



TCS/AGM/SE/34/2017-18

May 23, 2017

National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Mumbai
Kind Attn: Manager, Listing Department

BSE Limited
P. J. Towers, Dalal Street
Mumbai
Kind Attn: General Manager,
Department of Corporate Services
Scrip Code No. 532540 (BSE)

Dear Sirs,

Sub: AGM and Book Closure Notice

The twenty-second Annual General Meeting (AGM) of the Company will be held on Friday, June 16, 2017 at 3.30 p.m. at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, New Marine Lines, Mumbai 400 020.

The Directors have recommended a final dividend of ₹ 27.50 per equity share of ₹ 1 each of the Company for approval by the shareholders at the forthcoming AGM of the Company.

Pursuant to Regulation 42 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will be closed on Thursday, June 15, 2017 and Friday, June 16, 2017. If the final dividend as recommended by the Board of Directors is approved at the AGM, payment of such dividend will be made on Friday, June 23, 2017 as under:

- a) To all Beneficial Owners in respect of shares held in dematerialised form as per the data as made available by the National Securities Depository Limited and the Central Depository Services (India) Limited as of the close of business hours on Wednesday, June 14, 2017;

TATA CONSULTANCY SERVICES

Tata Consultancy Services Limited

Maker Towers 'E' Block 11th Floor Cuffe Parade Colaba Mumbai 400 005 India

Tel 91 22 6778 9191 Fax 91 22 6639 1836 e-mail corporate.office@tcs.com website www.tcs.com

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

Corporate Identification No. (CIN): L22210MH1995PLC084781



- b) To all Members in respect of shares held in physical form after giving effect to valid transfer in respect of transfer requests lodged with the Company as of the close of business hours on Wednesday, June 14, 2017.

A copy of the Notice of AGM is enclosed herewith.

Thanking you,

Yours faithfully,
For Tata Consultancy Services Limited

A handwritten signature in blue ink, appearing to read 'Rajendra Moholkar'.

Rajendra Moholkar
Company Secretary

cc:

1. National Securities Depository Limited
Trade World, 4th Floor,
Kamala Mills Compound,
Senapati Bapat Marg, Lower Parel,
Mumbai 400 013
2. Central Depository Services (India) Limited
P.J. Towers, Dalal Street,
Mumbai 400 001
3. TSR DARASHAW Limited

Notice

Notice is hereby given that the twenty-second Annual General Meeting of Tata Consultancy Services Limited will be held on Friday, June 16, 2017 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:
 - a. the Audited Financial Statements of the Company for the financial year ended March 31, 2017, 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, 2017, together with the Report of the Auditors thereon.
2. To confirm the payment of Interim Dividends on Equity Shares and to declare a Final Dividend on Equity Shares for the financial year 2016 -17.
3. To appoint a Director in place of Ms. Aarthi Subramanian (DIN 07121802) who retires by rotation and, being eligible, offers herself for re-appointment.
4. **Appointment of Statutory Auditors of the Company**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W - 100022), be and is hereby appointed as Auditors of the Company in place of the retiring auditors Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018), to hold office from the conclusion of this Annual General Meeting (“AGM”) till the conclusion of the twenty-seventh AGM to be held in the year 2022 (subject to ratification of their appointment at every AGM if so required under the Act), at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

5. **Appointment of Mr. N. Chandrasekaran as a Director of the Company**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED that Mr. N. Chandrasekaran (DIN 00121863) who was appointed by the Board of Directors as an Additional Director of the Company with effect from February 21, 2017 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”), but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company, liable to retire by rotation.”

6. **Appointment of Mr. Rajesh Gopinathan as a Director of the Company**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED that Mr. Rajesh Gopinathan (DIN 06365813) who was appointed by the Board of Directors as an Additional Director of the Company with effect from February 21, 2017 and who holds office up to the date of this Annual General Meeting of the

Company in terms of Section 161(1) of the Companies Act, 2013 ("Act"), but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company, not liable to retire by rotation."

7. Appointment of Mr. Rajesh Gopinathan as Chief Executive Officer and Managing Director of the Company

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013, ("Act"), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the Company hereby approves the appointment and terms of remuneration of Mr. Rajesh Gopinathan (DIN 06365813), as the Chief Executive Officer and Managing Director of the Company for a period of five years with effect from February 21, 2017 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, (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 alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Rajesh Gopinathan."

