



TCS/AGM/SE/54/2019-20

June 14, 2019

**National Stock Exchange of India Limited**  
**Exchange Plaza, Bandra Kurla Complex,**  
**Mumbai-400051**  
**Symbol: TCS**

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

Dear Sirs,

**Sub: Regulation 30 and Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) – Proceedings and details of voting results of the 24<sup>th</sup> Annual General Meeting**

Pursuant to Regulation 30 of the Listing Regulations, we are submitting herewith the details regarding the proceedings of the 24<sup>th</sup> Annual General Meeting (“AGM”) of the Company held on Thursday, June 13, 2019 at 3.30 pm and concluded at 6.02 p.m. at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, New Marine Lines, Mumbai 400 020.

Further, pursuant to Regulation 44(3) of the Listing Regulations, we are submitting herewith the details regarding the voting results of the business transacted at the AGM in the prescribed format.

We are also enclosing the consolidated report of the Scrutinizer on remote e-voting and electronic voting at the AGM. The above are also being uploaded on the Company’s website [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)

Thanking you,

Yours faithfully,  
For **TATA CONSULTANCY SERVICES LIMITED**

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

Encl: As above

**TATA CONSULTANCY SERVICES**

Tata Consultancy Services Limited

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

Corporate Identification No. (CIN) : L22210MH1995PLC084781



**TATA CONSULTANCY SERVICES LIMITED**

<b>A) DETAILS OF THE PROCEEDINGS OF THE MEETING</b>		
<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>
1	<b>Date of the AGM/EGM</b>	Annual General Meeting - Thursday, June 13, 2019
2	<b>Total number of shareholders as on record date</b>	As of Cut-off date i.e. June 6, 2019  7,42,393
3	<b>No. of Shareholders present in the meeting either in person or through proxy:</b>  Promoters and Promoter Group: Public:	  1 403
4	<b>No. of Shareholders attended the meeting through Video Conferencing:</b>  Promoters and Promoter Group: Public	  Not applicable





**B) RESULTS OF THE MEETING**

<b>Sr. No.</b>	<b>Agenda</b>	<b>Resolution required (Ordinary/Special)</b>	<b>Mode of Voting</b>	<b>Remarks</b>
1	To receive, consider and adopt: a. the Audited Financial Statements of the Company for the financial year ended March 31, 2019, 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, 2019, together with the Report of the Auditors thereon.	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority
2	To confirm the payment of Interim Dividends on Equity Shares and to declare a Final Dividend on Equity Shares for the financial year 2018-19.	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority
3	To appoint a Director in place of N Ganapathy Subramaniam (DIN 07006215), who retires by rotation and, being eligible, offers himself for re-appointment.	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority
4	Appointment of Hanne Birgitte Breinbjerg Sorensen as an Independent Director.	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority
5	Appointment of Keki Minoo Mistry as an Independent Director.	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority
6	Appointment of Daniel Hughes Callahan as an Independent Director.	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority
7	Re-appointment of Om Prakash Bhatt as an Independent Director.	Special	Remote e-voting and e-voting at AGM	Passed with requisite majority
8	Payment of Commission to Non Whole-time Directors of the Company.	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority

**C) RESOLUTIONWISE DETAILS OF VOTING RESULTS ATTACHED**



**TATA CONSULTANCY SERVICES LIMITED**

**Resolution (1)**

**Resolution required: (Ordinary / Special)**

ORDINARY

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

NO

**To receive, consider and adopt:**

- a. the Audited Financial Statements of the Company for the financial year ended March 31, 2019, 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, 2019, together with the Report of the Auditors thereon**

	Promoter/Public	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
			[1]	[2]	[3]=[2]/([1])*100	[4]	[5]	[6]=[4]/([2])*100	[7]=[5]/([2])*100	[8]
1	Promoter and Promoter Group	E-Voting	2703542000	2703542000	100.00	2703542000	0	100.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		2703542000	100.00	2703542000	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	893504371	742154027	83.06	742108404	45623	99.99	0.01	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		742154027	83.06	742108404	45623	99.99	0.01	0
3	Public-Others	E-Voting	155338335	9277084	5.97	9274684	2400	99.97	0.03	0
		Poll		33894	0.02	30954	2940	91.33	8.67	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		9310978	5.99	9305638	5340	99.94	0.06	0
Total	Total	E-Voting	3752384706	3454973111	92.07	3454925088	48023	100.00	0.00	0
		Poll		33894	0.00	30954	2940	91.33	8.67	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		3455007005	92.07	3454956042	50963	100.00	0.00	0



**TATA CONSULTANCY SERVICES LIMITED**

**Resolution (2)**

Resolution required: (Ordinary / Special)

ORDINARY

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

NO

To confirm the payment of Interim Dividends on Equity Shares and to declare a Final Dividend on Equity Shares for the financial year 2018-19.

