



TCS/AGM/SE/61/2023-24

June 30, 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: 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 twenty-eighth Annual General Meeting.

The twenty-eighth Annual General Meeting (“AGM”) of the Company was held on Thursday, June 29, 2023 at 3.30 p.m. (IST) and concluded at 6:27 p.m. (IST) through Video Conferencing (VC)/Other Audio Video Means (OAVM).

In this regard, we are enclosing the following:

- a. Proceedings of the AGM pursuant to Regulation 30 of the Listing Regulations – Annexure A
- b. The voting results of the business transacted at the AGM in the prescribed format pursuant to Regulation 44(3) of the Listing Regulations – Annexure B
- c. The consolidated report of the Scrutinizer on remote e-voting prior and during the AGM – Annexure C

The above are also being uploaded on the Company’s website www.tcs.com and on the website of National Securities Depository Limited www.evoting.nsdl.com.

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



The video recording of the proceedings of the AGM is also being made available on the Company's website at www.tcs.com.

This is for your information and record.

Thanking you,

Yours faithfully,

For **TATA CONSULTANCY SERVICES LIMITED**

Pradeep Manohar Gaitonde

Company Secretary

Encl: As above

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ANNEXURE A

TATA CONSULTANCY SERVICES LIMITED

DETAILS OF THE PROCEEDINGS OF THE MEETING		
Sr. No.	Particulars	Details
1	Date of the AGM	Thursday, June 29, 2023
2	Total number of shareholders as on record date	As of Cut-off date i.e. June 22, 2023 26,22,572
3	No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not applicable
4	No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	5 260

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ANNEXURE B

RESULTS OF THE MEETING				
Sr. No.	Agenda	Resolution required (Ordinary/Special)	Mode of Voting	Remarks
1	To receive, consider and adopt: a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, 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, 2023, together with the Report of the Auditors thereon.	Ordinary	Remote e-voting prior and during the AGM	Passed with requisite majority
2	To confirm the payment of Interim Dividends (including a special dividend) on Equity Shares and to declare a Final Dividend on Equity Shares for the financial year 2022-23.	Ordinary	Remote e-voting prior and during the AGM	Passed with requisite majority
3	To appoint a Director in place of Aarthi Subramanian (DIN 07121802), who retires by rotation and, being eligible, offers herself for re-appointment.	Ordinary	Remote e-voting prior and during the AGM	Passed with requisite majority
4	Appointment of K Krithivasan as Director of the Company.	Ordinary	Remote e-voting prior and during the AGM	Passed with requisite majority
5	Appointment of K Krithivasan as Chief Executive Officer and Managing Director of the Company.	Ordinary	Remote e-voting prior and during the AGM	Passed with requisite majority

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Sr. No.	Agenda	Resolution required (Ordinary/Special)	Mode of Voting	Remarks
6	<p>To approve existing as well as new material related party transactions with</p> <p>a. Tata Sons Private Limited and/or its subsidiaries, (other than Tejas Networks Limited and/or its subsidiaries)</p> <p>b. Joint Ventures, Associate Companies of Tata Sons Private Limited and their subsidiaries and Joint Ventures & Associate Companies of subsidiaries of Tata Sons Private Limited (excluding Tata Motors Limited, Jaguar Land Rover Limited and/or their subsidiaries)</p> <p>c. Tejas Networks Limited and/or its subsidiaries</p> <p>d. Tata Motors Limited, Jaguar Land Rover Limited and/or their subsidiaries</p> <p>e. Subsidiaries of the Company (other than wholly owned subsidiaries).</p>	Ordinary	Remote e-voting prior and during the AGM	Passed with requisite majority

RESOLUTIONWISE DETAILS OF VOTING RESULTS ATTACHED

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Resolution (1)

Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		to receive, consider and adopt a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023						
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		701376798	87.7683	700644141	732657	99.8955	0.1045
	Poll	799122872	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	799122872	701376798	87.7683	700644141	732657	99.8955	0.1045
Public- Non Institutions	E-Voting		19179961	8.9399	19170104	9857	99.9486	0.0514
	Poll	214542428	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	214542428	19179961	8.9399	19170104	9857	99.9486	0.0514
Total		3659051373	3365942832	91.9895	3365200318	742514	99.9779	0.0221
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	



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Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				to confirm the payment of interim Dividends (including a special dividend) on Equity Shares and to declare a Final Dividend on Equity Shares for the financial year 2022-23				
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	799122872	711914943	89.0870	711914943	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		799122872	711914943	89.0870	711914943	0	100.0000
Public- Non Institutions	E-Voting	214542428	19282550	8.9878	19273834	8716	99.9548	0.0452
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		214542428	19282550	8.9878	19273834	8716	99.9548
Total		3659051373	3376583566	92.2803	3376574850	8716	99.9997	0.0003
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	



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Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				to appoint a Director in place of Aartni Suoramanian (DIN 07121802), who retires by rotation and, being eligible, offers herself for re-appointment.				
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		711914943	89.0870	576055590	135859353	80.9164	19.0836
	Poll	799122872	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	799122872	711914943	89.0870	576055590	135859353	80.9164	19.0836
Public- Non Institutions	E-Voting		19178311	8.9392	19154334	23977	99.8750	0.1250
	Poll	214542428	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	214542428	19178311	8.9392	19154334	23977	99.8750	0.1250
Total		3659051373	3376479327	92.2775	3240595997	135883330	95.9756	4.0244
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	



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Resolution (4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of K Krithivasan as Director of the Company				
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	799122872	711914942	89.0870	705279234	6635708	99.0679	0.9321
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		799122872	711914942	89.0870	705279234	6635708	99.0679
Public- Non Institutions	E-Voting	214542428	19178140	8.9391	19157386	20754	99.8918	0.1082
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		214542428	19178140	8.9391	19157386	20754	99.8918
Total		3659051373	3376479155	92.2774	3369822693	6656462	99.8029	0.1971
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	