"RESOLVED FURTHER that the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

8. Appointment of Mr. N. Ganapathy Subramaniam as a Director of the Company

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED that Mr. N. Ganapathy Subramaniam (DIN 07006215), who was appointed by the Board of Directors as an Additional Director of the Company with effect from February 21, 2017 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("Act"), but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company, liable to retire by rotation."

9. Appointment of Mr. N. Ganapathy Subramaniam as Chief Operating Officer and Executive Director of the Company

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Schedule V to the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the Company hereby approves the appointment and terms of remuneration of Mr. N. Ganapathy Subramaniam (DIN 07006215) as Chief Operating Officer and Executive Director of the Company for a period of five years with effect from February 21, 2017 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, (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 alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. N. Ganapathy Subramaniam."

“RESOLVED FURTHER that the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised 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 the following resolution as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of Section 143(8) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Board be and is hereby authorized to appoint Branch Auditors of any branch office of the Company, whether existing or which may be opened / acquired hereafter, outside India, in consultation with the Company's Auditors, any person(s) qualified to act as Branch Auditors and to fix their remuneration.”

Notes:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the business under Item Nos. 4 to 10 of the Notice, is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, of the person seeking appointment/re-appointment as Director under Item Nos. 3, 5, 6, and 8 of the Notice, are also annexed.
2. **A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company.** The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT hours before the commencement of the AGM. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions / authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. The Register of Members and Share Transfer Books of the Company will be closed on Thursday, June 15, 2017 and Friday, June 16, 2017.
4. Members, Proxies and Authorised Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No.
5. If the Final Dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend will be made on Friday, June 23, 2017 as under:
 - i. To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours on Wednesday, June 14, 2017;
 - ii. 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 as of the close of business hours on Wednesday, June 14, 2017.

6. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, TSR DARASHAW Limited (TSRDL) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to TSRDL.

The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to TSRDL.

7. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or TSRDL for assistance in this regard.
8. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or TSRDL, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
9. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
10. Members seeking any information with regard to 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 AGM.
11. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website www.tcs.com (under 'Investors' section). Members holding shares in physical form may submit the same to TSRDL. Members holding shares in electronic form may submit the same to their respective depository participant.

12. Transfer of Unclaimed / Unpaid amounts to the Investor Education and Protection Fund (IEPF):

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, as applicable, remaining unclaimed / unpaid for a period of seven years from the date they became due for payment, were required to be transferred to the IEPF. Sections 124 and 125 of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), both of which were applicable with effect from September 7, 2016, also contain similar provisions for transfer of such amounts to the IEPF. Accordingly, all unclaimed / unpaid dividend, application money, debenture interest and interest on deposits as well as the principal amount of debentures and deposits, as applicable, remaining unclaimed / unpaid for a period of seven years from the date they became due for payment, in relation to the Company, erstwhile TCS e-Serve Limited and erstwhile CMC Limited, which have been amalgamated with the Company, have been transferred to the IEPF established by the Central Government. No claim shall be entertained against the Company for the amounts so transferred.

As per Section 124(6) of the Act read with the IEPF Rules as amended, all the shares in respect of which dividend has remained unpaid/unclaimed for seven consecutive years or more are required to be transferred to an IEPF Demat Account.

The Company has sent notice to all the members whose Dividends are lying unpaid / unclaimed against their name for seven consecutive years or more. Members are requested to claim the same on or before May 31, 2017. In case the dividends are not claimed by the said date, necessary steps will be initiated by the Company to transfer shares held by the members to IEPF without further notice. Please note that no claim shall lie against the Company in respect of the shares so transferred to IEPF.

In the event of transfer of shares and the unclaimed dividends to IEPF, members are entitled to claim the same from IEPF by submitting an online application in the prescribed Form IEPF-5 available on the website www.iepf.gov.in and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in the Form IEPF- 5. Members can file only one consolidated claim in a financial year as per the IEPF Rules.

Members who have not yet encashed their dividend warrant(s) pertaining to the final dividend for the financial year 2009-10 onwards for the Company, erstwhile TCS e-Serve Limited and erstwhile CMC Limited, are requested to lodge their claims with TSRDL. It may be noted that the unclaimed Final Dividend for the financial year 2009-10 declared by the Company on July 2, 2010 can be claimed by the Members by July 1, 2017. The unclaimed Final Dividend for the financial year 2009-10 declared by erstwhile CMC Limited on June 29, 2010 can be claimed by the Members by June 28, 2017 and the unclaimed Final Dividend for the financial year 2009-10 declared by erstwhile e-Serve Limited on August 24, 2010 can be claimed by the Members by August 23, 2017. Members attention is particularly drawn to the "Corporate Governance" section of the Annual Report in respect of unclaimed dividend.

