



TCS/AGM/SE/39/2020-21

June 12, 2020

**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 25<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 25<sup>th</sup> Annual General Meeting ("AGM") of the Company held on Thursday, June 11, 2020 at 3.30 pm and concluded at 6.27 p.m. through Video Conferencing (VC) / Other Audio Video Means (OAVM).

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 prior and during 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**

A handwritten signature in blue ink, appearing to read 'Rajendra Moholkar', written over a horizontal line.

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

Encl: As above



**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 11, 2020
2	<b>Total number of shareholders as on record date</b>	As of Cut-off date i.e. June 4, 2020  9,10,356
3	<b>No. of Shareholders present in the meeting either in person or through proxy:</b>  Promoters and Promoter Group: Public:	   Not applicable
4	<b>No. of Shareholders attended the meeting through Video Conferencing (excluding webcast):</b>  Promoters and Promoter Group: Public:	   5 1001



## 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 Financial Statements of the Company for the financial year ended March 31, 2020, 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, 2020, 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 2019-20.	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

## 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**

**1. To receive, consider and adopt:**

- a. the Audited Financial Statements of the Company for the financial year ended March 31, 2020, 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, 2020, together with the Report of the Auditors thereon.

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
			[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	898832921	763273316	84.92	763273316	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		763273316	84.92	763273316	0	100.00	0.00	0
3	Public-Others	E-Voting	150009785	12135392	8.09	12134030	1357	99.99	0.01	5
		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		12135392	8.09	12134030	1357	99.99	0.01	5
	Total	E-Voting	3752384706	3478950708	92.71	3478949346	1357	100.00	0.00	5
		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		3478950708	92.71	3478949346	1357	100.00	0.00	5



**TATA CONSULTANCY SERVICES LIMITED**

**Resolution (2)**

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

**ORDINARY**

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

**NO**

**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 2019-20.**

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
			[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	898832921	781842746	86.98	779015052	2827694	99.64	0.36	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		781842746	86.98	779015052	2827694	99.64	0.36	0
3	Public-Others	E-Voting	150009785	12135236	8.09	12134616	615	99.99	0.01	5
		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		12135236	8.09	12134616	615	99.99	0.01	5
	Total	E-Voting	3752384706	3497519982	93.21	3494691668	2828309	99.92	0.08	5
		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>3497519982</b>	<b>93.21</b>	<b>3494691668</b>	<b>2828309</b>	<b>99.92</b>	<b>0.08</b>	<b>5</b>



**TATA CONSULTANCY SERVICES LIMITED**

**Resolution (3)**

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

**ORDINARY**

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

**NO**

**3. To appoint a Director in place of Aarthi Subramanian (DIN 07121802), who retires by rotation and, being eligible, offers herself for re-appointment.**

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
			[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	898832921	772013804	85.89	690621527	81392277	89.46	10.54	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		772013804	85.89	690621527	81392277	89.46	10.54	0
3	Public-Others	E-Voting	150009785	12135251	8.09	12128852	5988	99.95	0.05	411
		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		12135251	8.09	12128852	5988	99.95	0.05	411
	Total	E-Voting	3752384706	3487691055	92.95	3406292379	81398265	97.67	2.33	411
		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		3487691055	92.95	3406292379	81398265	97.67	2.33	411

**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,  
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 for the 25<sup>th</sup> Annual General Meeting of Tata Consultancy Services Limited held on Thursday, June 11, 2020 at 3:30 p.m. 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 25<sup>th</sup> Annual General Meeting ("AGM") of Tata Consultancy Services Limited on Thursday, June 11, 2020 at 3:30 p.m. through VC / OAVM.

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

The notice dated May 15, 2020, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the MCA Circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020.

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 voting period for remote e-voting commenced on Monday, June 8, 2020 (9:00 a.m. IST) and ended on Wednesday, June 10, 2020 (5:00 p.m. IST) and the NSDL e-voting platform was blocked 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 of Thursday, June 04, 2020 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 voting done at the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and were counted.

I have scrutinized and reviewed the remote e-voting prior 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 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 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, 2020, 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, 2020, 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
2739	3,47,89,49,346	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
13	1,357	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
1	5

**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 2019-20**

(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
2764	3,49,46,91,668	99.92

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
31	28,28,309	0.08

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
1	5

**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
2507	3,40,62,92,379	97.67

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
265	8,13,98,265	2.33

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
2	411

Thanking you,  
Yours faithfully,

**P N  
Parikh**

P.N. Parikh

**Parikh & Associates**

**Practising Company Secretaries**

FCS: 327 CP No.: 1228

111,11th Floor, SaiDwar CHS Ltd

Sab TV Lane, Opp.LaxmiIndl. Estate,

Off Link Road, Above Shabari Restaurant,

Andheri West, Mumbai – 400053

Place: Mumbai

Dated: June 11, 2020

Digitally signed by P N Parikh  
DN: cn=P N Parikh,  
postalCode=400053, st=Maharashtra,  
2.5.4.20=03059473d4d07e1b0dfe0a1e3a  
d70b06b16d5d30bb138b26dccc4b693f  
8ed1,  
serialNumber=6a5dfe99f1e9732378e19  
8497c9be1a9a543aafae294fe7c98b0c5e  
69c2fc, cn=P N Parikh  
Date: 2020.06.11 22:20:59 +05'30'

**TATA CONSULTANCY SERVICES LIMITED**

*Rajendra Moholkar*  
**RAJENDRA MOHOLKAR  
COMPANY SECRETARY**