TATA CONSULTANCY SERVICES LIMITED

Registered Office: 9th Floor, Nirmal Building, Nariman Point, Mumbai 400 021. Tel: +91 22 67789696 Fax: +91 22 66303672 Email: investor.relations@tcs.com website: www.tcs.com# Corporate Identity No. (CIN): L22210MH1995PLC084787

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF EQUITY SHARES OF TATA CONSULTANCY SERVICES LIMITED FOR THE BUYBACK OF EQUITY SHARES THROUGH A TENDER OFFER UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY BACK OF SECURITIES) REGULATIONS, 1998, AS AMENDED.

This Public Announcement (the "Public Announcement") is being made pursuant to Regulation 8(1) of the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, for the time being in force including any statutory modifications and amendments from time to time (the "Buyback Regulations") and contains the disclosures as specified in Part A of Schedule II to the Buyback Regulations.

OFFER TO BUY BACK FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹1 (RUPEE ONE) EACH UP TO 7,61,90,476 (SEVEN CRORE SIXTY ONE LAKH NINETY THOUSAND FOUR HUNDRED AND SEVENTY SIX) AT A PRICE OF ₹2,100 (RUPEES TWO THOUSAND ONE HUNDRED ONLY) PER FULLY PAID-UP FOULTY SHARE PAYABLE IN CASH ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE THROUGH STOCK EXCHANGE MECHANISM

The Buyback Offer

- 1.1 The Board of Directors ("Board") of Tata Consultancy Services Limited ("Company" or "TCS"), at its meeting held on Friday June 15, 2018 ("Board Meeting") has, subject to the approval of the shareholders of the Company by way of a special resolution and subject to such approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, approved a buyback by the Company of fully paid-up equity shares of face value of ₹1 (Rupee One) each ("Equity Shares") up to approved a buyback by the Company or runy part-up equity snares or not reader show of the parts, on a proportionate basis, 7,61,90,476 (Seven crore sixty one lakh ninety thousand four hundred and seventy six) Equity Shares, on a proportionate basis, 10,00,476 (Seven crore sixty one lakh ninety thousand four hundred and seventy six) Equity Shares, on a proportionate basis, 10,00,476 (Seven crore sixty one lakh ninety thousand four hundred and seventy six) Equity Shares, on a proportionate basis, 10,00,476 (Seven crore sixty one lakh ninety thousand four hundred and seventy six) Equity Shares, on a proportionate basis, 10,00,476 (Seven crore sixty one lakh ninety thousand four hundred and seventy six) Equity Shares, on a proportionate basis, 10,00,476 (Seven crore sixty one lakh ninety thousand four hundred and seventy six) Equity Shares, on a proportionate basis, 10,00,476 (Seven crore sixty one lakh ninety thousand four hundred and seventy six) Equity Shares, on a proportionate basis, 10,00,476 (Seven crore sixty one lakh ninety thousand four hundred and seventy six) Equity Shares, on a proportionate basis, 10,00,476 (Seven crore sixty one lakh ninety thousand four hundred and seventy six) Equity Shares, 10,00,476 (Seven crore sixty one lakh ninety thousand four hundred and seventy six) Equity Shares, 10,00,476 (Seven crore sixty one lakh ninety thousand four hundred and seventy six (Seven crore sixty one lakh ninety thousand four hundred and seventy six (Seven crore sixty one lakh ninety thousand four hundred and seventy six (Seven crore sixty one lakh ninety thousand four hundred and seventy six (Seven crore sixty one lakh ninety thousand four hundred and seventy six (Seven crore sixty one lakh ninety thousand four hundred and seventy six (Seventy Seventy sixty one lakh ninety (Seventy Seventy Sev through the "Tender Offer" vote through Stock Exchange mechanism in accordance with the provisions of the Companies Act, 2013 ("Act"), the Companies (Share Capital and Debentures) Rules, 2014 ("Share Capital Rules"), the Companies (Management and Administration Rules") to the extent applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Bupplicated, and Occurities and with Securities and Exchange Board of India (Circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and circular bearing reference number CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 (the "SEBI Circulars") at a price of ₹2,100 (Rupees Two thousand one hundred only) per Equity Share ("Buyback Price") payable in cash for an aggregate consideration not exceeding ₹16,000 crore (Rupees sixteen thousand crore only) ("Offer Size") excluding transaction costs viz. brokerage, applicable taxes such as securities transaction tax, goods and service tax, stamp duty, etc. ("Buyback").
- Since the Buyback is more than 10% of the total paid-up equity share capital and free reserves of the Company, in terms of Section 1.2 68(2)(b) of the Act, the Board had sought approval of the shareholders of the Company for the Buyback, by way of a special resolution.
- The shareholders of the Company approved the Buyback, by way of a special resolution, through postal ballot (including e-voting) pursuant 1.3 to a postal ballot notice dated June 15, 2018 (the "Postal Ballot Notice"), the results of which were announced on August 4, 2018
- 1.4 The Buyback is pursuant to Article 11 of the Articles of Association of the Company, Sections 68, 69, 70 and other applicable Administration Rules, to the extent applicable, and the Buyback Regulations.
- The Buyback is further subject to approvals, permissions and sanctions as may be necessary, and subject to such conditions and modifications, if any, from time to time from statutory, regulatory or governmental authorities as required under applicable laws, including but not limited to Securities and Exchange Board of India ("SEBI") and the stock exchanges where the Equity Shares of the Company are ed i.e. the BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") (collectively, "Stock Exchanges").
- The Buyback is within 25% of the aggregate of paid-up capital and free reserves of the Company as per the audited financial statements of the Company as on March 31, 2018 (the last standalone audited financial statements available as on the date of Board Meeting 1.6 recommending the proposal of the Buyback). The Offer Size of the Buyback constitutes 21,54% of the aggregate paid-up equity share capital and free reserves of the Company and represents 1.99% of the total issued and paid-up equity share capital of the Company.
- The Equity Shares shall be bought back on a proportionate basis from all the equity shareholders of the Company as on the Record Date (as defined below) ("Eligible Shareholders") through the "Tender Offer" route, as prescribed under the Buyback Regulations, and subject to applicable laws, facilitated through the stock exchange mechanism as specified by SEBI in the SEBI Circulars. Please refer to Paragraph 10 below for details regarding the Record Date and share entitlement for tender in the Buyback
- In terms of the Buyback Regulations, under Tender Offer route, promoters have the option to participate in a buyback. Accordingly, 1.8 The Promoter Companies (as defined below) have informed the Company regarding their intention to participate in the Buyback. The extent of their participation in the Buyback has been detailed in Paragraph 6.5 of this Public Announcement.
- Participation in the Buyback by Eligible Shareholders may trigger capital gains taxation in India and in their country of residence. The transaction of Buyback would also be chargeable to securities transaction tax in India. In due course, Eligible Shareholders will receive a Letter of Offer, which will contain a more detailed note on taxation. However, in view of the particularized nature of tax consequences, 1.9 the Eligible Shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buyback

