

## Notice

Notice is hereby given that the twentieth Annual General Meeting of Tata Consultancy Services Limited will be held on Tuesday, June 30, 2015 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, 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.
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.
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.
4. Appointment of Auditors

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

“RESOLVED that pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the Company hereby ratifies the appointment of Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the twenty-first AGM of the Company to be held in the year 2016 at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

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

To consider and, if thought fit to pass with or without modification(s) 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”), as amended or re-enacted from time to time, read with Schedule V to the Act, the Company hereby approves the re-appointment and terms of remuneration of Mr. N. Chandrasekaran (DIN 00121863) as the Chief Executive Officer and Managing Director of the Company for a period of five years with effect from October 6, 2014 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. Chandrasekaran.”

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

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

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

“RESOLVED that Ms. Aarthi Subramanian (DIN 07121802) who was appointed by the Board of Directors as an Additional Director of the Company with effect from March 12, 2015 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”) and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company.”

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

To consider and if thought fit to pass with or without modification(s) 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”), as amended or re-enacted from time to time, read with Schedule V to the Act, the Company hereby approves the appointment and terms of remuneration of Ms. Aarthi Subramanian (DIN 07121802) as an Executive Director of the Company for a period of three years with effect from March 12, 2015 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 her 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 Ms. Aarthi Subramanian.”

“RESOLVED FURTHER that the Board or a Committee thereof 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 Branch Auditors**

To consider and if thought fit to pass with or without modification(s) 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 (“Act”), as amended from time to time, the Board be and is hereby authorized to appoint as 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 within the provisions of Section 143(8) of the Act and to fix their remuneration.”

#### **Notes:**

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) in respect of the business under Item Nos. 4 to 8 of the Notice, is annexed hereto. The relevant details as required under Clause 49 of the Listing Agreements entered into with the Stock Exchanges, of persons seeking appointment / re-appointment as Directors under Items No. 3, 5, 6 and 7 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 meeting. 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. 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 Transfer Books of the Company will be closed from Tuesday, June 9, 2015 to Saturday, June 13, 2015, both days inclusive.
4. If the Final Dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend will be made on Tuesday, July 7, 2015 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 Monday, June 8, 2015;
  - 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 on or before the close of business hours on Monday, June 8, 2015.

5. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, 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.
6. Members holding shares in physical form are requested to consider converting their holding 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.
7. 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 returned to such Members after making requisite changes thereon.
8. In case of joint holders attending the Meeting, 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.
9. 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 Meeting.
10. 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, in relation to the Company and erstwhile TCS e-Serve Limited, which has amalgamated with the Company, have been transferred to the IEPF established by the Central Government. No claim shall be entertained against the IEPF or the Company for the amounts so transferred prior to March 31, 2015.

Members who have not yet encashed their dividend warrant(s) pertaining to the Final Dividend for the financial year 2007-08 onwards for the Company and erstwhile TCS e-Serve Limited are requested to make their claims without any delay to TSRDL. It may be noted that the unclaimed Final Dividend for the financial year 2007-08 declared by the Company on July 1, 2008 can be claimed by the shareholders by June 30, 2015 and unclaimed Final Dividend for the financial year 2007-08 declared by TCS e-Serve Limited on December 18, 2008 can be claimed by the Members by December 17, 2015. Members' attention is particularly drawn to the "Corporate Governance" section of the Annual Report in respect of unclaimed dividend.
11. The Notice of the AGM along with the Annual Report 2014-15 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.
12. To support the 'Green Initiative' Members who have not registered their e-mail addresses are requested to register the same with TSRDL / Depositories.
13. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder and the clause 35B of the listing agreement, 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. In order to enable its Members, who do not have the access to e-voting facility to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, the Company is enclosing a Ballot Form with the Notice. Instructions for Ballot Form are given at the back of the said form and instructions for e-voting are given here in below. Resolution(s) passed by Members through Ballot Forms or e-voting is / are deemed to have been passed as if they have been passed at the AGM.

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14. Mr. P. N. Parikh of M/s. Parikh & Associates, Practicing Company Secretaries (Membership No. FCS 327), has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
15. The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting or by ballot form shall be able to exercise their right at the meeting.
16. The Members who have cast their vote by remote e-voting or by ballot form prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
17. Members can opt for only one mode of voting, i.e., either by Ballot Form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Form shall be treated as invalid.
18. In case a Member is desirous of obtaining a duplicate Ballot Form, he may send an e-mail to investor.relations@tcs.com by mentioning their Folio / DP ID and Client ID No. However, the duly completed Ballot Form should reach the Scrutinizer, Mr. P. N. Parikh of M/s. Parikh & Associates at 11th Floor, Air India Building, Nariman Point, Mumbai - 400 021 not later than Monday, June 29, 2015 (5:00 p.m. IST). Ballot Form received after this date will be treated as invalid.
19. The instructions for e-voting are as under:
  - A. In case a Member receives an e-mail from NSDL (for Members whose email addresses are registered with the Company / Depositories):
    - i. Open the e-mail and also open 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.
    - ii. Open the internet browser and type the following URL: <https://www.evoting.nsdl.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.
    - 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.
    - 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 101783. 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](mailto:tcs.scrutinizer@gmail.com), with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
    - xii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) and e-voting user manual for Shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.

