TCS/AGM/SE/59/2024-25

June 03, 2024

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 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") -Details of voting results of the twenty-nineth Annual General Meeting

The twenty-nineth Annual General Meeting ("AGM") of the Company was held on Friday, May 31, 2024 at 3.00 p.m. (IST) and concluded at 6.08 p.m. (IST) through Video Conferencing (VC) / Other Audio Video Means (OAVM).

In this regard, we are enclosing the following:
a. The voting results of the business transacted at the AGM in the prescribed format pursuant to Regulation 44(3) of the Listing Regulations - Annexure A
b. The consolidated report of the Scrutinizer on remote e-voting prior and during the AGM - Annexure B

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.

Thanking you,
Yours faithfully, For TATA CONSULTANCY SERVICES LIMITED

```
PRADEEP MANOHAR Digitally signed by PRADEEP
OHAR MANOHAR GAITONDE
GAITONDE 
Pradeep Manohar Gaitonde
Company Secretary
```

Encl: As above

## T^T^ CONSULTANCY SERVICES

ANNEXURE A

## VOTING RESULTS OF THE MEETING

| Sr. No. | Agenda | Resolution <br> required <br> (Ordinary/Special) | Mode of <br> Voting | Remarks |
| :---: | :--- | :--- | :--- | :--- |
| 1. | To receive, consider and adopt: <br> a. the Audited Standalone Financial <br> Statements of the Company <br> for the financial year ended <br> March 31, 2024, together with the <br> Reports of the Board of Directors <br> and the Auditors thereon; and | Ordinary | Remote <br> e-voting <br> prior and <br> during the <br> AGM | Passed <br> with <br> requisite <br> majority |
|  | b. the Audited Consolidated Financial <br> Statements of the Company <br> for the financial year ended <br> March 31, 2024, together with the <br> Report of the Auditors thereon. |  | Remote <br> e-voting <br> prior and <br> during the <br> AGM | Passed <br> with <br> requisite <br> majority |
| 2. | To confirm the payment of Interim <br> Dividends (including a special <br> dividend) on Equity Shares and to <br> declare a Final Dividend on <br> Equity Shares for the financial year <br> 2023-2024. | Ordinary |  |  |
| 3. | To appoint a Director in place of <br> N Chandrasekaran (DIN 00121863), <br> who retires by rotation and being <br> eligible, offers himself for <br> re-appointment. | Ordinary | Remote <br> e-voting <br> prior and <br> during the <br> AGM | Passed <br> with <br> requisite <br> majority |
| 4. | To approve existing as well as new <br> material related party transactions with <br> identified subsidiaries of Promoter <br> Company and/ or their subsidiaries. | Ordinary | Remote <br> e-voting <br> prior and <br> during the <br> AGM | Passed <br> with <br> requisite <br> majority |

## T^T^ CONSULTANCY SERVICES

| Sr. No. | Agenda | Resolution <br> required <br> (Ordinary/Special) | Mode of <br> Voting | Remarks |
| :---: | :--- | :--- | :--- | :--- |
| 5. | To approve existing as well as new <br> material related party transactions with <br> Tejas Networks Limited. | Ordinary | Remote <br> e-voting <br> prior and <br> during the <br> AGM | Passed <br> with <br> requisite <br> majority |
| 6. | To approve existing as well as new <br> material related party transactions <br> with Tata Motors Limited, <br> Jaguar Land Rover Limited and/or <br> their identified subsidiaries. | Ordinary | Remote <br> e-voting <br> prior and <br> during the <br> AGM | Passed <br> with <br> requisite <br> majority |
| 7. | To approve existing as well as new <br> material related party transactions with <br> Tata Consultancy Services Japan, Ltd., <br> subsidiary of the Company. | Ordinary | Remote <br> e-voting <br> prior and <br> during the <br> AGM | Passed <br> with <br> requisite <br> majority |

## T^T^ CONSULTANCY SERVICES

## RESOLUTIONWISE DETAILS OF VOTING



* this fields are optional

| Details of Invalid Votes |  |
| :--- | ---: |
| Category | No. of Votes |
| Promoter and Promoter Group | 0 |
| Public Insitutions | 0 |
| Public - Non Insitutions | 0 |

