



TCS/BB/SE/201/2023-24

November 15, 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/173/2023-24 dated October 16, 2023, enclosing the copy of Postal Ballot Notice for seeking approval of the members regarding the following matters:

- 1) Buyback of equity shares
- 2) Appointment of Mr. Al-Noor Ramji (DIN 00230865) as a Non-Executive Independent Director for a term of five years
- 3) Re-appointment of Ms. Hanne Birgitte Breinbjerg Sorensen (DIN 08035439) as a Non-Executive Independent Director for a second consecutive term of five years; and
- 4) Re-appointment of Mr. Keki Minoo Mistry (DIN 00008886) as a Non- Executive Independent Director for a second consecutive term of five years.

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 October 11, 2023.

Remote e-voting process concluded at 5.00 p.m. (IST) today post which the scrutinizer submitted his report on the results of the postal ballot. Based on the report of the scrutinizer, we hereby inform you that the members of the Company have duly passed the special resolutions for matters mentioned above.

Page 1 of 4

TATA CONSULTANCY SERVICES

TATA Consultancy Services Limited

9th Floor Nirmal Building Nariman Point Mumbai 400 021

Tel. 91 22 6778 9595 Fax 91 22 6778 9660 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



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 LIMITED

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	October 11, 2023
2.	Total Number of shareholders as on record date	24,72,920 as on cut-off date i.e., October 6, 2023
3.	Special Resolutions	1. Approval for Buyback of Equity Shares 2. Appointment of Mr. Al-Noor Ramji (DIN 00230865) as a Non-Executive Independent Director for a term of five years 3. Re-appointment of Ms. Hanne Birgitte Breinbjerg Sorensen (DIN 08035439) as a Non-Executive Independent Director for a second consecutive term of five years; and 4. Re-appointment of Mr. Keki Minoo Mistry (DIN 00008886) as a Non-Executive Independent Director for a second consecutive term of five years
4.	Mode of voting	Remote e-voting



RESULTS OF THE MEETING				
Sr. No.	Agenda	Resolution required	Mode of Voting	Remarks
1.	Approval for Buyback of Equity Shares	Special	Remote e-voting	Passed with requisite majority
2.	Appointment of Mr. Al-Noor Ramji (DIN 00230865) as a Non-Executive Independent Director for a term of five years	Special	Remote e-voting	Passed with requisite majority
3.	Re-appointment of Ms. Hanne Birgitte Breinbjerg Sorensen (DIN 08035439) as a Non-Executive Independent Director for a second consecutive term of five years	Special	Remote e-voting	Passed with requisite majority
4.	Re-appointment of Mr. Keki Minoo Mistry (DIN 00008886) as a Non- Executive Independent Director for a second consecutive term of five years	Special	Remote e-voting	Passed with requisite majority

RESOLUTIONWISE DETAILS OF VOTING RESULTS ATTACHED

Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Buyback of equity shares				
Category	Mode of voting	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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2645386073	2645386073	100.0000	2645386073	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ba lot (if applicable)		0	0.0000	0	0	0	0
	Total		2645386073	2645386073	100.0000	2645386073	0	100.0000
Public-Institutions	E-Voting	824749250	555032412	67.2971	548092720	6939692	98.7497	1.2503
	Poll		0	0.0000	0	0	0	0
	Postal Ba lot (if applicable)		0	0.0000	0	0	0	0
	Total		824749250	555032412	67.2971	548092720	6939692	98.7497
Public- Non Institutions	E-Voting	188916050	2719709	1.4396	2648475	71234	97.3808	2.6192
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		188916050	2719709	1.4396	2648475	71234	97.3808
Total		3659051373	3203138194	87.5401	3196127268	7010926	99.7811	0.2189
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