- B. In case a Member receives 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 ballot form: EVEN (E-voting Event Number) + USER ID and PASSWORD
  - ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- C. Other Instructions
- i. The e-voting period commences on Saturday, June 27, 2015 (9.00 a.m. IST) and ends on Monday, June 29, 2015 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on June 23, 2015 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 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 remote e-Voting, voting through ballot form, as well as voting at the meeting through ballot.
  - 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](mailto:evoting@nsdl.co.in). However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forgot User Details / Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - iv. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, would 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 three days 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 results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.tcs.com](http://www.tcs.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), where the shares of the Company are listed.

By Order of the Board of Directors

**SUPRAKASH MUKHOPADHYAY**  
*Vice President and Company Secretary*

Mumbai  
April 16, 2015

**Registered Office:**

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Tel: 91 22 6778 9595 Fax: 91 22 6778 9660  
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## Explanatory Statement (Pursuant to Section 102 of the Companies Act, 2013)

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 8 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), (ICAI Firm Registration No. 117366W/W-100018), Chartered Accountants, Mumbai were appointed as the statutory auditors of the Company for a period of three years at the Annual General Meeting (AGM) of the Company held on June 27, 2014.

As per provisions of Section 139(1) of the Act, their appointment for the above tenure is subject to ratification by members at every AGM.

Accordingly, ratification of the members is being sought for the proposal contained in the Resolution set out at item no. 4 of the Notice.

The Board commends the Resolution at Item No. 4 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 at Item No. 4 of the accompanying Notice.

**Item No. 5:**

At the Annual General Meeting of the Company held on July 2, 2010, the Members had approved the appointment and terms of remuneration of Mr. N. Chandrasekaran as Chief Executive Officer and Managing Director (CEO & MD) for a period of five years from October 6, 2009.

The Board of Directors has re-appointed Mr. N. Chandrasekaran as CEO & MD for a further period of five years, with effect from October 6, 2014, subject to the approval of the Members.

A brief profile of Mr. N. Chandrasekaran is given below:

Mr. Chandrasekaran holds a Bachelor's Degree in Applied Science and a Master's Degree in Computer Applications. He joined the Company on January 27, 1987 and has over 28 years of experience in the software industry and business operations.

Prior to his elevation to the position as the 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, 2007 till October 5, 2009. He has held several key positions within the Company including the position of Executive Vice President and Head, Global Sales and Operations.

Under his leadership, the Company has maintained its industry leadership position. The revenues increased from ₹ 30,029 crore in 2009-10 to ₹ 94,648 crore in 2014-15 at a compounded annual growth rate (CAGR) of 26%. The net profit during the same period increased from ₹ 7,001 crore to ₹ 19,852 crore at a CAGR of 23%. The employee base increased from 1,60,429 as on March 31, 2010 to 3,19,656 as on March 31, 2015.

During his tenure, he formulated and successfully executed the Company's global strategy and several key strategic transitions. He was responsible for formulating and deploying TCS' full services strategy, expanding the plethora of Company's service offerings, including IT services, IT Infrastructure, Consulting, e-Business, Enterprise Solutions, Remote Infrastructure Management, Business Process Outsourcing and Assurance Services across various industry verticals such as BFSI (Banking, Financial Services and Insurance), Energy, Government, Healthcare, Life Sciences, Manufacturing, Media and Information Services, Resources - Metals, Mining & Construction, Retail, Telecom, Travel, Transportation & Hospitality and Utilities. He also spearheaded the Company's geographic expansion strategy by launching TCS across Europe, Latin America, China and Japan and pioneered the concept of Global Network Delivery Model™ (GNDM™), under which TCS has set up software development centres across the globe in Budapest, Montevideo, Sao Paulo, Santiago, Mexico and Hangzhou.

Under his guidance, the Company has refined its corporate sustainability program to focus on education, environment and wellness. The Company has created healthcare solutions for charitable hospitals to help them effectively to improve the level of patient care and use their resources to treat more patients who cannot afford healthcare. Through his active support of major marathons in Boston, Berlin, New York, Chicago, Amsterdam, Mumbai and Bangalore, he has helped in spreading a message of health awareness across the Company's employees globally as well as in the communities it operates in.

