



TCS/BB/SE/93/2018-19

August 4, 2018

**National Stock Exchange of India Limited**  
**Exchange Plaza, BandraKurla Complex**  
**Mumbai**  
**Kind Attn: Manager, Listing Department**  
**Scrip Code: TCS**

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

Dear Sirs,

**Sub: Result of Postal Ballot Process and e-Voting - Section 110 of the Companies Act, 2013 read with Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

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 had conducted the process of Postal Ballot for seeking the approval of the shareholders for Buyback of Equity Shares passed through Special Resolution.

Further, pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting the results of the voting by Postal Ballot (including e-voting). We are also enclosing Scrutinizer's Report dated August 4, 2018 for your record.

The said Postal Ballot result is being displayed at the Registered Office of the Company. The said result will also be uploaded on the website of the Company - [www.tcs.com](http://www.tcs.com) and on the website of National Securities Depository Limited - [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

This is for your information and records.

Thanking you.

Yours faithfully,

For **Tata Consultancy Services Limited**

  
**Rajendra Moholkar**  
**Company Secretary**

**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](mailto:corporate.office@tcs.com) website [www.tcs.com](http://www.tcs.com)

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

Corporate Identification No. (CIN) : L22210MH1995PLC084781



**TATA CONSULTANCY SERVICES LIMITED**

**A) DETAILS OF THE VOTING RESULT BY POSTAL BALLOT PROCESS  
PURSUANT TO REGULATION 44(3) OF SEBI LODR**

Sr. No.	Particulars	Details
1.	Date of the Notice of Postal Ballot	June 15, 2018
2.	Total Number of shareholders as on record date	6,12,544 as on Cut-off date i.e. June 15, 2018
3.	Special Resolution	Approval for Buyback of Equity Shares
4.	Mode of voting	Through Physical Postal Ballot Form and e-voting process

**B) RESULTS OF THE MEETING**

Sr. No.	Agenda	Resolution required	Mode of Voting	Remarks
1.	Approval for Buyback of Equity Shares	Special	Through Physical Postal Ballot Form and e-voting process	Passed with requisite majority



**C) RESOLUTIONWISE DETAILS OF VOTING RESULTS**

**TATA CONSULTANCY SERVICES LIMITED**

**Resolution (1)**

<b>Resolution required: (Ordinary / Special)</b>	Special
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>	No

**APPROVAL FOR BUY BACK OF EQUITY SHARES**

Category	Mode of Voting	No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)] *100	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
		(1)	(2)		(4)	(5)		
Promoter and Promoter Group	E-Voting	<b>2753347636</b>	2753347636	100.00	2753347636	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>2753347636</b>	<b>2753347636</b>	<b>100.00</b>	<b>2753347636</b>	<b>0</b>	<b>100.00</b>
Public - Institutional holders	E-Voting	<b>908723205</b>	761991638	83.85	756187444	5804194	99.24	0.76
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		800000	0.09	800000	0	100.00	0.00
	<b>Total</b>		<b>908723205</b>	<b>762791638</b>	<b>83.94</b>	<b>756987444</b>	<b>5804194</b>	<b>99.24</b>
Public-Others	E-Voting	<b>166504341</b>	8483498	5.10	8392217	91281	98.92	1.08
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		441122	0.26	425459	15663	96.45	3.55
	<b>Total</b>		<b>166504341</b>	<b>8924620</b>	<b>5.36</b>	<b>8817676</b>	<b>106944</b>	<b>98.80</b>
Total	E-Voting	<b>3828575182</b>	3523822772	92.04	3517927297	5895475	99.83	0.17
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		1241122	0.03	1225459	15663	98.74	1.26
	<b>Total</b>		<b>3828575182</b>	<b>3525063894</b>	<b>92.07</b>	<b>3519152756</b>	<b>5911138</b>	<b>99.83</b>



**August 04, 2018**

To,  
**TATA CONSULTANCY SERVICES LIMITED**  
9th Floor, Nirmal Building,  
Nariman Point,  
Mumbai 400 021

**Kind Attn: Mr. Rajendra Moholkar**

**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 Special Resolution for approval for Buyback of Equity Shares.

I now enclose the following:

- a) My report to the Chairman of the Company on the results of the postal ballots received from shareholders in physical mode and voting done through electronic mode.
- b) The register showing the particulars of the physical postal ballots processed by the Registrar and Share Transfer Agent of the Company and 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**  
FCS: 327 CP: 1228  
Parikh & Associates

Encl.: As above.

To  
**The Chairman,**  
**TATA CONSULTANCY SERVICES LIMITED**  
**9th Floor, Nirmal Building,**  
**Nariman Point,**  
**Mumbai 400 021**

**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 400053, have been appointed as the Scrutinizer to conduct the postal ballot process in respect of Special Resolution for approval for Buyback of Equity Shares pursuant to the Notice dated June 15, 2018, 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.

The Notice dated June 15, 2018 along with statement setting out material facts under Section 102 of the Act as confirmed by the Company were sent to the shareholders in respect of the above mentioned resolution passed through Postal Ballot.

The Company had availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting e-voting by the shareholders of the Company.

The shareholders of the Company holding shares as on the "cut-off" date of June 15, 2018 were entitled to vote on the resolution as contained in the Notice.

The voting period for remote e-voting commenced on Friday, July 06, 2018 at 09:00 a.m. (IST) and ended on Saturday, August 04, 2018 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 in the presence of two witnesses who were not in the employment of the Company. Votes cast through physical ballot forms received up to Saturday, August 04, 2018 at 05:00 p.m. (IST) were also considered.

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

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

I now submit my consolidated Scrutinizer Report on the results of the voting by postal ballot in physical and electronic mode in respect of the said Special Resolution for approval for Buyback of Equity Shares, as under:

**Approval for Buyback of Equity Shares**

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

Number of Members voted through electronic voting system and through physical ballot form	Number of valid Votes cast (Shares)	% of total number of valid votes cast
7,393	3,51,91,52,756	99.83

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

Number of Members voted through electronic voting system and through physical ballot form	Number of valid Votes cast (Shares)	% of total number of valid votes cast
674	59,11,138	0.17

**(iii) Invalid votes:**

Total number of Members whose votes were declared invalid	Total number of invalid votes cast (Shares)
217	40,476

Place: Mumbai

Dated: August 04, 2018



Signature:  
Name:

P. N. Parikh  
Scrutinizer  
FCS: 327 CP: 1228

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**TATA CONSULTANCY SERVICES LIMITED**

RAJENDRA MOHOLKAR  
COMPANY SECRETARY