	Promoter/Public	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
			[1]	[2]	[3]=[(2)/(1)] *100	[4]	[5]	[6]=[(4)/(2)] *100	[7]=[(5)/(2)] *100	[8]
1	Promoter and Promoter Group	E-Voting	2703542000	2703542000	100.00	2703542000	0	100.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		2703542000	100.00	2703542000	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	893504371	762375765	85.32	762375765	0	100.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		762375765	85.32	762375765	0	100.00	0.00	0
3	Public-Others	E-Voting	155338335	9277085	5.97	9276652	433	100.00	0.00	0
		Poll		33894	0.02	30954	2940	91.33	8.67	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		9310979	5.99	9307606	3373	99.96	0.04	0
Total	Total	E-Voting	3752384706	3475194850	92.61	3475194417	433	100.00	0.00	0
		Poll		33894	0.00	30954	2940	91.33	8.67	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		3475228744	92.61	3475225371	3373	100.00	0.00	0



**TATA CONSULTANCY SERVICES LIMITED**

**Resolution (3)**

Resolution required: (Ordinary / Special) ORDINARY

Whether promoter/ promoter group are interested in the agenda/resolution? NO

**To appoint a Director in place of N Ganapathy Subramaniam (DIN 07006215) who retires by rotation and, being eligible, offers himself for re-appointment.**

	Promoter/Public	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
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100	[8]
1	Promoter and Promoter Group	E-Voting	2703542000	2703542000	100.00	2703542000	0	100.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>		<b>2703542000</b>	<b>100.00</b>	<b>2703542000</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	<b>0.00</b>
2	Public - Institutional holders	E-Voting	893504371	762375765	85.32	755392901	6982864	99.08	0.92	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>		<b>762375765</b>	<b>85.32</b>	<b>755392901</b>	<b>6982864</b>	<b>99.08</b>	<b>0.92</b>	<b>0.00</b>
3	Public-Others	E-Voting	155338335	9275578	5.97	9263574	12004	99.87	0.13	0
		Poll		33894	0.02	30954	2940	91.33	8.67	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>		<b>9309472</b>	<b>5.99</b>	<b>9294528</b>	<b>14944</b>	<b>99.84</b>	<b>0.16</b>	<b>0.00</b>
Total		E-Voting	<b>3752384706</b>	3475193343	92.61	3468198475	6994868	99.80	0.20	0
		Poll		33894	0.00	30954	2940	91.33	8.67	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>		<b>3475227237</b>	<b>92.61</b>	<b>3468229429</b>	<b>6997808</b>	<b>99.80</b>	<b>0.20</b>	<b>0</b>



**TATA CONSULTANCY SERVICES LIMITED**

**Resolution (4)**

Resolution required: (Ordinary / Special) ORDINARY

Whether promoter/ promoter group are interested in the agenda/resolution? NO

**Appointment of Hanne Birgitte Breinbjerg Sorensen as an Independent Director**

"RESOLVED that Hanne Birgitte Breinbjerg Sorensen (DIN 08035439), who was appointed by the Board of Directors as an Additional Director of the Company with effect from December 18, 2018 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") and Article 73 of the Articles of Association of the Company 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 her candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company."

"RESOLVED FURTHER that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the appointment of Hanne Birgitte Breinbjerg Sorensen, who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder, and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing December 18, 2018 to December 17, 2023, be and is hereby approved."