> PRADEEP
> MANOHAR GAITONDE

Digitally signed by PRADEEP MANOHAR GAITONDE
Date: 2024.06.03
17:19:18 +05'30'


* this fields are optional

| Details of Invalid Votes |  |
| :--- | ---: |
| Category | No. of Votes |
| Promoter and Promoter Group | 0 |
| Public Insitutions | 0 |
| Public - Non Insitutions | 0 |


$=$ this fields are optional

| Details of Invalid Votes |  |
| :--- | ---: |
| Category | No. of Votes |
| Promoter and Promoter Group | 0 |
| Public Insitutions | 0 |
| Public - Non Insitutions | 0 |

PRADEEP
MANOHAR
GAITONDE

Digitally signed by
PRADEEP MANOHAR
GAITONDE
Date: 2024.06.03
17:20:09 +05'30'

| Resolution (4) |  |  |  |  |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| 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 identified subsidiaries of Promoter Company and/ or their 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 | 2596558628 |  | 0.0000 |  | 0 | 0 | 0 |
|  |  |  | $0$ | 0.0000 | 0 | 0 | 0 | 0 |
|  | Postal Ballot (if applicable) |  | $0$ | 0.0000 | 0 | 0 | 0 | 0 |
|  | Total | 2596558628 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| PublicInstitutions | E-Voting | 846754546 | 778081254 | 91.8898 | 778081254 | 0 | 100.0000 | 0.0000 |
|  | Poll |  | 0 | 0.0000 | 0 | 0 | 0 | 0 |
|  | Postal Ballot (if applicable) |  |  | 0.0000 |  | 0. | 0 | 0 |
|  | Total | 846754546 | 778081254 | 91.8898 | 778081254 | 0 | 100.0000 | 0.0000 |
| Public- Non Institutions | E-Voting <br> Pall <br> Postal Ballot (if applicable) | 174774344 | 717602 | 0.4106 | 705144 | 12458 | 98.2639 | 1.7361 |
|  |  |  | 0 | 0.0000 | 0 | - 0 | 0 | 0 |
|  |  |  | 0 | 0.0000 | 0 | 0 | 0 | 0 |
|  | Total | 174774344 | 717602 | 0.4106 | 705144 | 12458 | 98.26359 | 1.7361 |
|  | Total | 3618087518 | 778798856 | 21.5252 | 778786398 | 12458 | 99.9984 | 0.0016 |
|  |  |  |  | Whether resolution is Pass or Not. |  |  | Yes |  |
|  |  |  |  | Disclosure of notes on resolution |  |  | Adrl Notes |  |

this fields are optional

| Details of Invalid Votes |  |
| :--- | ---: |
| Category | No. of Votes |
| Promoter and Promoter Group | 0 |
| Public Insitutions | 0 |
| Public - Non Insitutions | 13710 |


| PRADEEP | Digitally signed by PRADEEP <br> MANOHAR GAITONDE <br> MANOHAR <br> Date: 2024.06.03 17:20:39 |
| :--- | :--- |
| GAITONDE | $+05^{\prime} 30^{\prime}$ |


| Home validate |  |  |  |  |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Resolution (5) |  |  |  |  |  |  |  |  |
| 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 Tejas Networks Limited |  |  |  |  |
| 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 |
| Promoter and Promoter Group |  | (1) | (2) | $(3)=[(2) /(1)]^{*} 100$ | (4) | (5) | (6) $=[(4) /(2)] * 100$ | $(7)=[(5) /(2)] * 100$ |
|  | E-Voting | 2596558628 | 0 | 0.0000 | 0 | 0 | 0 | 0 |
|  | Poll |  |  | 0.0000 |  | 0 | 0 | 0 |
|  | Postal Ballot (if applicable) |  | 0 | 0.0000 | 0 | 0 | 0 | 0 |
|  | Total | 42596558628 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| PublicInstitutions | E-Voting | 846754546 | 778081254 | 91.8898 | 778081254 | 0 | 100.0000 | 0.0000 |
|  | Poll |  | 0 | 0.0000 | 0 | 0 | 0 | 0 |
|  | Postal Ballot (if applicable) |  |  | 0.0000 | 0 | 0 | 0 | 0 |
|  | Total | 846754546 | 778081254 | 91.8898 | 778081254 | 0 | 100.0000 | 0.0000 |
| Public- Non <br> Institutions | E-Voting | 174774344 | $\begin{array}{r} 717417 \\ 0 \\ 0 \end{array}$ | 0.4105 | 709744 | 7673 | 98.9305 | 1.0695 |
|  | Poll |  |  | 0.0000 | 0 | 0 | 0 | 0 |
|  | Postal Ballot (if applicable) |  |  | 0.0000 | 0 | 0 | 0 | 0 |
|  | Total | 174774344 | 717417 | 0.4105 | 709744 | 7673 | 98.9305 | 1.0695 |
| Total |  | 3618087518 | 778798671 | 21.5251 | 778790998 | 7673 | 99.9990 | 0.0010 |
|  |  |  |  | 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 | 13710 |