1.10 A copy of this Public Announcement is available on the website of the Company at www.tcs.com and is expected to be available on the website of the SEBI at www.sebi.gov.in during the period of Buyback and on the website of the Stock Exchanges at www.nseindia.com and www.bseindia.com

2. Objective of the Buyback

The Buyback is a capital allocation decision taken with the objective of improving the Company's Return on Equity and increasing hareholder value in the longer terr

Maximum number of securities that the Company proposes to Buyback 3

The Company proposes to buyback up to 7,61,90,476 (Seven crore sixty one lakh ninety thousand four hundred seventy six) Equity Shares of face value of ₹1 (Rupee One) each of the Company

Buyback Price and basis of determining price of the Buyback 4.

The Equity Shares of the Company are proposed to be bought back at a price of ₹2,100 (Rupees two thousand one hundred only) per Equity Share ("Offer Price"). The Offer Price has been arrived at after considering various factors including, but not limited to the trends in the volume weighted average prices and closing price of the Equity Shares on the BSE and the NSE where the Equity Shares of the Company are listed, the net worth of the Company, price earnings ratio, impact on other financial parameters and the possible impact of Buyback on the earnings per Equity Share.

The Offer Price represents a (i) premium of 31.72% and 32.21% to the volume weighted average market price of the Equity Share In other the elements a (plenimin of 1.7.2 and 0.2.1 violate other weighted average market pice of the Light) state on BSE and on NSE, respectively, during the three months preceding June 12, 2018, being the date of infination to the Stock Exchanges of the date of the Board Meeting to consider the proposal of the Buyback ("Intimation Date"), and (ii) premium of 17.91% over the closing price of the Equity Share on the Stock Exchanges, as on the Intimation Date.

The Company confirms that as required under Section 68(2)(d) of the Act, the ratio of the aggregate of secured and unsecured debts owed by the Company will not be more than twice the paid-up capital and free reserves after the Buyback

Maximum amount required for Buyback, its percentage of the total paid-up Capital and free reserves and source of funds 5. from which Buyback would be financed

The maximum amount required for Buyback will not exceed ₹16,000 crore (Rupees Sixteen thousand crore only) excluding transaction costs viz. brokerage, applicable taxes such as securities transaction tax, goods and service tax, stamp duty, etc. The said amount works out to 21.54% of the aggregate of the fully paid up share capital and free reserves as per the audited financial statements of the Company as on March 31, 2018 which is within the prescribed limit of 25%, under the Act.

The funds for the implementation of the Buyback will be sourced out of the free reserves (retained earnings) and/or such other urce as may be permitted by the Buyback Regulations or the Act.

The Company shall transfer from its free reserves, a sum equal to the nominal value of the equity shares so bought back to the capital redemption reserve account, and details of such transfer shall be disclosed in its subsequent audited financial state The funds borrowed, if any, from banks and financial institutions will not be used for the Buyback.

Details of holding and transactions in the shares of the Company

The aggregate shareholding of the (i) promoter and promoter group of the Company (the "Promoter Companies"); (ii) Directors of oter Companies; and (iii) the Directors and Key Managerial Personnel of the Company as on date of the Postal Ballot Notice i.e. June 15, 2018, are as follows:

6.1 Aggregate shareholding of the Promoter Companies as on June 15. 2018:

Sr. No.	Name	Number of Equity Shares Held	% Shareholding
1	Tata Sons Limited	2,75,22,37,822	71.89
2	Tata Investment Corporation Limited	10,54,220	0.03
3	Tata Steel Limited	47,608	0.00
4	Tata Industries Limited	7,220	0.00
5	The Tata Power Company Limited	766	0.00
	Total	2,75,33,47,636	71.92