	Promoter/Public	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
			[1]	[2]	[3]=[2]/(1)*100	[4]	[5]	[6]=[4]/(2)*100	[7]=[5]/(2)*100	[8]
1	Promoter and Promoter Group	E-Voting	2703542000	2703542000	100.00	2703542000	0	100.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>		2703542000	100.00	2703542000	0	100.00	0.00	0.00
2	Public - Institutional holders	E-Voting	893504371	754226342	84.41	716456144	37770198	94.99	5.01	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>		754226342	84.41	716456144	37770198	94.99	5.01	0.00
3	Public-Others	E-Voting	155338335	9273838	5.97	9261195	12643	99.86	0.14	0
		Poll		33894	0.02	30954	2940	91.33	8.67	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>		9307732	5.99	9292149	15583	99.83	0.17	0.00
Total		E-Voting	3752384706	3467042180	92.40	3429259339	37782841	98.91	1.09	0
		Poll		33894	0.00	30954	2940	91.33	8.67	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>		3467076074	92.40	3429290293	37785781	98.91	1.09	0



**TATA CONSULTANCY SERVICES LIMITED**

**Resolution (5)**

Resolution required: (Ordinary / Special) ORDINARY

Whether promoter/ promoter group are interested in the agenda/resolution? NO

**Appointment of Keki Minoo Mistry as an Independent Director**

"RESOLVED that Keki Minoo Mistry, (DIN 00008886) who was appointed by the Board of Directors as an Additional Director of the Company with effect from December 18, 2018 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") and Article 73 of the Articles of Association of the Company 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 as Director of the Company."

"RESOLVED FURTHER that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the appointment of Keki Minoo Mistry, who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder, and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing December 18, 2018 to December 17, 2023, be and is hereby approved."

	Promoter/Public	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	
			[1]	[2]	[3]=[2]/(1)*100	[4]	[5]	[6]=[4]/(2)*100	[7]=[5]/(2)*100	[8]	
1	Promoter and Promoter Group	E-Voting	2703542000	2703542000	100.00	2703542000	0	100.00	0.00	0	
		Poll		0	0.00	0	0	0.00	0.00	0	
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	
		Total		2703542000	100.00	2703542000	0	100.00	0.00	0.00	0
2	Public - Institutional holders	E-Voting	893504371	734072181	82.16	567104173	166968008	77.25	22.75	0	
		Poll		0	0.00	0	0	0.00	0.00	0	
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0.00	0
		Total		734072181	82.16	567104173	166968008	77.25	22.75	0	
3	Public-Others	E-Voting	155338335	9274866	5.97	9265152	9714	99.90	0.10	0	
		Poll		33894	0.02	30954	2940	91.33	8.67	0	
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0.00	0
		Total		9308760	5.99	9296106	12654	99.86	0.14	0	
Total	Total	E-Voting	3752384706	3446889047	91.86	3279911325	166977722	95.16	4.84	0	
		Poll		33894	0.00	30954	2940	91.33	8.67	0	
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0.00	0
		Total		3446922941	91.86	3279942279	166980662	95.16	4.84	0	





**TATA CONSULTANCY SERVICES LIMITED**

**Resolution (6)**

Resolution required: (Ordinary / Special)	ORDINARY
Whether promoter/ promoter group are interested in the agenda/resolution?	NO

**Appointment of Daniel Hughes Callahan as an Independent Director**

"RESOLVED that Daniel Hughes Callahan (DIN 08326836) who was appointed by the Board of Directors as an Additional Director of the Company with effect from January 10, 2019 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") and Article 73 of the Articles of Association of the Company 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 as Director of the Company."

"RESOLVED FURTHER that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the appointment of Daniel Hughes Callahan who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing January 10, 2019 to January 9, 2024, be and is hereby approved."

	Promoter/Public	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
			[1]	[2]	[3]=[2]/(1) * 100	[4]	[5]	[6]=[4]/(2) * 100	[7]=[5]/(2) * 100	[8]
1	Promoter and Promoter Group	E-Voting	2703542000	2703542000	100.00	2703542000	0	100.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		2703542000	100.00	2703542000	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	893504371	754575065	84.45	746079246	8495819	98.87	1.13	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		754575065	84.45	746079246	8495819	98.87	1.13	0
3	Public-Others	E-Voting	155338335	9273813	5.97	9260604	13209	99.86	0.14	0
		Poll		33894	0.02	30954	2940	91.33	8.67	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		9307707	5.99	9291558	16149	99.83	0.17	0
Total	Total	E-Voting	3752384706	3467390878	92.40	3458881850	8509028	99.75	0.25	0
		Poll		33894	0.00	30954	2940	91.33	8.67	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		3467424772	92.41	3458912804	8511968	99.75	0.25	0