| PRADEEP | Digitally signed by <br> PRRDEPP MANOHAR <br> GAITONDE |
| :--- | :--- |
| MANOHAR |  |
| GAITONDE |  |
| Date: 2024.06 .03 |  |
| $17: 21: 01+05^{\prime} 30^{\prime}$ |  |



## * this fields are optional

| Details of Invalid Votes |
| :--- | ---: |
| Category No. of Votes <br> Promoter and Promoter Group 0 <br> Public Insitutions 0 <br> Public - Non Insitutions 13710 |

PRADEEP Digitally signed by
MANOHAR PRADEEP MANOHAR GAITONDE GAITONDE


* this fields are optional

| Details of Invalid Votes |  |
| :--- | ---: |
| Category | No. of Votes |
| Promoter and Promoter Group | 0 |
| Public Insitutions | 0 |
| Public - Non Insitutions | 13710 |

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-Nineth Annual General Meeting of Tata Consultancy Services Limited held on Friday, May 31, 2024 at 3.00 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 ("Company") 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- Nineth Annual General Meeting ("AGM") of Tata Consultancy Services Limited on Friday, May 31, 2024 at 3.00 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, 2024, 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 2023-2024 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 read with circulars dated April 8, 2020 and April 13, 2020 and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020, January 15, 2021, May 13, 2022 , January 5, 2023 and the latest being October 7, 2023 unless any Member has requested for a physical copy of the same.

The Notice and Integrated Annual Report 2023-2024 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 National Securities Depository Limited ("NSDL") https://www.evoting.nsdl.com.

The Company had availed the e-voting facility offered by NSDL for conducting remote e-voting by the Shareholders of the Company.

The voting period for remote e-voting commenced on Tuesday, May 28, 2024 (9:00 a.m. IST) and ended on Thursday, May 30, 2024 (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 Friday, May 24, 2024 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, 2024, 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, 2024, 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 |
| :---: | :---: | :---: |
| 4938 | 3,36,55,68,077 | 99.98 |

(ii) Voted against the resolution:

| Number of members voted | Number of valid votes cast <br> by them | \% of total number of valid <br> votes cast |
| ---: | :--- | :--- |
| 39 | $8,31,749$ | 0.02 |

(iii) Invalid votes:

| Number of members whose votes were <br> declared invalid | Number of invalid votes cast by them |
| ---: | ---: |
| 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 2023-2024.
(i) Voted in favour of the resolution:

| Number of members voted | Number of valid votes cast <br> by them | \% of total number of valid <br> votes cast |
| ---: | ---: | ---: |
| 4945 | $3,37,54,41,888$ | 100.00 |
| (Rounded Off) |  |  |

(ii) Voted against the resolution:

| Number of members voted | Number of valid votes cast <br> by them | \% of total number of valid <br> votes cast |
| ---: | :--- | :--- |
| 31 | 1,739 | 0.00 |

(iii) Invalid votes:

| Number of members whose votes were <br> declared invalid | Number of invalid votes cast by them |
| ---: | ---: |
| Nil |  |

## Resolution 3: Ordinary Resolution

To appoint a Director in place of N Chandrasekaran (DIN 00121863), who retires by rotation and being eligible, offers himself for re-appointment.
(i) Voted in favour of the resolution:

| Number of members voted | Number of valid votes cast <br> by them | \% of total number of valid <br> votes cast |
| ---: | :--- | :--- |
| 4135 | $3,23,74,04,899$ |  |

