



TCS/SE/20/2025-26

April 24, 2025

**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 with reference to our letter no. TCS/SE/277/2024-25 dated March 25, 2025 enclosing the copy of Postal Ballot Notice seeking approval of the members for appointment of Mr. Sanjay V. Bhandarkar (DIN 01260274) as a Non-Executive Independent Director, for a term of five years commencing from March 4, 2025, up to March 3, 2030.

We wish to inform you 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 3, 2025.

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 you that the members of the Company have duly passed the special resolution approving the appointment of Mr. Sanjay V. Bhandarkar as Non-Executive Independent Director 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**

**Yashaswin Sheth**  
**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](http://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	March 3, 2025
2.	Total Number of shareholders as on record date	22,09,598 as on cut-off date i.e. March 14, 2025
3.	Special Resolution	Appointment of Mr. Sanjay V. Bhandarkar (DIN 01260274) as a Non-Executive Independent Director for a term of five years commencing from March 4, 2025
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.	Appointment of Mr. Sanjay V. Bhandarkar (DIN 01260274) as a Non-Executive Independent Director for a term of five years	Special	Remote e-voting	Passed with requisite majority

**TATA CONSULTANCY SERVICES**

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Tel. 91 22 6778 9595 Fax 91 22 6778 9660 e-mail corporate.office@tcs.com website www.tcs.com  
Registered Office 9<sup>th</sup> Floor Nirmal Building Nariman Point Mumbai 400 021.  
Corporate identification No. (CIN): L22210MH1995PLC084781

Home

Validate

Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Sanjay V. Bhandarkar (DIN 01260274) as a Non-Executive Independent Director for a term of five years from March 4, 2025 to March 3, 2030				
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		2596558628	100.0000	2596558628	0	100.0000	0.0000
	Poll	2596558628	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2596558628	2596558628	100.0000	2596558628	0	100.0000	0.0000
Public- Institutions	E-Voting		754933331	88.4295	705999440	48933891	93.5181	6.4819
	Poll	853712219	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	853712219	754933331	88.4295	705999440	48933891	93.5181	6.4819
Public- Non Institutions	E-Voting		1241326	0.7397	1195367	45959	96.2976	3.7024
	Poll	167816671	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	167816671	1241326	0.7397	1195367	45959	96.2976	3.7024
Total		3618087518	3352733285	92.6659	3303753435	48979850	98.5391	1.4609
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	0
Public Insitutions	0
Public - Non Insitutions	0



To,  
**Tata Consultancy Services Limited**  
9<sup>th</sup> Floor, Nirmal Building,  
Nariman Point,  
Mumbai - 400021

To,  
The Chairman,  
Tata Consultancy Services Limited  
9<sup>th</sup> 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, 11<sup>th</sup> 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 for seeking the approval of members by way of Special resolution for the following:

- (i) Appointment of Mr. Sanjay V. Bhandarkar (DIN 01260274) as a Non-Executive Independent Director for a term of five years from March 4, 2025 to March 3, 2030.

pursuant to the Postal Ballot Notice dated March 3, 2025, 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, and subsequent circulars issued in this regard, the latest being 9/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "MCA Circulars").

The Postal Ballot Notice dated March 3, 2025 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 14, 2025 were entitled to vote on the resolutions as contained in the Notice.

The remote e-voting period commenced from Wednesday, March 26, 2025 at 09:00 a.m. (IST) and ended on Thursday, April 24, 2025 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.

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**Continuation Sheet**

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 the remote e-voting process in respect of the said Special Resolution as under:

### Resolution No. 1: Special Resolution

- (ii) **Appointment of Mr. Sanjay V. Bhandarkar (DIN 01260274) as a Non-Executive Independent Director for a term of five years from March 4, 2025 to March 3, 2030.**

- (i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
8527	330,37,53,435	98.54

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

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
627	4,89,79,850	1.46

- (iii) Invalid votes:

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



Signature

Pravinchandra  
Nahalchand  
Parikh

Name: P.N. Parikh

Scrutinizer

P/R No.: 6556/2025

FCS: 327 CP: 1228

UDIN: F000327G000195852

Dated: 24.04.2025

Place: Mumbai

[illegible]