The Ministry of Corporate Affairs ('MCA') on May 10, 2012 notified the Investor Education and Protection Fund (Uploading of information regarding Unpaid and Unclaimed amount lying with Companies) Rules 2012. In terms of the above Rules, the Company has uploaded the information in respect of the Unclaimed Dividends, as on the date of last AGM i.e. June 17, 2016, on the website of the IEPF viz. www.iepf.gov.in and under 'Investors' section on the website of the Company viz. www.tcs.com.

13. The Notice of the AGM along with the Annual Report 2016-17 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2016-17 will also be available on the Company's website viz. www.tcs.com.
14. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with DPs/TSRDL.
15. The route map showing directions to reach the venue of the twenty-second AGM is annexed.
16. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.
17. The Board of Directors has appointed Mr. P.N. Parikh of M/s. Parikh & Associates, Practicing Company Secretaries (Membership No. FCS 327) and failing him Mr. Mitesh Dhabliwala, Practicing Company Secretary (Membership No. FCS 8331) as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.

- 18 The facility for voting, either through electronic voting system or polling paper shall also be made available at the AGM and the Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the AGM.
19. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
20. The instructions for e-voting are as under:
 - A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company / Depositories):
 - I. Open the email and also open the PDF file, namely, "TCS e-voting.pdf", with your Client ID or Folio No. as password. The said PDF file contains your User ID and password for e-voting. Please note that the password is an initial password.
NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file "TCS e-voting.pdf".
 - ii. Open the internet browser and type the following URL: <https://www.evoting.nsd.com>.
 - iii. Click on Shareholder – Login.
 - iv. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.
NOTE: Shareholders who forgot the User Details/ Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsd.com.
In case Shareholders are holding shares in demat mode, User ID is the combination of (DPID + Client ID).
In case Shareholders are holding shares in physical mode, User ID is the combination of (Even No + Folio No.).
 - v. If you are logging in for the first time, please enter the User ID and password provided in the PDF file attached with the e-mail as initial password. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential. If you forget your password, you can reset it using "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on www.evoting.nsd.com.
 - vi. Once the e-voting home page opens, click on e-Voting > Active Voting Cycles.
 - vii. Select "EVEN" (E-voting Event Number) of Tata Consultancy Services Limited which is 106156. Now you are ready for e-voting as 'Cast Vote' page opens.
 - viii. Cast your vote by selecting the appropriate option and click on "Submit" and also "Confirm" when prompted.
 - ix. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - x. Once the vote on a resolution is cast, the Member shall not be allowed to change it subsequently.
 - xi. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution and / or Authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to tcs.scrutinizer@gmail.com, with a copy marked to evoting@nsdl.co.in.

- xii. In case of any queries, members may refer the Frequently Asked Questions (FAQs) and e-voting user manual for shareholders available at the Downloads section of www.evoting.nsdl.com or call on toll free no: 1800-222-990.
- B. In case a Member receives a physical copy of the Notice of the AGM (for Members whose e-mail addresses are not registered with the Company/Depositories):
- i. Initial password is provided in the enclosed attendance slip: EVEN (E-voting Event Number) + User ID and Password.
 - ii. Please follow all steps from Sl. No. 20. A (ii) to (xii) above, to cast vote.
- C. Other Instructions
- i. The e-voting period commences on Tuesday, June 13, 2017 (9.00 a.m. IST) and ends on Thursday, June 15, 2017 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, June 9, 2017 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently or cast vote again.
 - ii. The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of voting, either through remote e-voting or voting at the Meeting through electronic voting system or poll paper.
 - iii. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting vote. If you forget your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com.
 - iv. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
 - v. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.tcs.com and on the website of NSDL www.evoting.nsdl.com immediately. The Company shall simultaneously forward the results to the National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.