**TATA CONSULTANCY SERVICES LIMITED**

**Resolution (7)**

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

**Re-appointment of Om Prakash Bhatt as an Independent Director**

"RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, Om Prakash Bhatt (DIN 00548091), who was appointed as an Independent Director at the nineteenth Annual General Meeting of the Company and who holds office up to June 26, 2019 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect 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, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing with effect from June 27, 2019 upto June 26, 2024."

	Promoter/Public	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
			[1]	[2]	[3]=[2]/(1)*100	[4]	[5]	[6]=[4]/(2)*100	[7]=[5]/(2)*100	[8]
1	Promoter and Promoter Group	E-Voting	2703542000	2703542000	100.00	2703542000	0	100.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		2703542000	100.00	2703542000	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	893504371	754575065	84.45	735212571	19362494	97.43	2.57	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		754575065	84.45	735212571	19362494	97.43	2.57	0
3	Public-Others	E-Voting	155338335	9272111	5.97	9221632	50479	99.46	0.54	0
		Poll		33894	0.02	30834	3060	90.97	9.03	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		9306005	5.99	9252466	53539	99.42	0.58	0
Total		E-Voting	3752384706	3467389176	92.40	3447976203	19412973	99.44	0.56	0
		Poll		33894	0.00	30834	3060	90.97	9.03	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		3467423070	92.41	3448007037	19416033	99.44	0.56	0



**TATA CONSULTANCY SERVICES LIMITED**

**Resolution (8)**

Resolution required: (Ordinary / Special)

ORDINARY

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

NO

**Payment of Commission to Non Whole-time Directors of the Company**

**"RESOLVED that pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), as amended from time to time, a sum not exceeding one percent per annum of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act, be paid to and distributed amongst the Directors of the Company or some or any of them (other than the Managing Director and/or Whole-time Directors) in such amounts or proportions and in such manner and in all respects as may be directed by the Board of Directors of the Company and such payments shall be made in respect of the profits of the Company for each year, commencing April 1, 2019."**

	Promoter/Public	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
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100	[8]
1	Promoter and Promoter Group	E-Voting	2703542000	2703542000	100.00	2703542000	0	100.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		2703542000	100.00	2703542000	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	893504371	754548085	84.45	744726421	9821664	98.70	1.30	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		754548085	84.45	744726421	9821664	98.70	1.30	0
3	Public-Others	E-Voting	155338335	9272773	5.97	9239299	33474	99.64	0.36	0
		Poll		33894	0.02	30824	3070	90.94	9.06	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		9306667	5.99	9270123	36544	99.61	0.39	0
Total	Total	E-Voting	3752384706	3467362858	92.40	3457507720	9855138	99.72	0.28	0
		Poll		33894	0.00	30824	3070	90.94	9.06	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		3467396752	92.41	3457538544	9858208	99.72	0.28	0



**PARIKH & ASSOCIATES**  
**COMPANY SECRETARIES**

Office :  
111, 11th Floor, Sai-Dwar CHS Ltd,  
Sah TV Lane, Opp Laxmi Industrial Estate  
Off Link Road, Above Shabari Restaurant,  
Andheri (W), Mumbai : 400 053  
Tel. : 26301232 / 26301233 / 26301240  
Email : cs@parikhassociates.com  
parikh.associates@rediffmail.com

To,  
Mr. N. Chandrasekaran  
Chairman  
Tata Consultancy Services Limited  
9<sup>th</sup> Floor, Nirmal Building, Nariman Point,  
Mumbai - 400021

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and voting by electronic voting system at the 24<sup>th</sup> Annual General Meeting of Tata Consultancy Services Limited held on Thursday, June 13, 2019 at 3.30 p.m. at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, New Marine Lines, Mumbai 400 020.**

I, P. N. Parikh, of Parikh & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Tata Consultancy Services Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 24<sup>th</sup> Annual General Meeting ("AGM") of Tata Consultancy Services Limited on Thursday, June 13, 2019 at 3.30 p.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said AGM held on June 13, 2019.

