

**TENDER FORM (FOR ELIGIBLE SHAREHOLDERS HOLDING EQUITY SHARES IN DEMATERIALISED FORM)**

**Date:**

BUYBACK OPENING DATE	Thursday, September 6, 2018	
BUYBACK CLOSING DATE	Friday, September 21, 2018	
<b>For the Registrar to the Buyback</b>		
Inward No.	Date	Stamp
<b>Status (please tick appropriate box)</b>		
<input type="checkbox"/>	Individual	<input type="checkbox"/> Mutual Fund
<input type="checkbox"/>	Insurance Companies	<input type="checkbox"/> Other QIBs
<input type="checkbox"/>	Company	<input type="checkbox"/> Other NIB
<input type="checkbox"/>	Foreign Institutional Buyer	<input type="checkbox"/> Financial Institution

To,  
 The Board of Directors  
**Tata Consultancy Services Limited**  
**C/o. 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

Dear Sirs,

**Sub: Letter of Offer dated Wednesday, August 29, 2018 in relation to the buyback of up to 7,61,90,476 (Seven crore sixty one lakh ninety thousand four hundred seventy six) Equity Shares of Tata Consultancy Services Limited (“Company”) at a price of ₹ 2,100 (Rupees Two thousand one hundred only) per Equity Share (“Buyback Offer Price”) payable in cash (“Buyback”)**

- I / We, (having read and understood the Letter of Offer dated Wednesday, August 29, 2018) hereby tender my / our Equity Shares in response to the Buyback in accordance with the terms and conditions set out below and in the Letter of Offer.
- I / We authorize the Company to buy back the Equity Shares offered (as mentioned below) and to issue instruction(s) to the Registrar to the Buyback to extinguish such Equity Shares.
- I / We hereby affirm that the Equity Shares comprised in this tender are offered for the Buyback by me / us free from all liens, equitable interests, charges and encumbrances.
- I / We declare that there are no restraints / injunctions or other order(s) of any nature which limits / restricts in any manner my / our right to tender / offer Equity Shares for the Buyback and that I / we am / are legally entitled to tender / offer for the Buyback.
- I / We agree that the Company will pay the Buyback Offer Price only after due verification of the validity of the documents and that the consideration will be paid as per secondary market mechanism.
- I / We acknowledge that the responsibility to discharge the tax due on any gains arising on Buyback is on me / us. I / We agree to compute gains on this transaction and immediately pay applicable taxes in India and file tax return in consultation with our custodians / authorized dealers / tax advisors appropriately.
- I / We undertake to indemnify the Company if any tax demand is raised on the Company on account of gains arising to me / us on Buyback of shares. I / We also undertake to provide the Company, the relevant details in respect of the taxability / non-taxability of the proceeds arising on Buyback of shares by the Company, copy of tax return filed in India, evidence of the tax paid, etc.
- I / We agree that the excess demat Equity Shares or unaccepted demat Equity Shares tendered, if any, may be delivered to the Selling Member by the Clearing Corporation at payout.
- I / We undertake to return to the Company any consideration in respect of the Buyback that may be wrongfully received by me / us.
- I / We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my / our tender / offer and agree to abide by any decision that may be taken by the Company to effect the Buyback in accordance with the Act and the Buyback Regulations.
- Details of Equity Shares held and tendered / offered in the Buyback:

Particulars	In Figures	In Words
Number of Equity Shares held as on Record Date (August 18, 2018)		
Number of Equity Shares entitled for Buyback (Buyback Entitlement)		
Number of Equity Shares offered for Buyback (Including Additional Shares)		

Note: Eligible Shareholders also have the option of tendering Additional Equity Shares (over and above their Buyback Entitlement) and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if any. The Acceptance of any Equity Shares tendered in excess of the Buyback Entitlement by the Eligible Shareholder shall be in terms of Paragraphs 19 and 20 of the Letter of Offer. Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance.

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**Acknowledgement Slip for Tata Consultancy Services Limited – Buyback**  
*(to be filled by the Eligible Shareholder) (subject to verification)*

DP ID		Client ID	
Received from Mr./Ms./M/s. Tender Form			
No. of Equity Shares offered for Buyback (in figures)		(in words)	
Please quote Client ID and DP ID for all future correspondence	Stamp of Duty		

12. Details of Account with Depository Participant (DP):

Name of the Depository (tick whichever is applicable)		NSDL		CDSL
Name of the Depository Participant				
DP ID No.				
Client ID No. with the DP				

13. Eligible Shareholders Details:

Particulars	First / Sole Holder	Joint Shareholder 1	Joint Shareholder 2	Joint Shareholder 3
Full Name(s) of the Eligible Shareholder				
Signature(s)*				
PAN				
Address of the First / Sole Eligible Shareholder				
Telephone No. / Email ID				

\* Corporate must affix rubber stamp and sign under valid authority. The relevant corporate authorisation should be enclosed with the application form submitted.

**INSTRUCTIONS:**

- The Buyback will open on Thursday, September 6, 2018 and close on Friday, September 21, 2018.
- This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer.
- Eligible Shareholders who desire to tender their Equity Shares in the dematerialized form under the Buyback would have to do so through their respective Selling Member by indicating the details of Equity Shares they intend to tender under the Buyback.
- The Equity Shares tendered in the Buyback shall be rejected if (i) the Equity Shareholder is not an Eligible Shareholder of the Company as on the Record Date; (ii) if there is a name mismatch in the demat account of the Eligible Shareholder, (iii) in case of receipt of the completed Tender Form and other documents but non-receipt of Equity Shares in the special account of the Clearing Corporation, or (iv) a non-receipt of valid bid in the exchange bidding system.
- The Eligible Shareholders will have to ensure that they keep the DP account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to the Buyback being on a proportionate basis in terms of the Buyback Entitlement.
- In case of non-receipt of the Letter of Offer, Eligible Shareholders holding Equity Shares may participate in the Buyback by providing their application in plain paper in writing signed by all Eligible Shareholders (in case of joint holding), stating name and address of the Eligible Shareholder(s), number of Equity Shares held as on the Record Date, Client ID number, DP Name, DP ID, beneficiary account number and number of Equity Shares tendered for the Buyback.
- Eligible Shareholders to whom the Buyback is made are free to tender Equity Shares to the extent of their Buyback Entitlement in whole or in part or in excess of their Buyback Entitlement.
- All documents sent by Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.
- By agreeing to participate in the Buyback the Non-Resident Shareholders give the Company the authority to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reporting, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Company for such regulatory reporting, if required by the Company.
- The Tender Form and TRS is not required to be submitted to the Company, Manager or the Registrar. After the receipt of the demat Equity Shares by the Clearing Corporation and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted for the Eligible Shareholders holding Equity Shares in demat form.**

*For details, please also read and follow the procedures set out in the Paragraphs 19, 20 and 21 in the Letter of Offer.*

*All capitalised items shall have the meaning ascribed to them in the Letter of Offer*

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**ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUYBACK SHOULD BE ADDRESSED TO THE REGISTRAR AT THE FOLLOWING ADDRESS QUOTING YOUR DP ID & CLIENT ID:**

**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  
 Email: tcs.buyback2018@linkintime.co.in