By Order of the Board of Directors

SUPRAKASH MUKHOPADHYAY
Global Treasury Head and Company Secretary

Mumbai, April 18, 2017

Registered Office:

9th Floor, Nirmal Building, Nariman Point, Mumbai 400 021

CIN : L22210MH1995PLC084781

Tel: 91 22 6778 9595 Fax: 91 22 6778 9660

E-mail: investor.relations@tcs.com Website: www.tcs.com

Explanatory Statement

As required by Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 4 to 10 of the accompanying Notice:

Item No. 4

This explanatory statement is provided though strictly not required as per Section 102 of the Act.

Deloitte Haskins & Sells LLP (DHS), Chartered Accountants, Mumbai, (ICAI Firm Registration No. 117366W/W-100018) were appointed as the Auditors of the Company at the nineteenth Annual General Meeting (AGM) of the Company held on June 27, 2014 for a term of three years to hold office till the conclusion of this AGM. DHS have been the Auditors of the Company since financial year 2008-09. Prior to this, S. B. Billimoria & Co. (SBB), Chartered Accountants, were the Auditors of the Company from the financial year 2004-05 till financial year 2007-08. SBB was an associate of DHS.

As per the provisions of Section 139 of the Act, no listed Company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. In view of the above, DHS can continue as the Auditors of the Company only up to the conclusion of this Annual General Meeting ('AGM'), having completed their term as per the provisions of Section 139 of the Act.

The Board of Directors has, based on the recommendation of the Audit Committee, at its meeting held on January 12, 2017, proposed the appointment of M/s B S R & Co. LLP (Firm Registration No. 101248W/W - 100022) as the Statutory Auditors of the Company for a period of 5 years, to hold office from the conclusion of this AGM till the conclusion of the twenty-seventh AGM to be held in the year 2022 (subject to ratification of their appointment at every AGM, if so required under the Act).

B S R & Co. LLP have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution set out at Item No. 4 of the Notice.

Item No. 5

The Board of Directors has appointed Mr. N. Chandrasekaran, as an Additional Director of the Company with effect from February 21, 2017, on the recommendation of the Nomination and Remuneration Committee. As per the provisions of Section 161(1) of the Act, he holds office of Additional Director only up to the date of this Annual General Meeting of the Company, and is eligible for appointment as Director. The Company has received a notice under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, along with the requisite deposit.

Mr. N. Chandrasekaran relinquished his position as the Chief Executive Officer and Managing Director of the Company with effect from February 21, 2017 on his appointment as Executive Chairman of Tata Sons Limited. He was nominated as the Chairman of the Board of Directors of the Company by Tata Sons Limited from the same date. Mr. Chandrasekaran demonstrated exemplary leadership as the Chief Executive Officer and Managing Director of the Company. Prior to his elevation to the position of Chief Executive Officer and Managing Director of the Company on October 6, 2009, he held the office of the Chief Operating Officer and Executive Director of the Company from September 6, 2008. He joined the Company in 1987 and has held several key positions within the Company. He chairs the Board of several Tata companies and is also a Director of the Reserve Bank of India. Mr. Chandrasekaran is recipient of several awards and recognition in business and academic communities.

Further details of Mr. N. Chandrasekaran have been given in the Annexure to this Notice.

The Board commends the Resolution at Item No.5 of the accompanying Notice for the approval by the Members of the Company.

Except Mr. N. Chandrasekaran, Mr. N. Ganapathy Subramaniam, and their relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, in the Resolution set out at Item No. 5 of the Notice.

Item Nos. 6 and 7

The Board of Directors, at its meeting held on January 12, 2017 appointed Mr. Rajesh Gopinathan, as an Additional Director of the Company with effect from February 21, 2017. The Board, at the same meeting, has elevated him from the position of the Chief Financial Officer to the position of the Chief Executive Officer and Managing Director ("CEO & MD") of the Company effective the same date, for a period of five years, subject to the approval of the Members. His appointment has been recommended by the Nomination and Remuneration Committee. The Audit Committee has approved the terms and conditions of his appointment, as he, being a key managerial personnel, is a related party as per Section 2(76) of the Act.

As per the provisions of Section 161(1) of the Act, he holds office of Additional Director only up to the date of this Annual General Meeting of the Company, and is eligible for appointment as Director. The Company has received a notice under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, along with the requisite deposit.

Prior to his elevation to the position as the CEO & MD, he held the office of the Chief Financial Officer of the Company from February 10, 2013. He has held several key positions within the Company and has played a key role in helping the Company become a US\$ 17.6 billion global company.