6.2 Aggregate shareholding of the Directors of Promoter Companies as on June 15, 2018.

Name	Aggregate Number of Equity Shares purchased / sold	Nature of Transactions	Maximum Price Per Equity Share (₹)	Date of Maximum Price	Minimum Price Per Equity Share (₹)	Date of Minimum Price
Mr. Noel N. Tata* Tata Investment Corporation Limited	2,07,463	Sale	3,171.00	February 1, 2018	2,692.51	January 11 2018
Mr. Koushik Chatterjee* Tata Steel Limited	900	Sale	2,938.78	February 7, 2018	2,938.78	February 7, 2018
Mr. Noel N. Tata* Tata Investment Corporation Limited	11,24,542					
Mr. N. Chandrasekaran Tata Sons Limited, Tata Steel Limited and The Tata Power Company Limited	88,528					
Mr. Farokh N. Subedar* Tata Investment Corporation Limited and Tata Industries Limited	5,153					
Mrs. Farida Khambata Tata Sons Limited	3,000					
Mr. Pradip P. Shah* Tata Investment Corporation Limited	2,575					
Mr. Amit N. Dalal* Tata Investment Corporation Limited	2,047					
Mr. Harish Manwani* Tata Sons Limited	2,000	Bonus Issue		Not Ap	plicable	
Mr. Ardeshir B. Dubash* Tata Investment Corporation Limited	1,730					
Mr. Zubin S. Dubash Tata Investment Corporation Limited	1,391					
Mr. Narendran T. V.* Tata Steel Limited	136					
Mr. Ashok Sethi* The Tata Power Company Limited	136					
Mr. Bhaskar Bhat Tata Sons Limited	80					
Mr. Hoshang N. Sinor* Tata Investment Corporation Limited	44					

Name	Aggregate Number of Equity Shares purchased / sold	Nature of Transactions	Maximum Price Per Equity Share (₹)	Date of Maximum Price	Minimum Price Per Equity Share (₹)	Date of Minimum Price
Mr. N. Chandrasekaran	88,528					
Mr. Rajesh Gopinathan	1,130					
Mr. N. Ganapathy Subramaniam	98,880	Bonus Issue		Not	t Applicable	
Ms. Aarthi Subramanian	2,800					
Mr. Ramakrishnan V.	1,000					
Mr. Rajendra Moholkar	182					

6.5 Intention of Promoter and Promoter Group to participate in Buyback:

In terms of the Buyback Regulations, under the tender offer route, the promoters have an option to participate in the Buyback. In this regard, the Promoter Companies have expressed their intention to participate in the Buyback, and may tender up to an aggregate imum of 5,47,91,619 Equity Shares or such lower number of Equity Shares in accordance with the provisions of the Buyback

Sr. No.	Name	Number of Equity Shares Held	Maximum Number of Equity Shares Intended to Tender
1	Tata Sons Limited	2,75,22,37,822	5,47,69,533
2	Tata Investment Corporation Limited	10,54,220	20,978
3	Tata Steel Limited	47,608	947
4	Tata Industries Limited	7,220	145
5	The Tata Power Company Limited	766	16
	Total	2,75,33,47,636	5,47,91,619

The details of the date and price of acquisition of	the Equity Shares that the Promoter Co	mpanies intend to	tender are set-out	below:
Date of Transaction	Nature of Transaction	Number of Equity Shares	Consideration (₹ per Share)	Face Value (₹)
	Tata Sons Limited			
June 16, 2000	Purchase	3,64,40,002	15.51	10
March 30, 2001	Sale	36,13,474	15.51	10
March 28, 2002	Sale	30,526	15.51	10
	Sub Total	3,27,96,002		
May 5, 2004	Split (from ₹ 10 to ₹ 1)	32,79,60,020	1.55	1
May 13, 2004	Bonus	8,19,90,005	-	1
August 19, 2004	Sale	2,27,74,996	827.40	1
November 8, 2005 to December 9, 2005	Sale	47,50,000	1,519.38	1
December 10, 2005	Purchase	68,17,196	153.54	1
June 29, 2006	Bonus	38,92,42,225	-	1
September 27, 2006 to September 29, 2008	Sale	5,67,82,251	891.19	1
June 18, 2009	Bonus	72,17,02,199	-	1
October 21, 2011	Purchase	47,300	1,058.77	1

Confirmations from the Company as per the provisions of the Buyback Regulations and the Companies Act

- 7.1 The funds borrowed, if any, from banks and financial institutions will not be used for the Buyback
- The Company shall not issue any equity shares or other securities (including by way of bonus) till the date of closure of the Buyback; 7.2 7.3 The Company shall pay the consideration only by way of cash;
- The Company shall not raise further capital for a period of one year from the closure of the Buyback, except in discharge of subsisting obligations;
- The Company shall not withdraw the Buyback after the draft letter of offer is filed with SEBI or the Public Announcement for the Buyback is made; 7.5 The Company shall not buyback locked-in shares and non-transferable shares or other specified securities till the pendency of the

7.6 lock-in or till the shares or other specified securities become transferable;

- 7.7 The Company shall transfer from its free reserves a sum equal to the nominal value of the Equity Shares purchased through the Buyback to the capital redemption reserve account and the details of such transfer shall be dis sed in its subsequent at financial statements
- The Company shall not buyback its Equity Shares from any person through a negotiated deal whether on or off the Stock Exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback; 7.8
- 7.9 The Company confirms that there are no defaults subsisting in repayment of deposits, redemption of depentures or interest thereon on of preference shares or payment of dividend, or repayment of any term loans or interest payable thereon to any financial institution or banking company;
- 7.10 The ratio of the aggregate of secured and unsecured debts owed by the Company after the Buyback will not be more than twice the paid-up capital and free reserves after the Buyback; and
- 7.11 The Buyback shall be completed within a period of one year from the date of passing of the special resolution

8. Confirmations from the Board

7.

