



TCS/SE/230/2022-23

February 13, 2023

National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G, Bandra Kurla
Complex, Bandra (East)
Mumbai - 400051
Symbol - TCS

BSE Limited
P. J. Towers,
Dalal Street,
Mumbai - 400001
Scrip Code No. - 532540

Dear Sirs,

Sub: Result of Postal Ballot by remote e-voting process

This is further to our letter no. TCS/SE/206/2022-23 dated January 12, 2023 enclosing the copy of Postal Ballot Notice seeking approval of the members for appointment of Dr Pradeep Kumar Khosla (DIN 03611983) as a Director and re-appointment as an Independent Director, for a second consecutive term of five years from January 11, 2023 up to January 10, 2028.

We further inform that pursuant to the provisions of Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 as amended from time to time, the Company conducted the Postal Ballot as set out in the notice of Postal Ballot dated January 9, 2023.

Remote e-voting process concluded at 5.00 p.m. (IST) on Sunday, February 12, 2023, post which the scrutinizer submitted his report on the results of the postal ballot. Based on the report of the scrutinizer, we hereby inform that the members of the Company have duly passed the special resolutions approving his appointment as a Director and re-appointment as an Independent Director.

Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the details of the voting results and Scrutinizer's Report in this behalf for your record.

The voting results and the Scrutinizer's Report are being uploaded on the Company's website www.tcs.com and website of National Securities Depository Limited www.evoting.nsdl.com.

Thanking you,

Yours faithfully,
For Tata Consultancy Services Limited

Pradeep Manohar Gaitonde
Company Secretary
Encl: As above

TATA CONSULTANCY SERVICES

Tata Consultancy Services Limited

9th Floor Nirmal Building Nariman Point Mumbai 400 021

Tel 91 22 6778 9595 Fax 91 22 6630 3672 e-mail corporate.office@tcs.com website www.tcs.com

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

Corporate Identity No. (CIN): L22210MH1995PLC084781



TATA CONSULTANCY SERVICES LIMITED

A) DETAILS OF THE VOTING RESULT BY POSTAL BALLOT PROCESS PURSUANT TO REGULATION 44(3) OF LISTING REGULATIONS		
Sr. No.	Particulars	Details
1.	Date of the Notice of Postal Ballot	January 9, 2023
2.	Total Number of shareholders as on record date	26,81,582 as on cut-off date i.e. December 31, 2022
3.	Special Resolution	Appointment of Dr Pradeep Kumar Khosla (DIN 03611983) as a Director and re-appointment as an Independent Director for a second consecutive term of five years
4.	Mode of voting	Remote e-voting

B) RESULTS OF THE POSTAL BALLOT				
Sr. No.	Agenda	Resolution required	Mode of Voting	Remarks
1.	Appointment of Dr Pradeep Kumar Khosla (DIN 03611983) as a Director and re-appointment as an Independent Director for a second consecutive term of five years	Special	Remote e-voting	Passed with requisite majority

TATA CONSULTANCY SERVICES

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9th Floor Nirmal Building Nariman Point Mumbai 400 021

Tel 91 22 6778 9595 Fax 91 22 6630 3672 e-mail corporate.office@tcs.com website www.tcs.com

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Corporate Identity No. (CIN): L22210MH1995PLC084781

Tata Consultancy Services Limited

Resolution

Resolution required: (Ordinary/Special)

SPECIAL

Whether promoter/ promoter group are interested in the agenda/resolution?

NO

Appointment of Dr Pradeep Kumar Khosla (DIN 03611983) as a Director and re-appointment as an Independent Director for a second consecutive term of five years

Sr. No.	Promoter/Public (Category)	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –against	% of Votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes	% of votes invalid on votes polled
			[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]	[9]={[8]/[2]}*100
1	Promoter and Promoter Group	E-Voting	2,64,53,86,073	2,64,53,86,073	100.00	2,64,53,86,073	0	100.00	0.00	0	0.00
		Poll		0	0.00	0	0	0.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		2,64,53,86,073	100.00	2,64,53,86,073	0	100.00	0.00	0	0.00
2	Public Institutions	E-Voting	79,76,68,354	71,37,55,487	89.48	69,70,66,016	1,66,89,471	97.66	2.34	0	0.00
		Poll		0	0.00	0	0	0.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		71,37,55,487	89.48	69,70,66,016	1,66,89,471	97.66	2.34	0	0.00
3	Public Non Institutions	E-Voting	21,59,96,946	1,76,55,163	8.17	21,88,482	1,54,66,681	12.40	87.60	0	0.00
		Poll		0	0.00	0	0	0.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		1,76,55,163	8.17	21,88,482	1,54,66,681	12.40	87.60	0	0.00
Total		E-Voting	3,65,90,51,373	3,37,67,96,723	92.29	3,34,46,40,571	3,21,56,152	99.05	0.95	0	0.00
		Poll		0	0.00	0	0	0.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		3,37,67,96,723	92.29	3,34,46,40,571	3,21,56,152	99.05	0.95	0	0.00