The notice dated April 12, 2019 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 below mentioned resolutions passed at the AGM of the Company.



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

The Company had also provided voting by electronic voting system to the shareholders present at the AGM and who had not cast their vote earlier through remote e-voting facility.

The shareholders of the company holding shares as on the "cut-off" date of Thursday, June 06, 2019 were entitled to vote on the resolutions as contained in the Notice of the AGM.

The voting period for remote e-voting commenced on Monday, June 10, 2019 at (9.00 a.m. IST) and ended on Wednesday, June 12, 2019 at (5.00 p.m. IST) and the NSDL e-voting platform was blocked thereafter.

After the closure of the voting at the AGM, the report on voting done at the meeting was generated in my presence and the voting was diligently scrutinized by me.

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 and after the conclusion of the voting at the AGM the votes cast thereunder were counted.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the NSDL e-voting system and voting by electronic voting system at the AGM.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and the voting conducted through electronic voting system at the venue of the meeting on the resolutions contained in the notice of the AGM.

My responsibility as scrutinizer for the remote e-voting and the voting conducted through electronic voting system at the venue of the meeting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

I now submit my consolidated Report as under on the result of the remote e-voting and voting by electronic voting system at the AGM in respect of the said resolutions.



**Resolution 1: Ordinary Resolution**

To receive, consider and adopt:

a. the Audited Financial Statements of the Company for the financial year ended March 31, 2019, 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, 2019, together with the Report of the Auditors thereon.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
2836	3,45,49,56,042	100.00 (Rounded-off)

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
27	50,963	0.00

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	N.A.



**Resolution 2: Ordinary Resolution**

**To confirm the payment of Interim Dividends on Equity Shares and to declare a Final Dividend on Equity Shares for the financial year 2018-19.**

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
2865	3,47,52,25,371	100.00 (Rounded-off)

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
26	3,373	0.00

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	N.A.



**Resolution 3: Ordinary Resolution**

To appoint a Director in place of N Ganapathy Subramaniam (DIN 07006215), who retires by rotation and, being eligible, offers himself for re-appointment.

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
2786	3,46,82,29,429	99.80

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
93	69,97,808	0.20

**(iii) Invalid votes:**

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	N.A.





**Resolution 4: Ordinary Resolution**

**Appointment of Hanne Birgitte Breinbjerg Sorensen (DIN 08035439) as an Independent Director.**

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
2700	3,42,92,90,293	98.91

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
157	3,77,85,781	1.09

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	N.A.



**Resolution 5: Ordinary Resolution****Appointment of Keki Minoo Mistry (DIN 00008886) as an Independent Director****(i) Voted in favour of the resolution:**

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
2218	3,27,99,42,279	95.16

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
623	16,69,80,662	4.84

**(iii) Invalid votes:**

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	N.A.



**Resolution 6: Ordinary Resolution****Appointment of Daniel Hughes Callahan (DIN 08326836) as an Independent Director**

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
2742	3,45,89,12,804	99.75

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
118	85,11,968	0.25

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	N.A.



**Resolution 7: Special Resolution**

**Re-appointment of Om Prakash Bhatt (DIN 00548091) as an Independent Director**

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
2665	3,44,80,07,037	99.44

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
189	1,94,16,033	0.56

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	N.A.



TATA CONSULTANCY SERVICES LIMITED

RAJENDRA MOHOLKAR  
COMPANY SECRETARY

**Resolution 8: Ordinary Resolution****Payment of Commission to Non Whole-time Directors of the Company**

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
2634	3,45,75,38,544	99.72

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
230	98,58,208	0.28

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	N.A.

Thanking you,  
Yours faithfully,

  
F.N. Parikh  
Parikh & Associates  
Practising Company Secretaries  
FCS: 327 CP No.: 1228  
111,11th Floor, Sai Dwar CHS Ltd  
Sab TV Lane, Opp. Laxmi Indl. Estate,  
Off Link Road, Above Shabari Restaurant,  
Andheri West, Mumbai - 400053



Place: Mumbai  
Dated: June 13, 2019

TATA CONSULTANCY SERVICES LIMITED

  
RAJENDRA MOHOLKAR  
COMPANY SECRETARY