Resolution (2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Al-Noor Ramji (DIN 00230865) as a Non-Executive Independent Director for a term of five years				
Category	Mode of voting	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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		2645386073	100.0000	2645386073	0	100.0000	0.0000
	Poll	2645386073	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2645386073	2645386073	100.0000	2645386073	0	100.0000	0.0000
Public-Institutions	E-Voting		556086786	67.4250	554746022	1340764	99.7589	0.2411
	Poll	824749250	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	824749250	556086786	67.4250	554746022	1340764	99.7589	0.2411
Public- Non Institutions	E-Voting		2723597	1.4417	2613862	109735	95.9710	4.0290
	Poll	188916050	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	188916050	2723597	1.4417	2613862	109735	95.9710	4.0290
Total		3659051373	3204196456	87.5690	3202745957	1450499	99.9547	0.0453
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



Resolution (3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Ms. Hanne Birgite Breinbjerg Sorensen (DIN 08035439) as a Non-Executive Independent Director for a second consecutive term of five years				
Category	Mode of voting	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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2645386073	2645386073	100.0000	2645386073	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		2645386073	2645386073	100.0000	2645386073	0	100.0000
Public-Institutions	E-Voting	824749250	556086786	67.4250	524362682	31724104	94.2951	5.7049
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		824749250	556086786	67.4250	524362682	31724104	94.2951
Public- Non Institutions	E-Voting	188916050	2713328	1.4363	2627567	85761	96.8393	3.1607
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		188916050	2713328	1.4363	2627567	85761	96.8393
Total		3659051373	3204186187	87.5688	3172376322	31809865	99.0072	0.9928
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



Resolution (4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. Keki Minoos Mistry (DIN 00008886) as a Non-Executive Independent Director for a second consecutive term of five years				
Category	Mode of voting	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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		2645386073	100.0000	2645386073	0	100.0000	0.0000
	Poll	2645386073	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2645386073	2645386073	100.0000	2645386073	0	100.0000	0.0000
Public-Institutions	E-Voting		556086786	67.4250	538109139	17977647	96.7671	3.2329
	Poll	824749250	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	824749250	556086786	67.4250	538109139	17977647	96.7671	3.2329
Public- Non Institutions	E-Voting		2721038	1.4403	2668114	52924	98.0550	1.9450
	Poll	188916050	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	188916050	2721038	1.4403	2668114	52924	98.0550	1.9450
Total		3659051373	3204193897	87.5690	3186163326	18030571	99.4373	0.5627
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



November 15, 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 Resolutions:

- (i) Buyback of up to 4,09,63,855 (Four crore nine lakh sixty three thousand eight hundred and fifty five) fully paid-up Equity Shares of face value of ₹1 each, representing 1.12% of the total issued and paid-up equity share capital, at a price of ₹4,150 (Rupees four thousand one hundred and fifty only) per Equity Share, subject to any increase to the Buyback Offer Price as may be approved by the Board/Buyback Committee, payable in cash for an aggregate consideration not exceeding ₹17,000 crore (Rupees seventeen thousand crore only), excluding transaction costs, applicable taxes and other incidental and related expenses, on proportionate basis, through Tender Offer route through Stock Exchange mechanism.
- (ii) Appointment of Mr. Al-Noor Ramji (DIN 00230865) as a Non-Executive Independent Director for a term of five years from October 12, 2023 up to October 11, 2028.
- (iii) Re-appointment of Ms. Hanne Birgitte Breinbjerg Sorensen (DIN 08035439) as a Non-Executive Independent Director for a second consecutive term of five years from December 18, 2023 up to December 17, 2028.
- (iv) Re-appointment of Mr. Keki Minoo Mistry (DIN 00008886) as a Non-Executive Independent Director for a second consecutive term of five years from December 18, 2023 up to December 17, 2028.

