



TCS/SE/13/2022-23

April 16, 2022

**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/233/2021-22 dated March 17, 2022 enclosing the copy of Postal Ballot Notice seeking approval of the members for re-appointment of:

1. Mr. Rajesh Gopinathan as the Chief Executive Officer and Managing Director for a term of five years from February 21, 2022 to February 20, 2027.
2. Mr. N. Ganapathy Subramaniam as the Chief Operating Officer and Executive Director from February 21, 2022 to May 19, 2024, as per the retirement age policy for Directors of the Company.

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 March 10, 2022.

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 that the members of the Company have duly passed the ordinary resolutions approving their re-appointment as mentioned above.

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](http://www.tcs.com) and website of National Securities Depository Limited [www.evoting.nsdl.com](http://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](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 Identity No. (CIN): L22210MH1995PLC084781



TATA CONSULTANCY SERVICES LIMITED

<b>A) DETAILS OF THE VOTING RESULT BY POSTAL BALLOT PROCESS PURSUANT TO REGULATION 44(3) OF LISTING REGULATIONS</b>		
<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>
1.	Date of the Notice of Postal Ballot	March 10, 2022
2.	Total Number of shareholders as on record date	26,46,775 as on cut-off date i.e. March 11, 2022
3.	Ordinary Resolution	a. Re-appointment of Mr. Rajesh Gopinathan as the Chief Executive Officer and Managing Director of the Company b. Re-appointment of Mr. N. Ganapathy Subramaniam as the Chief Operating Officer and Executive Director of the Company
4.	Mode of voting	Remote e-voting

<b>B) RESULTS OF THE POSTAL BALLOT</b>				
<b>Sr. No.</b>	<b>Agenda</b>	<b>Resolution required</b>	<b>Mode of Voting</b>	<b>Remarks</b>
1.	Re-appointment of Mr. Rajesh Gopinathan as the Chief Executive Officer and Managing Director of the Company	Ordinary	Remote e-voting	Passed with requisite majority
2.	Re-appointment of Mr. N. Ganapathy Subramaniam as the Chief Operating Officer and Executive Director of the Company	Ordinary	Remote e-voting	Passed with requisite majority

**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**

**Resolution (1)**

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

**ORDINARY**

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

**NO**

**(1) Re-appointment of Mr. Rajesh Gopinathan as the Chief Executive Officer and Managing Director of the Company**

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	2,67,02,04,298	2,67,02,04,298	100.00	2,67,02,04,298	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
		<b>Total</b>		2,67,02,04,298	100.00	2,67,02,04,298	0	100.00	0.00	0	0.00
2	Public - Institutional holders	E-Voting	81,14,10,795	71,98,29,845	88.71	70,09,75,876	1,88,53,969	97.38	2.62	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
		<b>Total</b>		71,98,29,845	88.71	70,09,75,876	1,88,53,969	97.38	2.62	0	0.00
3	Public-Others	E-Voting	21,74,36,280	1,65,28,369	7.60	1,64,86,792	41,577	99.75	0.25	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
		<b>Total</b>		1,65,28,369	7.60	1,64,86,792	41,577	99.75	0.25	0	0.00
	<b>Total</b>	E-Voting	<b>3,69,90,51,373</b>	3,40,65,62,512	92.09	3,38,76,66,966	1,88,95,546	99.45	0.55	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
		<b>Total</b>		<b>3,40,65,62,512</b>	<b>92.09</b>	<b>3,38,76,66,966</b>	<b>1,88,95,546</b>	<b>99.45</b>	<b>0.55</b>	<b>0</b>	<b>0.00</b>

*Note: The "Total No. of Shares Held" represents the share capital as on March 11, 2022 i.e. cut-off date*



*[Handwritten Signature]*

*16/4/2022*

**TATA CONSULTANCY SERVICES LIMITED**

**Resolution (2)**

Resolution required: (Ordinary / Special)

ORDINARY

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

NO

**(2) Re-appointment of Mr. N. Ganapathy Subramaniam as the Chief Operating Officer and Executive Director of the Company**