The Board of Directors of the Company has confirmed that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion that

- Immediately following the date of the Board Meeting, and the date on which the result of shareholders' resolution passed by way of 8.1 Postal Ballot/E-voting ("Postal Ballot Resolution") was declared, approving the Buyback, there will be no grounds on which the Company could be found unable to pay its debts;
- As regards the Company's prospects for the year immediately following the date of the Board Meeting approving the Buyback as well as for the year immediately following the date of the Postal Ballot Resolution, and having regard to the Board's intention with which will in the Board's view be available to the Company during that year and to the amount and character of the financial resources, which will in the Board's view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting as also from the date of the Postal Ballot Resolution:
- In forming an opinion as aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities) 8.3 as if the Company was being wound up under the provisions of the Companies Act, 2013/ Insolvency and Bankruptcy Code, 2016, as applicable.

Report addressed to the Board of Directors by the Company's Auditors on permissible capital payment and opinion formed by directors regarding insolvency

The text of the Report dated June 15, 2018 of B S R & Co. LLP, the Statutory Auditors of the Company, addressed to the Board of Directors of the Company is reproduce

The Board of Directors

Tata Consultancy Services Limited 9th Floor, Nirmal Building

Nariman Point

MUMBAI 400 02

Dear Sirs

Statutory Auditors' Report in respect of proposed buy back of equity shares by Tata Consultancy Services Limited ('the Company') in terms of clause (xi) of Part A of Schedule II of Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998, as amended (the "SEBI Buyback Regulations")

- This report is issued in accordance with the terms of our engagement letter dated 15 June 2018. The Board of Directors of Tata Consultancy Services Limited have approved a proposed buy-back of equity shares by the Company at its meeting held on 15 June 2018, in pursuance of the provisions of Section 68, 69 and 70 of the Companies Act, 2013 (**'the Act'**) and the SEBI Buyback 1. Regulations
- The accompanying Statement of permissible capital payment ('Annexure A') as at 31 March 2018 (hereinafter referred together as 2. the "Statement") is prepared by the management, which we have initialed for identification purposes only Management's Responsibility for the Statement

The preparation of the Statement in accordance with Section 68 (2)(c) of the Companies Act, 2013 and the compliance with the SEBI

3. Buyback Regulations, is the responsibility of the Management of the Company, including the computation of the amount of the permissible capital payment, the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in

Auditors' Responsibility

- Pursuant to the requirements of the SEBI Buyback Regulations, it is our responsibility to provide reasonable assurances
 - whether we have inquired into the state of affairs of the Company in relation to the audited standalone financial statements for the year ended 31 March 2018;
 - ii. If the amount of permissible capital payment as stated in Annexure A, has been properly determined considering the audited standalone financial statements in accordance with Section 68(2)(c) of the Act; and
 - iii. if the Board of Directors in their meeting dated 15 June 2018, have formed the opinion as specified in clause (x) of Part A of Schedule II to the SEBI Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from that date.
- The standalone financial statements referred to in paragraph 4 above, which we have considered for the purpose of this report, have been audited by us, on which we have issued an unmodified audit opinion vide our report dated 19 April 2018. 5. 6 We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special
- Purposes, issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
- We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements. 7. Opinion

Based on inquiries conducted and our examination as above, we report that: a) We have inquired into the state of affairs of the Company in relation to its audited standalone financial statements as at and for

- the year ended 31 March 2018:
- b) The amount of permissible capital payment (including premium) towards the proposed buy back of equity shares as computed in the Statement attached herewith is, in our view property determined in accordance with Section 68 (2) (c) of the Act. The amounts of share capital and free reserves have been extracted from the audited standalone financial statements of the Company as at and for the year ended 31 March 2018; and
- c) The Board of Directors of the Company, in their meeting held on 15 June 2018 have formed their opinion as specified in clause (x) of Part A of Schedule II to the SEBI Buyback Regulations, on reasonable grounds and that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from the date of passing the Board meeting resolution dated 15 June 2018.

Restriction on Use

Mumbai 15 June 2018 Annexure A Statement of permissible capit

This report has been issued at the request of the Company solely for use of the Company (i) in connection with the proposed buy-back of equity shares of the Company in pursuance to the provisions of Sections 68 and other applicable provisions of the Companies Act, 2013 and the SEBI Buyback Regulations, (ii) to enable the Board of Directors of the Company to include in the built and the second and the second s shareholders and any other regulatory authority as per applicable law and (b) the Central Depository Services (India) Limited, National Securities Depository Limited and (iii) for providing to the managers, each for the purpose of extinguishment of equity shares and may not be suitable for any other purpose.