Mr. Chandrasekaran is recipient of several awards and recognition in business and academic communities.

In 2014-15, he was voted as one of CNBC TV 18 - 'Indian Business Icons', awarded CNN- IBN Indian of the Year 2014 in business category and the "Best CEO for 2014" by Business Today for the second consecutive year. He was conferred with the Honorary Doctorate by JNTU, Hyderabad, India (2014). He has received Honorary Doctorate from Nyenrode Business University, Netherland's top private business school in 2013. Mr. Chandrasekaran has also been conferred honorary degrees by many Indian universities such as the Gitam University, Vishakapatnam, Andhra Pradesh (2013), KIIT University, Bhubaneswar, Odisha (2012) and the SRM University, Chennai, Tamil Nadu (2010).

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

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

**A. Tenure of Appointment:**

The appointment of the CEO & MD is for a period of five years with effect from October 6, 2014.

**B. Nature of Duties:**

The CEO & MD shall devote his whole time and attention to the business of the Company and 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 directions of the Board in connection with and in the best interests 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 company.

**C. Remuneration:**

**a. Basic Salary:**

Current Basic Salary of ₹ 15,00,000 per month; upto a maximum of ₹ 25,00,000 per month.

The annual increments which will be effective 1<sup>st</sup> April each year, will be decided by the Board based on the recommendations of the Nomination and Remuneration Committee ("NRC") or by the NRC on authority of the Board 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 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 and Allowances and Commission subject to further approvals as required under Schedule V of the Companies Act, 2013, or any modification(s) thereto.

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### E. Other terms of Appointment:

- 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 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, non-solicitation 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. If at any time, the CEO & MD ceases to be in the employment of the Company for any reason whatsoever, he shall cease to be a Director and CEO & MD of the Company.

The Board commends the Resolution at Item No. 5 for approval by the Members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMPs except Mr. Chandrasekaran is concerned or interested in the resolutions at Item No. 5 of the Notice relating to his re-appointment.

### Item Nos. 6 and 7:

The Board appointed Ms. Aarthi Subramanian, as Additional Director with effect from March 12, 2015. The Board has also appointed her as an Executive Director (ED) effective the same date, for a period of three years, subject to the approval of the Members.

As per the provisions of Section 161(1) of the Act, she 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 of the Act proposing her candidature for the office of Director of the Company, along with the requisite deposit.

A brief profile of Ms. Aarthi Subramanian is given below:

Ms. Aarthi Subramanian holds a B.Tech in Computer Science from the National Institute Technology, Warangal, A.P. (India) and a Masters Degree in Engineering Management from University of Kansas (USA).

She started her career as a graduate trainee in TCS in 1989. In her previous role as Global Head – Delivery Excellence, she was responsible for overall Service Quality, Customer Satisfaction, Service Improvements and all Standards and Certifications across the Company. Prior to this role, she was the Head of Delivery for seven years with the TCS Retail & CPG Business Unit, where she was responsible for several strategic accounts and major clients. She led the team to achieve excellence in customer services through relentless customer focus, rigour in service delivery and pro-active value addition. She has played a key role in setting up SAP Center of Excellence in Chennai. She took over as the Head of the Governance, Compliance and Risk Management in October 2014 to take care of HR and Legal compliances and Internal Controls.



With over 25 years of experience, she has worked in diverse roles in India, Sweden, US and Canada and has rich experience in Account Management, Delivery and Large Program Management.

Further details of Ms. Aarthi Subramanian have been given in the Annexure to this Notice.

The main terms and conditions of appointment of Ms. Aarthi Subramanian (hereinafter referred to as an "Executive Director") are given below:

**A. Tenure of Appointment:**

The appointment of the Executive Director is for a period of three years with effect from March 12, 2015.

**B. Nature of Duties:**

The Executive Director shall devote her whole time and attention to the business of the Company and shall perform such duties as may be entrusted to her by the Board from time to time and separately communicated to her and exercise such powers as may be assigned to her, subject to the superintendence, control and directions 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 Executive Director 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 ₹ 3,81,500 per month; upto a maximum of ₹ 6,00,000 per month.

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

**b. Benefits, Perquisites & 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 Executive Director 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 Executive Director will be based on her 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 Executive Director, 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 Companies Act, 2013, or any modification(s) thereto.