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	2,67,02,04,298	2,67,02,04,298	100.00	2,67,02,04,298	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
		<b>Total</b>		2,67,02,04,298	100.00	2,67,02,04,298	0	100.00	0.00	0	0.00
2	Public - Institutional holders	E-Voting	81,14,10,795	71,98,64,807	88.72	69,98,72,608	1,99,92,199	97.22	2.78	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
		<b>Total</b>		71,98,64,807	88.72	69,98,72,608	1,99,92,199	97.22	2.78	0	0.00
3	Public-Others	E-Voting	21,74,36,280	1,65,17,215	7.60	1,64,65,530	51,685	99.69	0.31	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
		<b>Total</b>		1,65,17,215	7.60	1,64,65,530	51,685	99.69	0.31	0	0.00
	<b>Total</b>	E-Voting	<b>3,69,90,51,373</b>	3,40,65,86,320	92.09	3,38,65,42,436	2,00,43,884	99.41	0.59	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
		<b>Total</b>		<b>3,40,65,86,320</b>	<b>92.09</b>	<b>3,38,65,42,436</b>	<b>2,00,43,884</b>	<b>99.41</b>	<b>0.59</b>	<b>0</b>	<b>0.00</b>

Note: The "Total No. of Shares Held" represents the share capital as on March 11, 2022 i.e. cut-off date



*[Signature]*  
10/4/2022

April 16, 2022

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 Ordinary Resolutions for re-appointment of:

1. Mr. Rajesh Gopinathan as the Chief Executive Officer and Managing Director for a term of five years from February 21, 2022 to February 20, 2027.
2. Mr. N. Ganapathy Subramaniam as the Chief Operating Officer and Executive Director from February 21, 2022 to May 19, 2024, as per the retirement age policy for Directors of the Company.

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: cn=P. N. Parikh, o=Parikh & Associates, email=parikh@parikhassociates.com, c=IN  
Date: 2022.04.16 10:50:41 +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-400053, have been appointed as the Scrutinizer to conduct the Postal ballot process for seeking the approval of members by way of ordinary resolutions for re-appointment of:

1. Mr. Rajesh Gopinathan as the Chief Executive Officer and Managing Director for a term of five years from February 21, 2022 to February 20, 2027.
2. Mr. N. Ganapathy Subramaniam as the Chief Operating Officer and Executive Director from February 21, 2022 to May 19, 2024, as per the retirement age policy for Directors of the Company.

pursuant to the Postal Ballot Notice dated March 10, 2022, 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 and General Circular No. 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "MCA Circulars").

The Postal Ballot Notice dated March 10, 2022 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 Friday, March 11, 2022 were entitled to vote on the resolutions as contained in the Notice.

Contd....2

The remote e-voting period commenced from Friday, March 18, 2022 at 09:00 a.m. (IST) and ended on Saturday, April 16, 2022 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 Ordinary resolutions.

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 Ordinary Resolutions as under:

**Resolution 1: Ordinary Resolution**

**Re-appointment of Mr. Rajesh Gopinathan as the Chief Executive Officer and Managing Director of the Company.**

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
17197	338,76,66,966	99.45

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
583	1,88,95,546	0.55

(iii) Invalid votes:

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

Contd....3

**Resolution 2: Ordinary Resolution**

**Re-appointment of Mr. N. Ganapathy Subramaniam as the Chief Operating Officer and Executive Director of the Company.**

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
17090	338,65,42,436	99.41

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
649	2,00,43,884	0.59

(iii) Invalid votes:

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

P N  
Signature Parikh

Digitally signed by P N Parikh,  
DN: cn=P.N. Parikh, o=Tata Consultancy Services Limited,  
ou=India, email=parikh.pn@tcs.com, c=IN  
Date: 2022.04.16 11:22:24 +05'30'

Name: P.N. Parikh  
Scrutinizer

FCS: 327 CP: 1228

UDIN: F000327D000140511

Dated: April 16, 2022

Place: Mumbai

**TATA CONSULTANCY SERVICES LIMITED**

*Parikh*  
**PRADEEP MANOHAR GAITONDE**  
**COMPANY SECRETARY**