74,080

Sr. No.	Name	Number of Equity Shares Held	% Shareholding
	Tata Sons	s Limited	
1	Mr. N. Chandrasekaran	1,77,056	0.0
2	Mrs. Farida Khambata	6,000	0.0
3	Mr. Harish Manwani*	4,000	0.0
4	Mr. Bhaskar Bhat	160	0.0
	Tata Investment Co	orporation Limited	
1	Mr. Noel N. Tata*	22,49,084	0.0
2	Mr. Farokh N. Subedar*	10,306	0.0
3	Mr. Pradip P. Shah*	5,150	0.0
4	Mr. Amit N. Dalal*	4,094	0.0
5	Mr. Ardeshir B. Dubash*	3,460	0.0
6	Mr. Zubin S. Dubash	2,782	0.0
7	Mr. Hoshang N. Sinor*	88	0.0
	Tata Stee	I Limited	
1	Mr. N. Chandrasekaran	1,77,056	0.0
2	Mr. Narendran T. V.*	272	0.0
	Tata Industr	ies Limited	
1	Mr. Farokh N. Subedar*	10,306	0.0
	The Tata Power C	company Limited	
1	Mr. N. Chandrasekaran	1,77,056	0.0
2	Mr. Ashok Sethi*	272	0.0

Sr. No.	Name	Designation	Number of Equity Shares Held	% Shareholding
1	Mr. N. Chandrasekaran	Chairman	1,77,056	0.00
2	Mr. Rajesh Gopinathan	Chief Executive Officer and Managing Director	2,260	0.00
3	Mr. N. Ganapathy Subramaniam	Chief Operating Officer and Executive Director	1,97,760	0.00
4	Ms. Aarthi Subramanian	Non-Executive Director	5,600	0.00
5	Mr. Ramakrishnan V.	Chief Financial Officer	2,000	0.00
6	Mr. Rajendra Moholkar	Company Secretary	364	0.00

6.4 Aggregate Equity Shares purchased or sold by (i) the Promoter Companies; (ii) Directors of the Promoter Companies; and (iii) Directors & Key Managerial Personnel of the Company during a period of six months preceding the date of the Board Meeting at which the Buyback was approved till the date of the Postal Ballot Notice i.e. June 15, 2018:

6.4.1 Aggregate of Equity Shares purchased or sold by the Promoter Companies:

Name	Aggregate Number of Equity Shares purchased / sold	Nature of Transactions	Maximum Price Per Equity Share (₹)	Date of Maximum Price	Minimum Price Per Equity Share (₹)	Date of Minimum Price	
Tata Sons Limited	3,12,69,000	Sale	2,876.46	March 13, 2018	2,872.19	March 13, 2018	
Tata Sons Limited	1,37,61,18,911						
Tata Investment Corporation Limited	5,27,110						
Tata Steel Limited	23,804	Bonus Issue		Not A	pplicable		
Tata Industries Limited	3,610			norm			
The Tata Power Company Limited	383						

June 6, 2017	Tendered in buyback offer	3,60,63,787	2,850.00	
March 13, 2018	Sale	3,12,69,000	2,856.58	
June 4, 2018	Bonus	1,37,61,18,911	-	
	Total	2,75,22,37,822		
	Tata Investment Corporation Limite	d		
August 12, 2006	Bonus	25,226	-	_
September 10, 2007	Purchase	90,000	1,064.25	_
December 18, 2007	Purchase	1,00,000	1,015.69	
September 29, 2008	Purchase	40,000	676.64	
June 18, 2009	Bonus	2,55,226	-	_
May 30, 2011	Purchase	5,000	1,156.61	
June 20, 2011	Purchase	10,000	1,082.80	
August 5, 2011	Purchase	5,000	1,052.44	_
August 5, 2011	Purchase	5,000	1,051.54	_
August 5, 2011	Purchase	5,000	1,058.52	_
August 5, 2011	Purchase	5,000	1,051.78	_
April 1, 2012	Purchase	45,000	1,101.33	
September 21, 2016	Sale	40,452	2,401.30	_
June 6, 2017	Tendered in buyback offer	22,890	2,850.00	_
June 4, 2018	Bonus	5,27,110	-	
	Total	10,54,220		
	Tata Steel Limited			
April 4, 2014	Acquired through amalgamation o Kalimati Investment Company Limited	f 24,400	0.31	
June 6, 2017	Tendered in buyback offer	596	2,850.00	_
June 4, 2018	Bonus	23,804		_
	Total	47,608		
	Tata Industries Limited	· · ·		_
June 18, 2009	Bonus	5,14,850		_
May 11, 2015	Sale	42,334	2.546.89	-
May 11, 2015	Sale	1,08,816	2,550.37	-
January 18, 2017	Sale	1,00,000	2,276.14	_
January 19, 2017	Sale	50,000	2,289.29	
January 19, 2017	Sale	1,00,000	2,288.11	-
January 20, 2017	Sale	30,000	2,282.12	-
January 20, 2017	Sale	50,000	2,283.67	-
January 20, 2017	Sale	30,000	2,281.31	-
June 6, 2017	Tendered in buyback offer	90	2,850.00	-
June 4, 2018	Bonus	3,610	-	_
	Total	7,220		
	The Tata Power Company Limited			
December 4, 2001	Purchase	9	15.51	1
May 5, 2004	Split (from ₹ 10 to ₹ 1)	90	1.55	_
May 5, 2004	Bonus	23	-	-
July 31, 2006	Bonus	113		-
June 18, 2009	Bonus	226		_
0010 10, 2000	Donus	220	-	_
June 6, 2017	Tendered in huwback offer	60	2 850 001	
June 6, 2017 June 4, 2018	Tendered in buyback offer Bonus	69	2,850.00	