Note: The "Total No. of Shares Held" represents the share capital as on December 31, 2022 i.e. cut-off date



February 13, 2023

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

Kind Attn: Mr. Pradeep Manohar Gaitonde

Sub.: Results of voting by Postal Ballot and e-voting

Dear Sir,

I refer to my appointment as Scrutinizer to conduct the postal ballot process in respect of the following Special Resolution for Appointment of Dr. Pradeep Kumar Khosla (DIN 03611983) as a Director and re-appointment as an Independent Director for a second consecutive term of five years.

I now enclose the following:

- a) My report to the Chairman of the Company on the result of the postal ballot received from shareholders only by voting through electronic means ("remote e-voting").
- b) The register showing the particulars of the e-votes registered on the National Securities Depository Limited ("NSDL") e-voting system in respect of the said Resolution.

Thanking-you.

Yours faithfully,

P N Parikh

Digitally signed by P N Parikh
DN: c=IN, o=Personal, postalCode=400104,
st=Maharashtra,
2.5.4.20=02020213172359+0530,
0b06b16d5d30bb138b26dccc84b693f8ed1,
serialNumber=e6a5dfe9f9f1e9732378e1984
97c9be1af9a5542aafae294fe7c98b0c5e69c2f
c, cn=P N Parikh
Date: 2023.02.13 17:23:59 +05'30'

P. N. Parikh
FCS: 327 CP: 1228
Parikh & Associates

Encl.: As above.

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

Report of Scrutinizer

I, P. N. Parikh, of Parikh & Associates, Practising Company Secretaries (Membership No. FCS 327), having my office at 111, 11th Floor, Sai Dwar CHS Ltd., Sab TV Lane, Opp. Laxmi Indl. Estate, Off Link Road, Andheri (West), Mumbai-400 053, have been appointed as the Scrutinizer to conduct the postal ballot process for seeking the approval of members by way of special resolution for Appointment of Dr. Pradeep Kumar Khosla (DIN 03611983) as a Director and re-appointment as an Independent Director for a second consecutive term of five years pursuant to the Postal Ballot Notice dated January 09, 2023, issued under Section 110 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Management and Administration) Rules, 2014, as amended from time to time read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 02/2022 dated May 5, 2022 and General Circular No. 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as “MCA Circulars”).

The Postal Ballot Notice dated January 09, 2023 along with statement setting out material facts under Section 102 of the Act as confirmed by the Company were sent through electronic mode only to those Members whose e-mail addresses were registered with the Company /Depositories.

The Company had engaged the services of National Securities Depository Limited (“NSDL”) to provide remote e-voting facility to its Members.

The shareholders of the Company holding shares as on the “cut-off” date of Saturday, December 31, 2022 were entitled to vote on the resolutions as contained in the Notice.

The remote e-voting period commenced from Saturday, January 14, 2023 at 09:00 a.m. (IST) and ended on Sunday, February 12, 2023 at 05:00 p.m. (IST) and the NSDL e-voting module was disabled thereafter.

The votes cast under remote e-voting facility were thereafter unblocked and were counted.

Contd....2

I have scrutinized and reviewed the votes cast through remote e-voting based on the data downloaded from the NSDL e-voting system and have maintained a register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014, as amended.

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013, rules and the MCA Circulars relating to remote e-voting on the Resolutions contained in the notice of Postal Ballot.

My responsibility as scrutinizer for the remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the Special resolution.

I now submit my Scrutinizer Report on the results of the voting by postal ballot only through the remote e-voting process in respect of the said Special Resolution as under:

Appointment of Dr. Pradeep Kumar Khosla (DIN 03611983) as a Director and re-appointment as an Independent Director for a second consecutive term of five years.

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

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
10887	334,46,40,571	99.05

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

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
569	3,21,56,152	0.95

(iii) **Invalid** votes:

Number of members voted	Number of valid votes cast (Shares)
Nil	Nil

PN
Signature: Parikh
Name: P. N. Parikh
Scrutinizer
FCS: 327 CP: 1228
UDIN: F000327D003143610
P/R No.: 1129/2021

Digitally signed by P N Parikh
DN: cn=PN, o=Personal,
postalCode=400104, st=Maharashtra,
2.5.4.20=02a59472a64d87ecbd0f60a8e3
ad702e6b1f6d5d3dbb138b26dccc84b9
3f8ed1,
serialNumber=e65dfef99f1e9732378e1
98497c9be1a9a5543aafae294fe7c98bd0c
5e692fc, cn=PN Parikh
Date: 2023.02.13 17:24:32 +0530'

Dated: February 13, 2023

Place: Mumbai