



TCS/BB/SE/201/2021-22

February 12, 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/BB/SE/192/2021-22 dated January 13, 2022 enclosing the copy of Postal Ballot Notice seeking approval of the members for Buyback of equity shares.

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 12, 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 special resolution approving the Buyback.

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 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



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	January 12, 2022
2.	Total Number of shareholders as on record date	16,38,148 as on cut-off date i.e. January 12, 2022
3.	Special Resolution	Approval for Buyback of Equity Shares
4.	Mode of voting	Remote e-voting

<b>B) RESULTS OF THE MEETING</b>				
<b>Sr. No.</b>	<b>Agenda</b>	<b>Resolution required</b>	<b>Mode of Voting</b>	<b>Remarks</b>
1.	Approval for Buyback of Equity Shares	Special	Remote e-voting	Passed with requisite majority

TATA CONSULTANCY SERVICES LIMITED								
Resolution								
Resolution required: (Ordinary / Special)					SPECIAL			
Whether promoter/ promoter group are interested in the agenda/resolution?					NO			
Approval for 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	2,67,02,04,298	2,67,02,04,298	100.00	2,67,02,04,298	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>2,67,02,04,298</b>	<b>2,67,02,04,298</b>	<b>100.00</b>	<b>2,67,02,04,298</b>	<b>0</b>	<b>100.00</b>
Public - Institutional holders	E-Voting	84,98,48,393	74,98,88,622	88.24	73,86,86,941	1,12,01,681	98.51	1.49
	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>84,98,48,393</b>	<b>74,98,88,622</b>	<b>88.24</b>	<b>73,86,86,941</b>	<b>1,12,01,681</b>	<b>98.51</b>
Public-Others	E-Voting	17,89,98,682	1,59,69,484	8.92	1,59,12,648	56,836	99.64	0.36
	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>17,89,98,682</b>	<b>1,59,69,484</b>	<b>8.92</b>	<b>1,59,12,648</b>	<b>56,836</b>	<b>99.64</b>
Total	E-Voting	3,69,90,51,373	3,43,60,62,404	92.89	3,42,48,03,887	1,12,58,517	99.67	0.33
	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>3,69,90,51,373</b>	<b>3,43,60,62,404</b>	<b>92.89</b>	<b>3,42,48,03,887</b>	<b>1,12,58,517</b>	<b>99.67</b>



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

Office

111, 11<sup>th</sup> Floor, Sai-Dwar CHS Ltd  
Sab TV Lane, Opp Laxmi Industrial Estate,  
Off Link Road, Above Shabari Restaurant,  
Andheri (W), Mumbai : 400053  
Tel No 26301232 / 26301233 / 26301240  
Email : [cs@parikhassociates.com](mailto:cs@parikhassociates.com)  
[parikh.associates@rediffmail.com](mailto:parikh.associates@rediffmail.com)

**February 12, 2022**

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

**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 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 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**

P. N. Parikh

FCS: 327 CP: 1228

Parikh & Associates

Digitaly signed by P.N. Parikh  
DN: c=IN, o=Personal, postalCode=400104,  
st=Maharashtra,  
2.5.4.20=02a59473a64087ecbdf00a6e3ad  
70b0601ed5d50bb1380260cc8c466518ed  
1,  
serialNumber=e6a50ff99f11e572327be156  
497c9be1af25543aa7ac354e7c988cc5e69  
c26, cn=P.N. Parikh  
Date: 2022.02.12 19:34:53 +05:30

Encl.: As above.

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

Office

111, 11<sup>th</sup> Floor, Sai-Dwar CHS Ltd  
Sab TV Lane, Opp Laxmi Industrial Estate,  
Off Link Road, Above Shabari Restaurant,  
Andheri (W), Mumbai : 400053  
Tel No 26301232 / 26301233 / 26301240  
Email : [cs@parikhassociates.com](mailto:cs@parikhassociates.com)  
[parikh.associates@rediffmail.com](mailto:parikh.associates@rediffmail.com)

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 400 053, 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 January 12, 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 Notice dated January 12, 2022 along with statement setting out material facts under Section 102 of the Act as confirmed by the Company were sent through electronic mode 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 January 12, 2022 were entitled to vote on the resolution as contained in the Notice.

The remote e-voting period commenced from Friday, January 14, 2022 and ended at 5.00 p.m. (IST) on Saturday, February 12, 2022 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 remote e-voting 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	Number of valid Votes cast by them (Shares)	% of total number of valid votes cast
13,474	3,42,48,03,887	99.67

(ii) Voted against the resolution:

Number of Members voted	Number of valid Votes cast by them (Shares)	% of total number of valid votes cast
823	1,12,58,517	0.33

(iii) Invalid votes:

Total number of Members whose votes were declared invalid	Total number of invalid votes cast (Shares)
NIL	NIL

Place: Mumbai

Dated: February 12, 2022  
UDIN: F000327C002556311

Signature:  
Name:

**P N**

**Parikh**

P. N. Parikh  
Scrutinizer

FCS: 327 CP: 1228

Digitally signed by P N Parikh  
DN: c=IN, o=Parikh,  
postalCode=400104, st=Maharashtra,  
2.5.4.20=02a59473a64d87ecbdfefca8  
e2ad70b06b16d5a30bb138b26dccc8c  
4c593f6ed1  
serialNumber=6a5dfe99f1e9732276  
e198497c9be1a9a5543aafar294fe7:9  
80c5a65ca2c, cn=P N Parikh  
Date: 2022.02.12 19:35:26 +05'30'

**TATA CONSULTANCY SERVICES LIMITED**

*Pradeep Manohar Gaitonde*  
**PRADEEP MANOHAR GAITONDE**  
**COMPANY SECRETARY**