Firm's Registration No.: 101248W/W-100022

bai ne 2018	Amit Somani Partner Membership No: 060154
Annexure A:	
Statement of permissible capital payment	
Particulars	Amount (Rs. in crore)
Paid up equity share capital as on 31 March 2018 (191,42,87,591 equity shares of face value Re.1 each)	191
Free reserves as on 31 March 2018	

Total	74,271
Maximum amount permissible for buyback under Section 68 of the Companies Act, 2013 (25% of the total paid up capital and free reserves)	18,568
Amount proposed by Board Resolution dated 15 June 2018 approving the Buyback, subject to shareholders approval by special resolution, based on the audited accounts for the year ended 31 March 2018	16,000

Record Date and Shareholder Entitle 10.

- Retained earnings

- 10.1 As required under the Buyback Regulations, the Company has announced August 18, 2018 as the record date ("Record Date") for the purpose of determining the entitlement and the names of the Shareholders who will be eligible to participate in the Buyback
- 10.2 In due course, Eligible Shareholders will receive a letter of offer in relation to the Buyback ("Letter of Offer") along with a tender offer form indicating the entitlement of the Eligible Shareholder for participating in the Buyback.
- 10.3 The Equity Shares proposed to be bought back by the Company shall be divided into two categories; (i) reserved category for Small Shareholders (defined below) and (ii) the general category for all other Eligible Shareholders.
- 10.4 As defined under the Buyback Begulations, a "Small Shareholder" is an Eligible Shareholder who holds Equity Shares having market value, on the basis of closing price on BSE or NSE, on which the highest trading volume in respect of the Équity Shares on the Record Date was recorded, of not more than ₹ 200,000 (Rupees Two Lakhs Only).
- 10.5 In accordance with Regulation 6 of the Buyback Regulations, 15% of the number of Equity Shares which the Company proposes to buy back or the number of Equity Shares entitled as per the shareholding of Small Shareholders, whichever is higher, shall be ved for the Small Shareholders as part of this Buyback
- 10.6 On the basis of the shareholding as on the Record Date, the Company will determine the entitlement of each Eligible Shareholder, including Small Shareholders, to tender their Equity Shares in the Buyback. This entitlement for each Eligible Shareholder will be calculated based on the number of Equity Shares held by the respective Eligible Shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such Eligible Shareholder belongs. The final number of Equity Shares the Company will purchase from each Eligible Shareholder will be based on the total number of Equity Shares tendered. Accordingly, the Company may not purchase all of the Equity Shares tendered by the Eligible Shareholders in the Buyback.
- 10.7 After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by Eligible Shareholders in that category, and thereafter from Eligible Shareholders who have tendered over and above their entitlement in the other category.
- 10.8 The participation of the Eligible Shareholders in the Buyback is voluntary. Eligible Shareholders may opt to participate, in part or in Itil, and receive cash in lieu of the Equity Shares accepted under the Buyback, or they may opt not to participate and enjoy a resultant increase in their percentage shareholding, after the completion of the Buyback, without any additional investment. Eligible Shareholders also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if any.
- 10.9 The maximum tender under the Buyback by any Eligible Shareholder should not exceed the number of Equity Shares held by the Eligible Shareholder as on the Record Date
- 10.10 The Equity Shares tendered as per the entitlement by Eligible Shareholders as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in Buyback Regulations. If the Buyback entitlement for any shareholder is not a round number, then the fractional entitlement shall be ignored for computation of Buyback entitlement to tender Equity Shares in the Buyback.
- 10.11 Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant time table will be included in the Letter of Offer which will be sent in due course to the Eligible Shareholders as on the Record Date

Process and Methodology to be Adopted for the Buyback

- 11.1 The Buyback is open to all Eligible Shareholders / beneficial owners of the Company holding Equity Shares either in physical or electronic form, as on the Record Date.
- 11.2 The Buyback shall be implemented using the "Mechanism for acquisition of shares through Stock Exchange" pursuant to the SEBI Circulars, and following the procedure prescribed in the Act and the Buyback Regulations and as may be determined by the Board (including the committee authorized to complete the formalities of the Buyback) and on such terms and conditions as may be permitted by law from time to time.

#In addition to the Company's contact details provided above, the investors may reach out to the Investor Service Centre of Link Intime India Private Limited for any queries at +91 22 4918 6300 and tcs.buyback2018@linkintime.co.in

TATA CONSULTANCY SERVICES LIMITED

Registered Office: 9th Floor, Nirmal Building, Nariman Point, Mumbai 400 021. Tel: +91 22 67789696 Fax: +91 22 66303672 Email: investor.relations@tcs.com website: www.tcs.com# Corporate Identity No. (CIN): L22210MH1995PLC084787

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF EQUITY SHARES OF TATA CONSULTANCY SERVICES LIMITED FOR THE BUYBACK OF EQUITY SHARES THROUGH A TENDER OFFER UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY BACK OF SECURITIES) REGULATIONS, 1998, AS AMENDED.