Mr. Rajesh Gopinathan joined Tata Consultancy Services in 2001 from Tata Industries, and worked to drive TCS' newly established e-business unit in the United States. He was also involved in the design, structure and implementation of the new organizational structure and operating model of the Company. He has worked on multiple assignments with Tata companies as part of the Tata Strategic Management Group since 1996.

In 2014 he was awarded the "Young Alumni Achiever's Award" under "Corporate Leader" category by IIM, Ahmedabad.

Further details of Mr. Rajesh Gopinathan have been given in the Annexure to this Notice.

The main terms and conditions of appointment of Mr. Rajesh Gopinathan (hereinafter referred to as "CEO & MD") are given below:

A. Tenure of Appointment:

The appointment as CEO & MD is for a period of five years with effect from February 21, 2017.

B. Nature of Duties:

The CEO & MD shall devote his whole time and attention to the business of the Company and shall perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and direction of the Board in connection with and in the best interests of the business of the Company and the business of one or more of its associated companies and/ or subsidiaries, including performing duties as assigned to the CEO & MD from time to time by serving on the Boards of such associated companies and / or subsidiaries or any other executive body or any committee of such a company.

C. Remuneration:

a. Basic Salary:

Current Basic Salary of ₹7,50,000 per month; up to a maximum of ₹15,00,000 per month.

The annual increments which will be effective 1st April each year, will be decided by the Board based on the recommendations of the Nomination and Remuneration Committee ("NRC") and the Audit Committee and will be performance-based and take into account the Company's performance as well, within the said maximum amount.

b. Benefits, Perquisites, and Allowances:

Details of Benefits, Perquisites and Allowances are as follows:

- i. Rent-free residential accommodation (partly furnished or otherwise) with the Company bearing the cost of repairs, maintenance, society charges and utilities (e.g., gas, electricity, and water charges) for the said accommodation or house rent, house maintenance and utility allowances aggregating 85% of the Basic Salary (in case residential accommodation is not provided by the Company).
- ii. Hospitalisation and major medical expenses, Car facility, Telecommunication facility and Housing loan facility as per Rules of the Company.
- iii. Other perquisites and allowances given below subject to a maximum of 55% of the Basic Salary; this shall include medical allowance, leave travel concession / allowance and other allowances / personal accident insurance / club membership fees.
- iv. Contribution to Provident Fund, Superannuation Fund or Annuity Fund and Gratuity Fund as per the Rules of the Company.
- v. Leave and encashment of unavailed leave as per the Rules of the Company.

c. Commission:

In addition to Salary, Benefits, Perquisites and Allowances, the CEO & MD would be paid such remuneration by way of Commission, calculated with reference to the net profits of the Company in a particular financial year, as may be determined by the Board of the Company subject to the overall ceilings stipulated in Section 197 of the Act. The specific amount payable to the CEO & MD will be based on his performance as evaluated by the Board or the NRC and approved by the Board and will be payable annually after the annual accounts have been approved by the Board.

D. Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of the CEO & MD, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Salary, Benefits, Perquisites, Allowances and Commission subject to further approvals as required under Schedule V of the Act, or any modification(s) thereto.

E. Other terms of Appointment:

The CEO & MD shall enter into an agreement, containing, inter alia, the following terms:

- i. The CEO & MD shall not become interested or otherwise concerned, directly or through his spouse and / or children, in any selling agency of the Company.
- ii. The terms and conditions of the appointment of the CEO & MD may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the CEO & MD, subject to such approvals as may be required.
- iii. The Agreement may be terminated by either party by giving to the other party six months' notice of such termination or the Company paying six months' remuneration in lieu thereof.
- iv. The employment of the CEO & MD may be terminated by the Company without notice or payment in lieu of notice:
 - a. if the CEO & MD is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company to which he is required to render services; or