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,
Pravinchandra
Nahalchand Parikh

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

Digitally signed by Pravinchandra Nahalchand Parikh
DN: c=IN, o=Personal, title=2274,
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Date: 2023.11.15 19:00:17 +05'30'

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 resolutions for the following:

- (i) Buyback of up to 4,09,63,855 (Four crore nine lakh sixty three thousand eight hundred and fifty five) fully paid-up Equity Shares of face value of ₹1 each, representing 1.12% of the total issued and paid-up equity share capital, at a price of ₹4,150 (Rupees four thousand one hundred and fifty only) per Equity Share, subject to any increase to the Buyback Offer Price as may be approved by the Board/Buyback Committee, payable in cash for an aggregate consideration not exceeding ₹17,000 crore (Rupees seventeen thousand crore only), excluding transaction costs, applicable taxes and other incidental and related expenses, on proportionate basis, through Tender Offer route through Stock Exchange mechanism.
- (ii) Appointment of Mr. Al-Noor Ramji (DIN 00230865) as a Non-Executive Independent Director for a term of five years from October 12, 2023 up to October 11, 2028.
- (iii) Re-appointment of Ms. Hanne Birgitte Breinbjerg Sorensen (DIN 08035439) as a Non-Executive Independent Director for a second consecutive term of five years from December 18, 2023 up to December 17, 2028.
- (iv) Re-appointment of Mr. Keki Minoo Mistry (DIN 00008886) as a Non-Executive Independent Director for a second consecutive term of five years from December 18, 2023 up to December 17, 2028.

pursuant to the Postal Ballot Notice dated October 11, 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, and subsequent circulars issued in this regard, the latest being 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "MCA Circulars").

The Postal Ballot Notice dated October 11, 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.

Contd....2

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 Friday, October 6, 2023 were entitled to vote on the resolutions as contained in the Notice.

The remote e-voting period commenced from Tuesday, October 17, 2023 at 09:00 a.m. (IST) and ended on Wednesday, November 15, 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.

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:

Resolution No. 1: Special Resolution

Buyback of up to 4,09,63,855 (Four crore nine lakh sixty three thousand eight hundred and fifty five) fully paid-up Equity Shares of face value of ₹1 each, representing 1.12% of the total issued and paid-up equity share capital, at a price of ₹4,150 (Rupees four thousand one hundred and fifty only) per Equity Share, subject to any increase to the Buyback Offer Price as may be approved by the Board/Buyback Committee, payable in cash for an aggregate consideration not exceeding ₹17,000 crore (Rupees seventeen thousand crore only), excluding transaction costs, applicable taxes and other incidental and related expenses, on proportionate basis, through Tender Offer route through Stock Exchange mechanism.

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

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
16150	319,61,27,268	99.78

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

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
642	70,10,926	0.22

(iii) **Invalid** votes:

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

Resolution No. 2: Special Resolution

Appointment of Mr. Al-Noor Ramji (DIN 00230865) as a Non-Executive Independent Director for a term of five years from October 12, 2023 up to October 11, 2028.

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

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
16029	320,27,45,957	99.95

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

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
653	14,50,499	0.05

(iii) **Invalid** votes:

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

Resolution No. 3: Special Resolution

Re-appointment of Ms. Hanne Birgitte Breinbjerg Sorensen (DIN 08035439) as a Non-Executive Independent Director for a second consecutive term of five years from December 18, 2023 up to December 17, 2028.

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

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
16001	317,23,76,322	99.01

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

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
676	3,18,09,865	0.99

(iii) **Invalid** votes:

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

Resolution No. 4: Special Resolution

Re-appointment of Mr. Keki Minoo Mistry (DIN 00008886) as a Non-Executive Independent Director for a second consecutive term of five years from December 18, 2023 up to December 17, 2028.

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

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
16089	318,61,63,326	99.44

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

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
604	1,80,30,571	0.56

(iii) **Invalid** votes:

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

Signature: **Pravinchandra Nahalchand Parikh**

Name: P. N. Parikh

Scrutinizer

FCS: 327 CP: 1228

UDIN: F000327E001878381

P/R No.: 1129/2021

Dated: November 15, 2023

Place: Mumbai



Digitally signed by Pravinchandra Nahalchand Parikh
DN: c=IN, o=Personal, title=S274,
pseudonym=F10EC2DFFD5F1B59115F8D3A068F04F7
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serialNumber=65A5D0E591F1E9722378E198497C98E1
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cn=Pravinchandra Nahalchand Parikh
Date: 2023.11.15 19:09:39 +05'30'