11.3 For the implementation of the Buyback, the Company has appointed JM Financial Services Limited as the registered broker to the Company ("Company Broker") to facilitate the process of tendering of Equity Shares through the stock exchange mechanism for the Buyback and through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company Broker are as follows:

JM Financial Services Limited

Sth Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400 025, India. Tel : +91 22 6704 3000, Fax : +91 22 6761 7222 Contact Person: Mr. Kinnar Darii: Tel.: +91 22 6704 3503 Email: kinnar.darji@jmfl.com, Website: www.jmfinancials SEBI Registration Number: INB-INF011054831 (BSE); vices.ir INB/INE/INF231054835 (NSE) Corporate Identity Number: U67120MH1998PLC115415

- 11.4 Separate acquisition window ("Acquisition Window") will be provided by Stock Exchanges to facilitate placing of sell orders by Eligible Shareholders who wish to tender Equity Shares in the Buyback. The details of the Acquisition Window will be specified by the Stock Exchanges from time to time. For the purpose of this Buyback, BSE has been appointed as the 'Designated Stock Exchange'.
- 11.5 At the beginning of the tendering period, the order for buying Equity Shares shall be placed by the Company through the Company Broker. During the tendering period, the order for selling the Equity Shares will be placed in the Acquisition Window by Eligible Shareholders through their respective stock brokers ("Seller Member(s)") during normal trading hours of the secondary market. The Seller Members can enter orders for dematerialized shares as well as physical shares.

11.6 Procedure to be followed by Eligible Shareholders holding Equity Shares in Dematerialised Form

- 11.6.1 Eligible Shareholders who desire to tender their Equity Shares held by them in dematerialised form under the Buyback would have to do so through their respective Seller Member by indicating to the concerned Seller Member, the details of Equity Shares they intend to tender under the Buyback.
- 11.6.2 The Seller Member would be required to place an order/bid on behalf of the Eligible Shareholders who wish to tender Equity Shares in the Buyback using the Acquisition Window of the Stock Exchanges. Before placing the order/bid, the Eligible Shareholder would be required to transfer the tendered Equity Shares to the special account of the clearing corporations (referred to as the "Clearing Corporation") by using the early pay-in mechanism as prescribed by the Stock Exchanges or the Clearing Corporation prior to placing the bid by the Seller Member.
- 11.6.3 The details of the special account of the Clearing Corporation and the settlement number shall be informed in the issue opening circular that will be issued by the Stock Exchanges and/ or the Clearing Corporation.
- 11.6.4 For custodian participant orders for dematerialized Equity Shares, early pay-in is mandatory prior to confirmation of order by custodian participant. The custodian participant shall either confirm or reject the orders no later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, any order molification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.
- 11.6.5 Upon placing the bid, the Seller Member shall provide a Transaction Registration Slip ("TRS") generated by the Exchange Bidding System to the Eligible Shareholder on whose behalf the bid has been placed. The TRS will contain the details of order submitted such as bid ID number, application number, Depository Participant ID, client ID, number of Equity Shares tendered, etc

11.7 Procedure to be followed by Eligible Shareholders holding Equity Shares in Physical Form

- 11.7.1 Eligible Shareholders who are holding Equity Shares in physical form and intend to participate in the Buyback will be Engine on a protect their respective Seller Member(s) along with the complete set of documents for verification procedures to be carried out. Such documents include (i) the tender form duly signed (by all Shareholders in case shares are in joint names) in the same order in which they hold the shares (ii) original Equity Share certificate(s), (iii) valid share transfer form (s) i.e. Form SH-4 duly filled and signed by the transferors (i.e. by all registered Eligible Shareholder in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (iv) self-attested copy of the Eligible Shareholder's PAN card, (v) any other relevant documents such as, but not innited to, duly attested power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original Eligible Shareholder has deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the Register of Members of the Company, the Eligible Shareholder analogical of analogical to the advectory of address proof consisting of any one of the following documents: valid Aadhar Card, Voter Identity Card or Passport.
- 11.7.2 Based on the aforesaid documents, the Seller Member shall place the bid on behalf of the Eligible Shareholder who is holding Equity Shares in physical form and intend to tender Equity Shares in the Buyback using the Acquisition Window of the Stock Exchanges. Upon placing the bid, the Seller Member shall provide a TRS generated by the Exchange Bidding System to the Eligible Shareholder. The TRS will contain the details of order submitted such as folio number, Equity Share certificate number, distinctive number, number of Equity Shares tendered, etc.
- 11.7.3 The Seller Member / Eligible Shareholder is required to deliver the original Equity Share certificate(s) and documents (as mentioned in Paragraph 11.7.1 above) along with the TRS either by registered post or courier or hand delivery to the registrar to the Buyback i.e. Link Intime India Private Limited ("Registrar") at the address mentioned at Paragraph 14 below or the collection centre of the Registrar details of which will be included in the Letter of Offer within 2 days of bidding by Seller Member. The envelope should be super-scribed as "TCS Buyback Offer 2.0 2018". One copy of the TRS will be retained by Registrar and it will provide acknowledgement of the same to the Seller Member / Eligible Shareholder
- 11.7.4 Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless Engine of the complete set of documents is submitted. Acceptance of the physical Equity Shares of the Buyback shall be subject on the complete set of documents is submitted. Acceptance of the physical Equity Shares of the Buyback shall be subject or verification as per the Buyback Regulations and any further directions issued in this regard. The Registrar will verify such bids based on the documents submitted on a daily basis and till such time the Stock Exchanges shall display such bids as confirmed physical bids'. Once the Registrar confirms the bids, it will be treated as 'Confirmed Bids'.