**E. Other terms of Appointment:**

- i. The Executive Director shall not become interested or otherwise concerned, directly or through her spouse and / or children, in any selling agency of the Company.
- ii. The terms and conditions of the appointment of the Executive Director 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

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- 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 Executive Director, 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 Executive Director may be terminated by the Company without notice or payment in lieu of notice:
    - a. if the Executive Director 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 she 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 Executive Director of any of the stipulations contained in the Agreement;
  - v. Upon the termination by whatever means of the Executive Director's employment:
    - a. the Executive Director shall immediately cease to hold offices held by her 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 shall resign as trustee of any trusts connected with the Company;
    - b. the Executive Director shall not without the consent of the Company, at any time thereafter represent herself 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 Executive Director, unless specifically provided otherwise.
  - vii. The terms and conditions of appointment of the Executive Director also include clauses pertaining to adherence with the Tata Code of Conduct, non-solicitation and maintenance of confidentiality.
  - viii. If and when the Agreement expires or is terminated for any reason whatsoever, the Executive Director will cease to be the Executive Director, and also cease to be a Director. If at any time, the Executive Director ceases to be a Director of the Company for any reason whatsoever, she shall cease to be the Executive Director, and the Agreement shall forthwith terminate. If at any time, the Executive Director ceases to be in the employment of the Company for any reason whatsoever, she shall cease to be a Director and Executive Director of the Company.

The Board commends the Resolutions at Item Nos. 6 and 7 for approval by the Members.

None of the Directors or Key Managerial Personnel or relatives of directors and KMPs except Ms. Aarthi Subramanian is concerned or interested in the resolutions at Item No.6 and 7 of the Notice relating to her appointment.

### **Item No. 8:**

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. 8 for approval by the Members.

None of the Directors or key managerial personnel or relatives of directors and KMPs is concerned or interested in the Resolution at Item No.8 of the Notice.

By Order of the Board of Directors

**SUPRAKASH MUKHOPADHYAY**

*Vice President and Company Secretary*

Mumbai  
April 16, 2015

### **Registered Office:**

9<sup>th</sup> 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	Mr. Cyrus Mistry	Mr. N. Chandrasekaran	Ms. Aarthi Subramanian
Date of Birth	July 4, 1968	June 2, 1963	June 26, 1967
Date of Appointment	April 2, 2012	September 6, 2007	March 12, 2015
Qualifications	<ul style="list-style-type: none"> <li>Graduate degree in Civil Engineering from Imperial College, UK</li> <li>M. Sc. in Management from London Business School</li> </ul>	<ul style="list-style-type: none"> <li>Bachelor's degree in Applied Sciences</li> <li>Master's degree in Computer Applications</li> </ul>	<ul style="list-style-type: none"> <li>B. Tech in Computer Science</li> <li>Masters Degree in Engineering Management</li> </ul>
Expertise in specific functional areas	Wide business experience across a variety of industries	Wide experience in Information Technology	Wide experience in Information Technology
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	<ul style="list-style-type: none"> <li>Tata Sons Limited</li> <li>Tata Industries Limited</li> <li>The Tata Power Company Limited</li> <li>Tata Teleservices Limited</li> <li>Tata Global Beverages Limited</li> <li>Tata Steel Limited</li> <li>Tata Motors Limited</li> <li>Tata Chemicals Limited</li> <li>The Indian Hotels Company Limited</li> </ul>	<ul style="list-style-type: none"> <li>C-Edge Technologies Limited</li> <li>CMC Limited</li> </ul>	<ul style="list-style-type: none"> <li>CMC Limited</li> </ul>
Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee.	Nil	Nil	Nil
Number of shares held in the Company	41,63,526	88,528	2,800

# TATA CONSULTANCY SERVICES LIMITED

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To,  
TSR Darashaw Limited  
**Unit: Tata Consultancy Services Limited**  
6-10 Haji Moosa Patrawala Industrial Estate,  
20 Dr. E. Moses Road, Mahalaxmi, Mumbai 400 011

## Update of Shareholder Information

I / We request you to record the following information against my / our Folio No.:

### **General Information:**

Folio No.:	
Name of the first named Shareholder:	
PAN: *	
CIN / Registration No.: * (applicable to Corporate Shareholders)	
Tel No. with STD Code:	
Mobile No.:	
Email Id:	

\*Self attested copy of the document(s) enclosed

### **Bank Details:**

IFSC: (11 digit)	
MICR: (9 digit)	
Bank A/c Type:	
Bank A/c No.: *	
Name of the Bank:	
Bank Branch Address:	

\* A blank cancelled cheque is enclosed to enable verification of bank details

I / We hereby declare that the particulars given above are correct and complete. If the transaction is delayed because of incomplete or incorrect information, I / we would not hold the Company/ RTA responsible. I / We undertake to inform any subsequent changes in the above particulars as and when the changes take place. I / We understand that the above details shall be maintained till I / we hold the securities under the above mentioned Folio No./ beneficiary account.

Place:

Date:

\_\_\_\_\_  
Signature of Sole / First holder



DIRECTORS'  
REPORT