- b. in the event of any serious repeated or continuing breach (after prior warning) or non-observance by the CEO & MD of any of the stipulations contained in the Agreement.
- v. Upon the termination by whatever means of the CEO & MD's employment:
 - a. the CEO & MD shall immediately cease to hold offices held by him in any holding company, subsidiaries or associated companies without claim for compensation for loss of office by virtue of Section 167(1)(h) of the Act and unless the Board of Directors of the Company decide otherwise, shall resign as trustee of any trusts connected with the Company;
 - b. the CEO & MD shall not without the consent of the Company, at any time thereafter represent himself as connected with the Company or any of the subsidiaries or associated companies.
- vi. All Personnel Policies of the Company and the related Rules which are applicable to other employees of the Company shall also be applicable to the CEO & MD, unless specifically provided otherwise.
- vii. The terms and conditions of appointment of the CEO & MD also include clauses pertaining to adherence with the Tata Code of Conduct and maintenance of confidentiality.
- viii. If and when the Agreement expires or is terminated for any reason whatsoever, the CEO & MD will cease to be the CEO & MD, and also cease to be a Director. If at any time, the CEO & MD ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the CEO & MD, and the Agreement shall forthwith terminate. However, the Board may at its discretion decide that CEO & MD shall continue as Director of the Company.

In compliance with the provisions of Sections 196, 197 and other applicable provisions of the Act, read with Schedule V to the Act, the terms of appointment and remuneration of the CEO & MD as specified above are now being placed before the Members for their approval. The Board commends the Resolutions at Item Nos. 6 and 7 for approval by the Members.

Except Mr. Rajesh Gopinathan and his relatives, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, in the Resolutions set out at Item Nos. 6 and 7 of the Notice.

Item Nos. 8 and 9:

The Board of Directors, at its meeting held on January 12, 2017 appointed Mr. N. Ganapathy Subramaniam, as an Additional Director of the Company with effect from February 21, 2017. The Board, at the same meeting, has also appointed him as the Chief Operating Officer and Executive Director ("COO & ED") of the Company effective the same date, for a period of five years, subject to the approval of the Members. His appointment has been recommended by the Nomination and Remuneration Committee. The Audit Committee has also approved the terms and conditions of his appointment, as he, being the brother of Mr. N. Chandrasekaran, is a related party as per Section 2(76) of the Act.

As per the provisions of Section 161(1) of the Act, he holds office of Additional Director only up to the date of the forthcoming Annual General Meeting of the Company, and is eligible for appointment as Director. The Company has received a notice under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, along with the requisite deposit.

Mr. N. Ganapathy Subramaniam was elevated to the role of COO & ED on February 21, 2017. Prior to taking over the COO's role, he served as the President, Financial Services, a strategic business unit of the Company. In that role, he was responsible for steering the non-linear growth strategies, Products and Platform business of the Company for over five years. In steering TCS Financial Solutions, he led the Company's efforts in launching a suite of products for Banking, Capital Markets and Insurance domains - TCS BaNCS, many of which have become world class solutions used by major financial institutions globally. He has held many key leadership positions in the Company across Client Delivery, Business Development, integration of businesses and Product Development. He has been a part of the Company and the Indian IT Industry for the past 35 years and has in-depth knowledge on technology trends and systems policies of leading corporations. Mr. N. Ganapathy Subramaniam holds Master's in Mathematics from University of Madras and has attended various programs including the Executive program for Growing Companies at Stanford University.

Further details of Mr. N. Ganapathy Subramaniam have been given in the Annexure to this Notice.

The main terms and conditions of appointment of Mr. N. Ganapathy Subramaniam (hereinafter referred to as "COO and ED") are given below:

A. Tenure of Appointment:

The appointment as COO & ED is for a period of five years with effect from February 21, 2017.

B. Nature of Duties:

The COO & ED shall devote his whole time and attention to the business of the Company and shall perform such duties as may be entrusted to him by the Chief Executive Officer and Managing Director of the Company and/or the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and direction of the Board in connection with and in the best interests of the business of the Company and the business of one or more of its associated companies and/or subsidiaries, including performing duties as assigned to the COO & ED from time to time by serving on the Boards of such associated companies and/or subsidiaries or any other executive body or any committee of such a company.

C. Remuneration:

a. Basic Salary:

Current Basic Salary of ₹7,00,000 per month; up to a maximum of ₹12,00,000 per month.

