

PARIKH & ASSOCIATES

COMPANY SECRETARIES

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FORM NO. MGT-13

Report of Scrutinizer(s)

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

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

The Nineteenth Annual General Meeting of the Equity Shareholders of Tata Consultancy Services Limited held on Friday, June 27, 2014 at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, New Marine Lines, Mumbai 400 020.

Dear Sir,

I, P.N.Parikh, Practising Company Secretary, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the Nineteenth Annual General Meeting of the Shareholders of Tata Consultancy Services Limited, held on Friday, June 27, 2014 at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, New Marine Lines, Mumbai 400 020, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, two ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.



4. The result of the Poll is as under:

ORDINARY 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 present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
186	47440630	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
5	49835



ORDINARY 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 present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
179	46287999	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
12	1141579



ORDINARY 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 present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
179	46287999	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
12	1141579



ORDINARY 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 present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
183	46604026	

(ii) Voted against the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
8	825552



ORDINARY RESOLUTION 5:

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

(i) Voted in favour of the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
121	39033992	83.92

(ii) Voted against the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
58	7477578	16.08

(iii) Invalid votes:

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
12	365412



ORDINARY 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 present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
178	47182843	99.57

(ii) Voted against the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
7	203868	0.43

(iii) Invalid votes:

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
6	104742



ORDINARY 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 present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
123	28467821	63.69

(ii) Voted against the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
56	16227356	36.31

(iii) Invalid votes:

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
13	3466052



ORDINARY 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 present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
181	47286585	99.79

(ii) Voted against the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
4	99138	0.21

(iii) Invalid votes:

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
6	104742



ORDINARY 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 present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
175	46249748	99.79

(ii) Voted against the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
4	99138	0.21

(iii) Invalid votes:

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
12	1141579



ORDINARY 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 present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
176	46397070	99.79

(ii) Voted against the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
4	99138	0.21

(iii) Invalid votes:

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
11	994257



ORDINARY 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 present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
154	43606884	92.23

(ii) Voted against the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
29	3672086	7.74

(iii) Invalid votes:

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
8	211467



ORDINARY RESOLUTION NO. 12:

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

(i) Voted in favour of the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
174	45249977	96.66

(ii) Voted against the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
10	1562105	3.34

(iii) Invalid votes:

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
7	678383



ORDINARY RESOLUTION NO. 13:

Appointment of Branch Auditors

(i) Voted in favour of the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
139	42200337	88.95

(ii) Voted against the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
47	5240293	11.05

(iii) Invalid votes:

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
5	49835

6. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
7. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

Scrutinizer



Name : Mr. P.N.Parikh

Practising Company Secretary

FCS: 327 CPNo.:1228

Place: Mumbai

Dated: June 27, 2014