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Resolution (5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of K Krithivasan as Chief Executive Officer and Managing Director of the Company				
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		711914942	89.0870	698381887	13533055	98.0991	1.9009
	Poll	799122872	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	799122872	711914942	89.0870	698381887	13533055	98.0991	1.9009
Public- Non Institutions	E-Voting		19177916	8.9390	19156927	20989	99.8906	0.1094
	Poll	214542428	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	214542428	19177916	8.9390	19156927	20989	99.8906	0.1094
Total		3659051373	3376478931	92.2774	3362924887	13554044	99.5986	0.4014
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	



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Resolution (6)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To approve existing as well as new material related party transactions with i. Tata Sons Private Limited and/or its subsidiaries				
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	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		2645386073	0	0.0000	0	0	0.0000
Public- Institutions	E-Voting	799122872	711100306	88.9851	532716772	178383534	74.9144	25.0856
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		799122872	711100306	88.9851	532716772	178383534	74.9144
Public- Non Institutions	E-Voting	214542428	19163872	8.9324	19143082	20790	99.8915	0.1085
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		214542428	19163872	8.9324	19143082	20790	99.8915
Total		3659051373	730264178	19.9577	551859854	178404324	75.5699	24.4301
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	





To,
Mr. N. Chandrasekaran
Chairman
Tata Consultancy Services Limited
9th 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 for the twenty-eighth Annual General Meeting of Tata Consultancy Services Limited held on Thursday, June 29, 2023 at 3.30 p.m. (IST) through video conferencing ('VC') / other audio visual means ('OAVM').

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 twenty- eighth Annual General Meeting ("AGM") of Tata Consultancy Services Limited on Thursday, June 29, 2023 at 3.30 p.m. (IST) through VC/OAVM.

I was also appointed as Scrutinizer to scrutinize the remote e-voting process during the said AGM.

The notice dated April 12, 2023, convening the AGM, as confirmed by the Company in respect of the below mentioned resolutions passed at the AGM of the Company along with Integrated Annual Report 2022-23 was sent through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories , in compliance with the MCA circulars dated May 5, 2020 and January 13, 2021 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023, , unless any Member has requested for a physical copy of the same.

The Notice and Integrated Annual Report 2022-23 was also uploaded on the Company's website www.tcs.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL <https://www.evoting.nsdl.com>.

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

The voting period for remote e-voting commenced on Monday, June 26, 2023 (9:00 a.m. IST) and ended on Wednesday, June 28, 2023 (5:00 p.m. IST) and the NSDL e-voting platform was disabled thereafter.

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

The shareholders of the Company holding shares as on the "cut-off" date Thursday, June 22, 2023 were entitled to vote on the resolutions as contained in the Notice of the AGM.

After the closure of remote e-voting at the AGM, the report on remote e-voting done during the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and counted.

I have scrutinized and reviewed the remote e-voting prior to and during the AGM and votes cast therein based on the data downloaded from the NSDL e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting prior to and during the AGM on the resolutions contained in the notice of the AGM.

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 resolutions.

I now submit my consolidated report as under on the result of the remote e-voting prior to and during the AGM in respect of the said resolutions.

Resolution 1: Ordinary Resolution**To receive, consider and adopt:**

- a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, 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, 2023, 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
11642	336,52,00,318	99.98

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
55	7,42,514	0.02

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
Nil	Nil

Resolution 2: Ordinary Resolution

To confirm the payment of Interim Dividends (including a special dividend) on Equity Shares and to declare a Final Dividend on Equity Shares for the financial year 2022-23.

(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
11652	337,65,74,850	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
49	8,716	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
Nil	Nil

Resolution 3: Ordinary Resolution

To appoint a Director in place of Aarthi Subramanian (DIN 07121802), who retires by rotation and, being eligible, offers herself 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
10736	324,05,95,997	95.98

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
935	13,58,83,330	4.02

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
Nil	Nil

Resolution 4: Ordinary Resolution**Appointment of K Krithivasan (DIN 10106739) as Director 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
11478	336,98,22,693	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
192	66,56,462	0.20

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
Nil	Nil

Resolution 5: Ordinary Resolution

Appointment of K Krithivasan (DIN 10106739) as 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 by them	% of total number of valid votes cast
11439	336,29,24,887	99.60

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
224	1,35,54,044	0.40

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
Nil	Nil

Resolution 6: Ordinary Resolution

To approve existing as well as new material related party transactions with

- i. Tata Sons Private Limited and/or its subsidiaries, (other than Tejas Networks Limited and/or its subsidiaries)
- ii. Joint Ventures, Associate Companies of Tata Sons Private Limited and their subsidiaries and Joint Ventures & Associate Companies of subsidiaries of Tata Sons Private Limited (excluding Tata Motors Limited, Jaguar Land Rover Limited and/or their subsidiaries)
- iii. Tejas Networks Limited and/or its subsidiaries
- iv. Tata Motors Limited, Jaguar Land Rover Limited and/or their subsidiaries
- v. Subsidiaries of the Company (other than wholly owned subsidiaries)

(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
10747	55,18,59,854	75.57

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
902	17,84,04,324	24.43

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
Nil	Nil

Thanking you,
Yours faithfully,

Pravinchandra Nahalchand Parikh
Digitally signed by Pravinchandra Nahalchand Parikh
Date: 2023.06.29 21:22:31 +05'30'

P. N. Parikh
FCS: 327 CP No.: 1228
Parikh & Associates
Practising Company Secretaries
P/R No.: 1129/2021
UDIN: F000327E000523762
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 29, 2023