The annual increments which will be effective 1st April each year, will be decided by the Board based on the recommendations of the Nomination and Remuneration Committee ("NRC") and will be performance-based and take into account the Company's performance as well, within the said maximum amount.

b. Benefits, Perquisites, and Allowances:

Details of Benefits, Perquisites, and Allowances are as follows:

- i. Rent-free residential accommodation (partly furnished or otherwise) with the Company bearing the cost of repairs, maintenance, society charges and utilities (e.g., gas, electricity, and water charges) for the said accommodation or house rent, house maintenance and utility allowances aggregating 85% of the Basic Salary (in case residential accommodation is not provided by the Company).
- ii. Hospitalisation and major medical expenses, Car facility, Telecommunication facility and Housing loan facility as per Rules of the Company.
- iii. Other perquisites and allowances given below subject to a maximum of 55% of the Basic Salary; this shall include medical allowance, leave travel concession / allowance and other allowances / personal accident insurance / club membership fees.
- iv. Contribution to Provident Fund, Superannuation Fund or Annuity Fund and Gratuity Fund as per the Rules of the Company.
- v. Leave and encashment of unavailed leave as per the Rules of the Company.

c. Commission:

In addition to Salary, Benefits, Perquisites and Allowances, the COO & ED would be paid such remuneration by way of Commission, calculated with reference to the net profits of the Company in a particular financial year, as may be determined by the Board of the Company subject to the overall ceilings stipulated in Section 197 of the Act. The specific amount payable to the COO & ED will be based on his performance as evaluated by the Board or the NRC and approved by the Board and will be payable annually after the annual accounts have been approved by the Board.

D. Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of the COO & ED, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Salary, Benefits, Perquisites, Allowances and Commission subject to further approvals as required under Schedule V of the Act, or any modification(s) thereto.

E. Other terms of Appointment:

The COO & ED shall enter into an agreement, containing, inter alia, the following terms:

- i. The COO & ED shall not become interested or otherwise concerned, directly or through his spouse and/or children, in any selling agency of the Company.
- ii. The terms and conditions of the appointment of the COO & ED may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the COO & ED, subject to such approvals as may be required.
- iii. The Agreement may be terminated by either party by giving to the other party six months' notice of such termination or the Company paying six months' remuneration in lieu thereof.
- iv. The employment of the COO & ED may be terminated by the Company without notice or payment in lieu of notice:
 - a. if the COO & ED is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company to which he is required to render services; or
 - b. in the event of any serious repeated or continuing breach (after prior warning) or non-observance by the COO & ED of any of the stipulations contained in the Agreement.
- v. Upon the termination by whatever means of the COO & ED's employment:
 - a. the COO & ED shall immediately cease to hold offices held by him in any holding company, subsidiaries or associated companies without claim for compensation for loss of office by virtue of Section 167(1)(h) of the Act and unless the Board of Directors of the Company decide otherwise, shall resign as trustee of any trusts connected with the Company;
 - b. the COO & ED shall not without the consent of the Company, at any time thereafter represent himself as connected with the Company or any of the subsidiaries or associated companies.
- vi. All Personnel Policies of the Company and the related Rules which are applicable to other employees of the Company shall also be applicable to the COO & ED, unless specifically provided otherwise.
- vii. The terms and conditions of appointment of the COO & ED also include clauses pertaining to adherence with the Tata Code of Conduct, and maintenance of confidentiality.
- viii. If and when the Agreement expires or is terminated for any reason whatsoever, the COO & ED will cease to be the COO & ED, and also cease to be a Director. If at any time, the COO & ED ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the COO & ED, and the Agreement shall forthwith terminate. However, the Board may at its discretion decide that COO & ED shall continue as Director of the Company.

In compliance with the provisions of Sections 196, 197 and other applicable provisions of the Act, read with Schedule V to the Act, the terms of appointment and remuneration of the COO & ED as specified above are now being placed before the Members for their approval. The Board commends the Resolutions at Item Nos. 8 and 9 for approval by the Members.

Except Mr. N. Ganapathy Subramaniam, Mr. N. Chandrasekaran and their relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, in the Resolutions set out at Item Nos. 8 and 9 of the Notice.

Item No.10

The Company has branches outside India and may also open / acquire new branches outside India 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 authorize 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 at Item No. 10 for approval by the Members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs is concerned or interested in the Resolution set out at Item No. 10 of the Notice.