- 11.8 Modification/cancellation of orders will only be allowed during the tendering period of the Buyback
- 11.9 The cumulative quantity of Equity Shares tendered shall be made available on the website of the Stock Exchanges (NSE's website www.nseindia.com; BSE's website: www.bseindia.com) throughout the trading session and will be updated at specific intervals during the tendering period.

12. Method of Settlement

- 12.1 Upon finalization of the basis of acceptance as per Buyback Regulations:
 - 12.1.1 The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market. 12.1.2 The Company will pay the consideration to the Company Broker which will transfer the consideration pertaining to the Buyback to the Clearing Corporation's Bank account as per the prescribed schedule. For Equity Shares accepted under the Buyback, the Clearing Corporation's Bank account as per the prescribed schedule. For Equity Shares accepted under the Buyback, the Clearing Corporation will make direct funds pay-out to the respective Eligible Shareholders. If any Eligible Shareholder's bank account details are not available or if the fund transfer instruction is rejected by the Reserve English of individual sound account octain and intervaliate on the fund intervaliation instruction is plotted by the reserve Bank of India or relevant bank, due to any reasons, then the amount payable to the Eligible Shareholders will be transferred to the concerned Seller Members' for onward transfer to such Eligible Shareholder.
 - 12.1.3 The Equity Shares bought back in dematerialized form would be transferred directly to the escrow account of the Company ("Company Demat Escrow Account") provided it is indicated by the Company Broker or it will be transferred by the Company Definat Sector Account provided it is indicated by the Company Broker of it will be italistened of Company Broker to the Company Demat Escrow Account on receipt of the Equity Shares from the clearing and settle mechanism of the Stock Exchanges.
 - 12.1.4 Eligible Shareholder will have to ensure that they keep their depository participant ("DP") account active and unblocked to receive credit in case of return of Equity Shares, due to rejection or due to non-acceptance of shares under the Buyback. Excess Equity Shares or unaccepted Equity Shares, in dematerialised form, if any, tendered by the Eligible Shareholders would be transferred by the Clearing Corporation directly to the respective Eligible Shareholder's DP account. If the securities transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the Seller Member's depository pool account for onward transfer to the shareholder. Any excess Equity Shares, in physical form, pursuant to proportionate acceptance / rejection will be returned back to the Eligible Shareholders directly by the Registrar. The Company is authorized to split the share certificate and issue new consolidated share certificate for by its registration registration to compare the second second second by the Compare and Second Secon
 - 12.1.5 The Seller Member would issue contract note for the Equity Shares accepted under the Buyback. The Company Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.
 - 12.1.6 Eligible Shareholders who intend to participate in the Buyback should consult their respective Seller Member for paymen to them of any cost, charges and expenses (including brokerage) that may be levied by the Seller Member upon the selling Eligible Shareholders placing the order to sell the shares on behalf of the shareholders. The Buyback consideration received by the selling Eligible Shareholders, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including breakrage) and the Manager to the Buyback and the Company accept to responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling Eligible Shareholders.
 - 12.1.7 The Equity Shares lying to the credit of the Company Demat Escrow Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the Buyback Regulations

13. Compliance Officer

14.

- The Company has designated the following as the Compliance Officer for the Buyback: Mr. Rajendra Moholka Company Secretary Registered office: 9th Floor, Nirmal Building Nariman Point Mumbai 400 021
- CIN: L22210MH1995PLC084781 Tel: + 91 22 67789696
- E-mail: investor.relations@tcs.com, website: www.tcs.com

n case of any clarifications or to address investor grievance, the Eligible Shareholders may contact the Compliance Officer, on all working days, from Monday to Friday between 10 am to 5 pm, at the above mentioned address

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LINKIntime Link Intime India Private Limited C-101, 247 Park. L.B.S. Marg Vikhroli (West) Mumbai 400 083

Tel: +91 22 4918 6300 Fax: +91 22 4918 6195 Contact Person: Mr. Sumeet Deshpande E-mail: tcs.buyback2018@linkintime.co.in In case of any queries, Eligible Shareholders may also contact the Registrar to the Buyback, on all working days, from Monday een 10 am to 5 pm, at the above mentioned address to Friday betwee

15. Manager to the Buyback

📕 JM FINANCIAL

JM Financial Limited 7th Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400025, Maharashtra, India Tel: +91 22 6630 3030 Fax: +91 22 6630 3330 Contact Person: Ms. Prachee Dhuri Email: tcs.buyback2018@jmfl.com Website: www.jmfl.com SEBI Registration Number: INM000010361 Corporate Identity Number: L67120MH1986PLC038784

16. Directors' Responsibility

As per Regulation 19(1)(a) of the Buyback Regulations, the Board accepts full and final responsibility for the information contained in this Public Announcement and confirms that this Public Announcement contains true, factual and material information and does not contain any misleading information.

For and behalf of the Board of Directors of TATA CONSULTANCY SERVICES LIMITED

Raiesh Gopinathar (CEO and Managing Director) DIN: 06365813

N Ganapathy Subramaniam (COO and Executive Director) DIN: 07006215

Sd/-Raiendra Moholkar (Company Secretary) bership Number: A8644

Date: August 6, 2018 Place: Mumba

#In addition to the Company's contact details provided above, the investors may reach out to the Investor Service Centre of Link Intime India Private Limited for any queries at +91 22 4918 6300 and tcs.buyback2018@linkintime.co.in