(ii) Voted against the resolution:

| Number of members voted | Number of valid votes cast <br> by them | \% of total number of valid <br> votes cast |
| ---: | :--- | :--- |
| 829 | $13,79,67,029$ | 4.09 |

(iii) Invalid votes:

| Number of members whose votes were <br> declared invalid | Number of invalid votes cast by them |
| ---: | :--- |
| Nil |  |

## Resolution 4: Ordinary Resolution

To approve existing as well as new material related party transactions with identified subsidiaries of Promoter Company and/ or their subsidiaries
(i) Voted in favour of the resolution:

| Number of members voted | Number of valid votes cast <br> by them | \% of total number of valid <br> votes cast |
| ---: | :--- | :--- |
| 4864 | $77,87,86,398$ | 100.00 <br> (Rounded Off) |

(ii) Voted against the resolution:

| Number of members voted | Number of valid votes cast <br> by them | \% of total number of valid <br> votes cast |
| ---: | :--- | :--- |
| 84 | 12,458 |  |

(iii) Invalid votes:

| Number of members whose votes were <br> declared invalid | Number of invalid votes cast by them |
| :--- | :--- |
|  | 3 |

## Resolution 5: Ordinary Resolution

To approve existing as well as new material related party transactions with Tejas Networks Limited
(i) Voted in favour of the resolution:

| Number of members voted | Number of valid votes cast <br> by them | \% of total number of valid <br> votes cast |
| ---: | :--- | ---: |
| 4861 | $77,87,90,998$ | 100.00 <br> (Rounded Off) |

(ii) Voted against the resolution:

| Number of members voted | Number of valid votes cast <br> by them | $\%$ of total number of valid <br> votes cast |
| ---: | :--- | :--- |
| 84 | 7,673 | 0.00 |

(iii) Invalid votes:

| Number of members whose votes were <br> declared invalid | Number of invalid votes cast by them |
| :--- | :--- |
|  | 3 |

## Resolution 6: Ordinary Resolution

To approve existing as well as new material related party transactions with Tata Motors Limited, Jaguar Land Rover Limited and/or their identified subsidiaries
(i) Voted in favour of the resolution:

| Number of members voted | Number of valid votes cast <br> by them | \% of total number of valid <br> votes cast |
| ---: | ---: | ---: | ---: |
| 4872 | $77,87,88,677$ | 100.00 <br> (Rounded Off) |

(ii) Voted against the resolution:

| Number of members voted | Number of valid votes cast <br> by them | $\%$ of total number of valid <br> votes cast |
| ---: | :--- | :--- |
| 76 | 10,320 | 0.00 |

(iii) Invalid votes:

| Number of members whose votes were <br> declared invalid | Number of invalid votes cast by them |
| ---: | ---: |
| 3 |  |

## Resolution 7: Ordinary Resolution

To approve existing as well as new material related party transactions with Tata Consultancy Services Japan, Ltd., subsidiary of the Company
(i) Voted in favour of the resolution:

| Number of members voted | Number of valid votes cast <br> by them | $\%$ of total number of valid <br> votes cast |
| ---: | ---: | ---: |
| 4894 | $77,87,93,011$ | 100.00 <br> (Rounded Off) |

(ii) Voted against the resolution:

| Number of members voted | Number of valid votes cast <br> by them | \% of total number of valid <br> votes cast |
| ---: | :--- | :--- |
| 59 | 6,488 | 0.00 |

(iii) Invalid votes:

| Number of members whose votes were <br> declared invalid | Number of invalid votes cast by them |
| :--- | :--- |
| 3 |  |

## Thanking you,

Yours faithfully,

## Pravinchandra Nahalchand Parikh

 Patike 2024.0.6.02 18:992:26 +0530'
P. N. Parikh

FCS: 327 CP No.: 1228
Parikh \& Associates
Practising Company Secretaries
P/R No.: 1129/2021
UDIN: F000327F000513334
$111,11^{\text {th }}$ Floor, Sai Dwar CHS Ltd.,
Sab TV Lane, Opp. Laxmi Indl. Estate,
Off Link Road, Above Shabari Restaurant, Andheri West, Mumbai - 400053

> PRADEEP $\int_{\text {Digitally signed by }}^{\text {PRADEEP }}$ MANOHAR GANOHAR GAITONDE

Place: Mumbai Dated: 02.06.2024