By Order of the Board of Directors

SUPRAKASH MUKHOPADHYAY
Global Treasury Head and Company Secretary

Mumbai, April 18, 2017

Registered Office:

9th Floor, Nirmal Building, Nariman Point, Mumbai 400 021

CIN : L22210MH1995PLC084781

Tel: 91 22 6778 9595 Fax: 91 22 6778 9660

E-mail: investor.relations@tcs.com Website: www.tcs.com

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

Particulars	Ms. Aarthi Subramaniam	Mr. N. Chandrasekaran	Mr. Rajesh Gopinathan	Mr. N. Ganapathy Subramaniam
Date of Birth (Age)	June 26, 1967 (49 years)	June 2, 1963 (53 years)	August 13, 1971 (45 years)	May 20, 1959 (57 years)
Date of Appointment	March 12, 2015	February 21, 2017	February 21, 2017	February 21, 2017
Qualifications	<ul style="list-style-type: none"> ■ B. Tech in Computer Science ■ Master's Degree in Engineering Management 	<ul style="list-style-type: none"> ■ Bachelor's Degree - Applied Science ■ Master's Degree- Computers Application 	<ul style="list-style-type: none"> ■ MBA - IIM, Ahmedabad ■ Engineer, Regional Engg. College, Trichy 	<ul style="list-style-type: none"> ■ Master's Degree in Mathematics
Expertise in specific functional areas	Wide experience in Information Technology	Wide experience in Information Technology	Wide experience in Information Technology	Wide experience in Information Technology
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	Nil	<ul style="list-style-type: none"> ■ Tata Sons Limited ■ Tata Steel Limited ■ Tata Motors Limited ■ The Indian Hotels Company Limited ■ The Tata Power Company Limited 	Nil	<ul style="list-style-type: none"> ■ Tata Elxsi Limited
Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee.)	Nil	Nil	Nil	Nil
Number of shares held in the Company	2,800	88,528	1,130	98,880

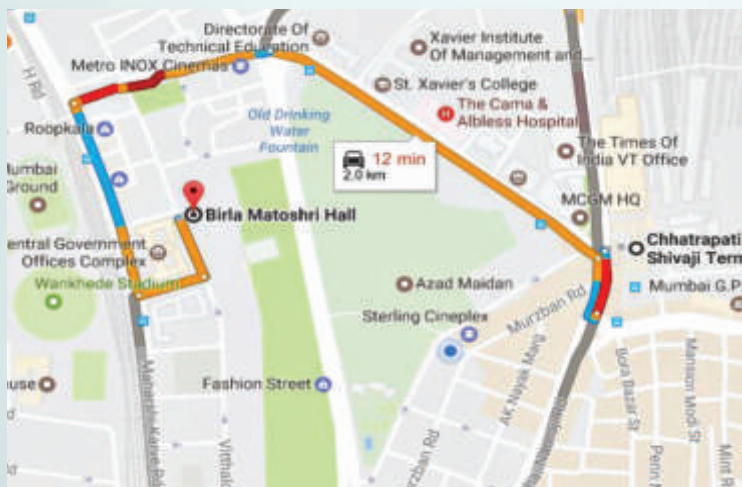
Note: For other details such as number of meetings of the Board attended during the year, remuneration drawn and relationship with other directors and key managerial personnel in respect of the above directors please refer to the Board's Report and the Corporate Governance Report.

Route Map to the AGM Venue

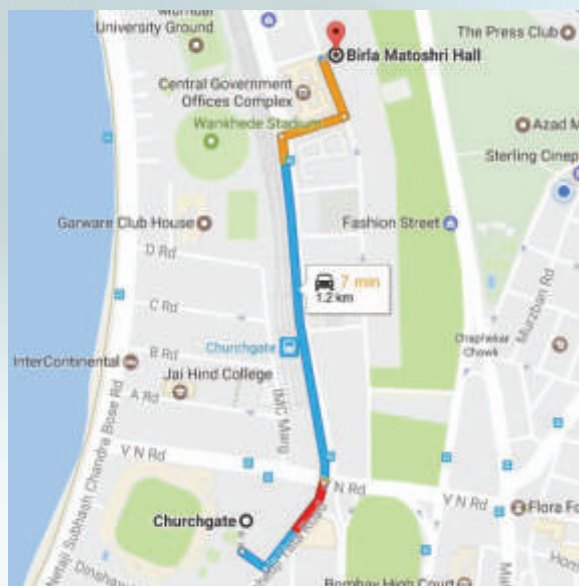
Venue : Birla Matoshri Sabhagar,
19, Sir Vithaldas Thackersey Marg,
Mumbai 400020

Landmark : Next to Bombay Hospital

Date & Time : Friday June 16, 2017 at 3.30 p.m.



Distance from Chhatrapati Shivaji Terminus: 2 km



Distance from Churchgate Station: 1 km



Distance from Marine Lines Station: 0.8 km