029	0.05

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E-voting	1	144648
Physical	328	37793
Total	329	182441



XIII. Resolution No. 13 :-

Appointment of Branch Auditors

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	1279	1514539436	--
Physical	1463	733920	--
Total	2742	1515273356	94.19

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	280	93506610	--
Physical	12	582	--
Total	292	93507192	5.81

(iii) Invalid votes:

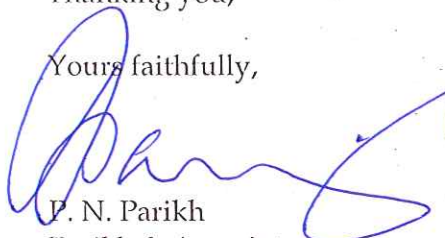
	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E-voting	1	144648
Physical	324	37554
Total	325	182202



The Register, all other papers and relevant records relating to electronic voting and physical mode shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,



P. N. Parikh
Parikh & Associates
Practising Company Secretary
FCS: 327 CP: 1228
Place: Mumbai
Dated: June 23, 2014

